

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Sixty- eighth Annual General Meeting of the Company will be held at 11.30 A.M. on Wednesday, 1st day of August, 2018 at The Oberoi Grand, 15, Jawaharlal Nehru Road, Kolkata - 700 013 to transact the following business:

1. To receive consider and adopt:
  - a. the Audited Financial Statement of the Company for the Financial Year ended on 31st March 2018, together with the Directors' and Auditor's Report thereon; and
  - b. the Audited Consolidated Financial Statement of the Company for the Financial Year ended on 31st March 2018, together with the Auditor's Report thereon.
2. To declare a Dividend.
3. To appoint a Director in place of Mr. Manoj Harjivandas Modi (DIN:00056207), who retires by rotation and being eligible, offer himself for re-appointment.

### As Special Business

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any of the Companies Act, 2013 (Act) and the Rules framed thereunder, Dr. Chhavi Rajawat (DIN: 06752959), be and is hereby appointed as an "Independent Director" of the Company for a term of 5 (five) consecutive years, not liable to retire by rotation."

**Registered Office**  
4 Mangoe Lane  
Kolkata 700 001

30th May 2018

**By order of the Board**

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

### NOTES:

1. **A Shareholder entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself. A proxy need not be a Shareholder of the Company. The proxy form must be deposited in original with the Company at its Registered Office at 4, Mangoe Lane, Kolkata - 700 001 not later than 48 hours before the commencement of the meeting. No photocopy/scanned copy of a completed proxy form will be accepted.**
2. The Register of Shareholders of the Company will remain closed from 25th July 2018 to 27th July 2018, both days inclusive.

3. As required under the Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and Secretarial Standard-2, particulars relating to Mr. Manoj Harjivandas Modi, Director retiring by rotation and proposed to be re-appointed and Dr. Chhavi Rajawat, who is proposed to be appointed as an Independent Director is given in the Annexure to this Notice.
4. Pursuant to the provisions of Section 72 of the Companies Act, 2013, Shareholders holding shares in physical mode are requested to file a Nomination Form in respect of their shareholdings. Any Shareholder wishing to avail of this facility may submit to the Investors Services Division (“ISD”) in the prescribed statutory form SH-13. For any assistance, Shareholders should get in touch with the ISD.
5. Shareholders are requested to notify immediately any change in their addresses to the Company’s ISD.
6. A Shareholder or his proxy will be required to produce at the entrance of the meeting hall, the attendance slip sent herewith duly completed and signed. Neither photocopies nor torn/mutilated attendance slips will be accepted. However, Shareholders who have received the Annual Report on e-mail can download and print the attendance slip themselves. These should be completed, signed and handed over at the entrance of the meeting hall. The validity of the attendance slip will, however, be subject to the Shareholder continuing to hold equity shares as on the date of the meeting.
7. Corporate members intending to send their authorized representative to attend the meeting are requested to send to the Company, a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
8. Shareholders are advised to bring their own copy of the Annual Report along with them for the meeting. Extra copies of the Annual Report will not be available at the meeting.
9. Shareholders who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, circulars etc, from the Company electronically.
10.
  - i) Pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, the Company is providing to the Shareholders, the remote e-voting facility at the 68th Annual General Meeting. The Company is offering remote e-voting option to all the Shareholders. For this purpose, the Company has signed an agreement with National Securities Depository Limited (“NSDL”).
  - ii) The facility of ballot paper voting shall be made available at the meeting and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting. For abundant clarity, in the event of a poll, please note that the Shareholders who have exercised their right to vote by electronic means shall not vote by way of poll at the Meeting. The voting rights of the Shareholders shall

be in proportion to their shares in the paid up equity share capital of the Company as on the cut off date. The poll process shall be conducted and the consolidated scrutinizer report thereon will be prepared in accordance with the provisions of Section 109 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Listing Regulations.

11. The members who have cast their vote electronically prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
12. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on cutoff date i.e 24th July, 2018. A person, whose name is recorded in the register of members or in the list of beneficial owners provided by depositories as on the cutoff date i.e 24th July, 2018 shall be entitled to avail the facility of remote e-voting / ballot voting.
13. The remote e-voting period shall commence at 9.00 a.m. on Sunday, the 29th day of July, 2018 and will end at 5.00 p.m. on Tuesday, the 31st day of July, 2018. The remote e-voting module shall be disabled by NSDL at 5.00 p.m. on 31st day of July, 2018. During the remote e-voting period, the Shareholders of the Company holding shares either in physical form or in demat form as on the cut-off date may cast their vote electronically provided once the vote on the resolution(s) is cast by the Shareholders, he will not be allowed to change it subsequently.
14. Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. Tuesday 24th day of July, 2018, may obtain the login ID and password by sending an email to [isdho@oberoigroup.com](mailto:isdho@oberoigroup.com); [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [corporate@jurisprudentconsulting.in](mailto:corporate@jurisprudentconsulting.in) ('the Scrutinizer') by mentioning their folio No./DP ID and Client ID. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using "Forget User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
15. Process and Manner for Shareholders, opting for remote e-voting is as under:-
  - (A) In case of Shareholders receiving e-mail from 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 ElH 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@jurisprudentconsulting.in** with a copy marked to **evoting@nsdl.co.in**.
- (B) In case of Shareholders receiving Notice by Post:
- a. Initial password is provided at the bottom of the attendance slip:
  - b. Please follow all steps from Sl. No. (b) to Sl. No. (l) above, to cast your vote.
- (C) The voting through remote e-voting period commences from 09:00 A.M. on 29th July, 2018 and ends at 5:00 P.M. on 31st July, 2018. 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 query, you may refer to the “Frequently Asked Questions (FAQs)” for shareholders and e-voting user manual for Shareholders available at the “downloads” section of NSDL website, [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call toll free no. 1800 222 990.
- (F) Shareholders who forget the User details / password can use “Forget details/ Password” “Physical User Reset Password” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
16. The ordinary resolutions mentioned above shall be declared as passed on the date of the declaration of result if the number of votes cast in favour is more than the votes cast against.
17. The Board of Directors have appointed Mr. Vikram Oberoi, Managing Director and Chief Executive Officer and Mr. S.N.Sridhar, Sr. Vice President and Company Secretary as the person responsible for the entire process of voting i.e. remote e-voting and ballot voting at the AGM. Mr. Ajay Kumar Jain, Advocate and Consultant has been appointed as the scrutinizer to scrutinize the remote e-voting and ballot voting process in a fair and transparent manner.
- 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](mailto:isdho@oberoigroup.com) or NSDL to Mr. Rajiv Ranjan 022-2499 4738, [rajivr@nsdl.co.in](mailto:rajivr@nsdl.co.in)
18. The scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company, and submit the consolidated scrutinizer’s report of the votes cast in favor or against, if any, to the Chairman of the Meeting within 48 hours of conclusion of the meeting. The results along with the scrutinizer’s report shall be placed on the website of the Company, [www.eihltd.com](http://www.eihltd.com), NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and Stock Exchanges, at [www.bseindia.com](http://www.bseindia.com), [www.nseindia.com](http://www.nseindia.com) and [www.cse-india.com](http://www.cse-india.com).

#### **Explanatory Statement pursuant Section 102 of the Companies Act, 2013 for the Special Business**

##### **Item No. 4**

The Board of Directors at its meeting held on 30th October 2017, on the recommendation of the Nomination & Remuneration Committee, appointed Dr. Chhavi Rajawat as an Independent Director on the Board in the casual vacancy caused due to the resignation of another Independent Director, Mrs. Renu Sud Karnad, subject to Shareholders approval.

In accordance with Section 161(4) of the Companies Act, 2013 as amended by Companies (Amendment) Act, 2017, if the office of any director appointed by the company in general meeting is vacated before his term of office expires in normal course, the resulting casual vacancy may, in default of and subject to any regulations in the articles of the company, be filled by the Board of Directors at a meeting of the Board which shall be subsequently approved by members in the immediate General Meeting. Since Dr. Chhavi Rajawat was appointed by the Board in the casual vacancy, Shareholders’ approval is proposed in the immediate next Annual General Meeting. Notice under

Section 160 of the Companies Act has been received from a Shareholder proposing the name of Dr. Chhavi Rajawat to be appointed as an Independent Director on the Board.

Pursuant to the provisions of Sections 149, 150, 152 read with schedule IV and other applicable provisions, if any of the Companies Act, 2013, Companies (Appointment and Qualifications of Directors) Rules, 2014 and Listing Regulations, it is proposed to appoint Dr. Chhavi Rajawat as an Independent Director of the Company to hold office for 5 (five) Consecutive years from the date of appointment.

Sub-section (10) of Sections 149 of the Act requires appointment of Independent Directors who shall hold office for a term of 5 (five) consecutive years on the Board of the Company and shall be eligible for reappointment on passing a special resolution by the Company. Sub-section (11) of the said section provides that no Independent Director shall hold office for more than 2 (two) consecutive terms.

Dr. Chhavi Rajawat has given a “declaration of independence” to the Company that she meets the criteria for independence as prescribed under Section 149(6) of the Act and the Listing Regulations. The Board, after satisfying itself about the independence of Dr. Chhavi Rajawat in accordance with Section 149(6) of the Act and the Listing Regulations, recommends Dr. Rajawat’s appointment on the Board as an Independent Director for a term of 5 (five) consecutive years from the date of her appointment i.e from 30th October, 2017.

The brief resume and the nature of expertise of Ms. Chhavi Rajawat is as under:

Dr. Chhavi Rajawat, a Sarpanch/ elected head of the village council of village Soda located in the District of Tonk, Rajasthan, India. Dr. Rajawat is an alumna of Rishi Valley School (Andhra Pradesh) and Mayo College Girls’ School (Ajmer). Dr. Rajawat graduated from Lady Shri Ram College, University of Delhi, Delhi and followed it up with an MBA from Balaji Institute of Modern Management, Pune. Dr. Rajawat worked in the corporate sector for about seven years during which she undertook myriad roles in media (Times of India), hospitality (Carlson Group of Hotels), and the telecom industry (Airtel);

Dr. Rajawat is an Aspen fellow and has received many awards including the Young Indian Leader Award by CNN IBN in 2010 and a Young Global Leader by the World Economic Forum in 2012 for the work in her village Soda. Dr. Rajawat was also honored by Shri. Venkaiah Naidu, Hon’ble Union Minister of Parliamentary Affairs, Urban Development, Housing and Urban Poverty Alleviation with Assocham Ladies League’s Grassroots Women of the Decade Achievers Award; Bharat Ratna Rajiv Gandhi Yuva Shakti National Award; All India Woman Achiever’s Award in 2014; India TV Yuva Award in 2013, and honored by former President of India Dr. A P J Abdul Kalam.

**Nature of Concern or Interest and other particulars**

1. No Director, Key Managerial Personnel and their relatives other than Dr. Chhavi Rajawat are concerned or interested in the resolution proposing her appointment as an Independent Director on the Board of the Company;
2. In accordance with clause 36(3) of the Listing Regulations and Secretarial Standard-2, Dr. Rajawat’s other particulars are given in the annexure;

3. The Board of Directors recommend the appointment of Dr. Rajawat as an Independent Director on the Board.

**Registered Office  
4 Mangoe Lane  
Kolkata 700 001**

**30th May 2018**

**By order of the Board**

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

INFORMATION ON DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT  
AT THE FORTHCOMING ANNUAL GENERAL MEETING

(PURSUANT TO REGULATION 36(3) OF THE LISTING REGULATIONS & SECRETARIAL STANDARD - 2)

Name of Director	Date of Birth (Age)	Date of original Appointment	Expertise in specific Functional areas	Qualifications & Experience	Directorships in other Public Limited Companies	Membership of committee in other Public Limited Companies	Other Information	Remarks
Mr. Manoj Harjivandas Modi	03-07-1957 (61 years)	31-10-2011	Professional Consultant	Chemical Engineering	i. Reliance Jio Infocomm Limited ii. Reliance Retail Ventures Limited	i. Reliance Retail Ventures Limited - Audit Committee, Nomination and Remuneration Committee ii. Reliance Jio Infocomm Limited - Audit Committee, Nomination and Remuneration Committee, Finance Committee	<b>Designation:</b> Non Executive; Non Independent Director <b>Relationship:</b> No relationship • Shares held- Nil <b>Attendance:</b> Board Meetings held during 2017-18 : 5 Attended : 5 • Remuneration for Financial Year 2016-17	Retires by rotation at the forthcoming Annual General Meeting.
Dr. Chhavi Rajawat	04-01-1977 (41 years)	30-10-2017	Professional Consultant	MBA	N/A	N/A	<b>Designation:</b> Non Executive; Independent Director <b>Relationship :</b> No Relationship <b>Shares Held:</b> Nil <b>Attendance:</b> Board Meeting held during 2017-18: 5 <b>Attended :</b> 2*	Appointed as an Independent Director

\* Appointed on 30th October 2017