

# 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

23<sup>rd</sup> November 2022

<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>	<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>
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## SUB: NOTICE OF POSTAL BALLOT/ REMOTE EVOTING

Dear Sir/Madam,

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

Copy of the Notice is 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 linkintime e-voting platform.	<a href="https://evoting.cdslindia.com">https://evoting.cdslindia.com</a>
2	Username and Password for remote e-voting	Please refer instructions given in notice.
3	Cut-off date	Friday, 18 <sup>th</sup> November 2022
4	Time Period for remote e-voting and physical ballot	Start –Saturday, 26 <sup>th</sup> November 2022 at 10:00 A.M End- Monday, 26 <sup>th</sup> December 2022 at 5:00 P.M.
5	Process for updating the e-mail id by shareholders	Physical mode – shareholders to write to our RTA link Intime India Private Limited at - <a href="mailto:delhi@linkintime.co.in">delhi@linkintime.co.in</a> or 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)

# *EIH Limited*

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6	Contact details for remote e-voting	Central Depository Services Limited <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> toll free no. 1800 22 55 33
7	Company's Contact details	Investor Services Division(ISD) EIH Limited, 7 Sham Nath Marg, Delhi – 1100544 Email: <a href="mailto:isdho@oberoigroup.com">isdho@oberoigroup.com</a> Phone: 91-11-23890505

Thank you,

Yours faithfully  
For **EIH Limited**

**Lalit Kumar Sharma**  
Company Secretary

# *EIH Limited*

A MEMBER OF THE OBEROI GROUP

Corporate Office 7, Shamnath Marg, Delhi- 110054

Telephone: 91 11 23890505 Website: www.eihltd.com

Email: isdho@oberoigroup.com CIN: L55101WB1949PLC017981

Regd. Office: 4 Mangoe Lane, Kolkata – 700 0011

## **NOTICE OF POSTAL BALLOT**

*(Pursuant to Section 108 and Section 110 of the Companies Act, 2013 read with the Companies (Management & Administration) Rules, 2014)*

To,

The Members,

**NOTICE** is hereby given in accordance with Section 108 and 110 of the Companies Act, 2013 (“the Act”) read with Rule 20 and 22 of the Companies (Management & Administration) Rules, 2014 (“the Rules”) and other applicable provisions, if any of the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs (“MCA”) for holding general meetings / conducting the process of postal ballot through remote e-voting vide General Circular Nos. 14/2020 dated 8th April, 2020; 17/2020 dated 13th April, 2020; 22/2020 dated 15th June, 2020; 33/2020 dated 28th September, 2020; 39/2020 dated 31st December, 2020; 10/2021 dated 23rd June, 2021; 20/2021 dated 8th December 2021 and 03/22 dated 5th May 2022 including any other circular issued in this regard (“Relevant Circulars”) and the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the Secretarial Standard – 2 issued by the Institute of Company Secretaries of India and other applicable laws and regulations, circulars, if any the Company proposes to pass the following resolutions by way of postal ballot through remote e-voting:-

### **SPECIAL BUSINESS:**

#### **1. To approve the revision in remuneration of Mr. Arjun Singh Oberoi, Executive Chairman**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 197 and 198 read with Schedule V and all other applicable provisions of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Articles of Association of the Company, based on the recommendation of Nomination and Remuneration Committee and the Board, consent of the Shareholders be and is hereby accorded to the revision of remuneration of Mr. Arjun Singh Oberoi, Executive Chairman with effect from 1<sup>st</sup> April, 2022, as detailed below:

#### **I Remuneration**

##### **(a) Salary**

Annual salary of Rs. 2 Crores (Rupees two crores only).

##### **(b) Annual Commission/ Performance linked remuneration:**

1.25% of the Net Profits of the Company computed in the manner laid down in Section 198 of the Act.

##### **(c) Perquisites, allowances and benefits:**

- (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) Leave Travel Assistance once a year, comprising of 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) Company's contribution to Provident Fund and Gratuity Fund, as applicable, as per rules of the Company;
- (vi) Entitlement to one month's leave with the above benefits as per rules of the Company for every eleven months of service.

The said perquisites and allowances shall be evaluated, wherever applicable, as per the provisions of Income Tax Act, 1961 or any rules framed thereunder or any statutory modification(s) or re-enactment(s) thereof; in the absence of any such rules, perquisites and allowances shall be evaluated at actual cost.

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

**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 may exceed Rs. 5 crore or 2.5% of the net profits of the Company, whichever is higher, during the tenure of his appointment;

**RESOLVED FURTHER THAT** except the above, all other terms and conditions of appointment of Mr. Arjun Singh Oberoi, as contained in the resolution passed by the shareholders of the Company through remote e-voting results of which were declared on 5<sup>th</sup> July 2022, shall remain unchanged.

**RESOLVED FURTHER THAT** Mr. Lalit Kumar Sharma, Company Secretary of the Company, be and are hereby authorised to file necessary forms and to do all such acts, deeds, matters and things as are incidental thereto or as may be deemed necessary or desirable to give effect to the above resolutions.”

2. **To approve the revision in remuneration of Mr. Vikramjit Singh Oberoi, Managing Director and Chief Executive Officer**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 197 and 198 read with Schedule V and all other applicable provisions of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Articles of Association of the Company, based on the recommendation of Nomination and Remuneration Committee and the Board, consent of the shareholders be and is hereby accorded to revision of remuneration of Mr. Vikramjit Singh Oberoi, Managing Director and Chief Executive officer with effect from 1<sup>st</sup> April, 2022, as detailed below:

**I Remuneration**

(a) **Salary**

Annual salary of Rs. 2 Crores (Rupees two crores only).

**(b) Annual Commission/ Performance linked remuneration:**

1.25% of the Net Profits of the Company computed in the manner laid down in Section 198 of the Act.

**(c) Perquisites, allowances and benefits:**

- (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) Leave Travel Assistance once a year, comprising of 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) Company's contribution to Provident Fund and Gratuity Fund, as applicable, as per rules of the Company;
- (vi) Entitlement to one month's leave with the above benefits as per rules of the Company for every eleven months of service.

The said perquisites and allowances shall be evaluated, wherever applicable, as per the provisions of Income Tax Act, 1961 or any rules framed thereunder or any statutory modification(s) or re-enactment(s) thereof; in the absence of any such rules, perquisites and allowances shall be evaluated at actual cost.

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

**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 may exceed Rs. 5 crore or 2.5% of the net profits of the Company, whichever is higher, during the tenure of his appointment;

**RESOLVED FURTHER THAT** except the above, all other terms and conditions of appointment of Mr. Vikramjit Singh Oberoi, as contained in the resolution passed by the shareholders of the Company through postal ballot and remote e-voting results of which were declared on 11<sup>th</sup> July 2019, shall remain unchanged.

**RESOLVED FURTHER THAT** Mr. Lalit Kumar Sharma, Company Secretary of the Company, be and are hereby authorised to file necessary forms and to do all such acts, deeds, matters and things as are incidental thereto or as may be deemed necessary or desirable to give effect to the above resolutions.”

**3. Re-appointment of Dr. (Ms.) Chhavi Rajawat (DIN: 06752959) as a Non-Executive Independent Director**

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 149, 152 read with Schedule IV and other applicable provisions, if any of the Companies Act, 2013 (“Act”) and the rules framed thereunder and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and based on the recommendation of Nomination and Remuneration Committee and the Board, Dr. (Ms.) Chhavi Rajawat (DIN: 06752959), who is eligible for being re-appointed as an Independent Director, be and is hereby re-appointed as a Non-Executive Independent Director on the Board of the Company, not liable to retire by rotation, to hold office for the second term of 5 (five) consecutive years with effect from 30<sup>th</sup> October 2022;

**RESOLVED FURTHER** that the Company Secretary, be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**Registered Office**

**4 Mangoe Lane**

**Kolkata 700 001**

**2<sup>nd</sup> November 2022**

**By order of the Board**

**Lalit Kumar Sharma**

**Sr. Vice President & Company Secretary**

**NOTES AND INSTRUCTIONS:**

1. An explanatory statement as required under Section 102 of the Companies Act, 2013, setting out the material facts and reasons in respect of the businesses specified above is appended hereto.
2. Due to the COVID-19 Pandemic restrictions, the Ministry of Corporate Affairs (“MCA”) vide the relevant Circulars, has permitted companies to conduct the Postal Ballot by sending the Notice in electronic form only. The communication of the assent or dissent of the Members would take place through the process of remote e-voting.
3. The notice is being sent to all the Shareholders, whose names appears 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 Friday, 18<sup>th</sup> November 2022.
4. At the Board Meeting held on 2<sup>nd</sup> November 2022, the Board has appointed Mr. Arun Kumar Gupta, Practicing Company Secretary, ACS No. 21227, CP No. 8003 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.
5. In compliance with the provisions of Section 108 and 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 pleased to provide the remote e-voting facility to all the shareholders. For this purpose, the Company has appointed Central Depository Services Limited (CDSL) for facilitating remote e-voting.
6. The voting period commences at 10.00 AM on Saturday, 26<sup>th</sup> November, 2022 and ends at 05.00 P.M. on Monday, 26<sup>th</sup> December, 2022. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. on Friday, 18<sup>th</sup> November, 2022, may cast their vote electronically. The e-voting module shall be disabled for voting thereafter. Once the vote on the resolutions is cast by the Member, he/she shall not be allowed to change it subsequently.
7. The voting rights of the Members shall be in proportion of their shareholding to the total issued and paid-up equity share capital of the Company as on the cut-off date.
8. The Scrutinizer will submit his report to the Chairman of the Company or such person as authorized upon completion of scrutiny of the votes received through the e-voting platform on Tuesday, 27<sup>th</sup> December, 2022. The Chairman or any person so authorized by him, shall announce the results of the Postal Ballot on or before 05:00 P.M. (IST) Tuesday, 27<sup>th</sup> December, 2022.
9. The result of the Postal Ballot, along with the scrutinizer’s report, will be posted on the Company’s website [www.eihltd.com](http://www.eihltd.com) and communicated to the stock exchanges where the Company’s shares are listed.
10. 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 time the number of votes cast against it.
11. The Board has appointed Mr. Lalit Kumar Sharma, 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, Sharnath Marg, Delhi- 110054, phone: 011-23890505 email- [isdho@oberoigroup.com](mailto:isdho@oberoigroup.com).

**The instructions for shareholders voting electronically are as under:**

**Step 1:** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (i) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9<sup>th</sup> December, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in Demat mode are allowed to vote through their Demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their Demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<ul style="list-style-type: none"> <li>• Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>• After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>• If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>• Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ul>
Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b>	<ul style="list-style-type: none"> <li>• If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> <li>• If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS" Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>• Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> </ul>

Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

**Step 2:** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (ii) Login method for Remote e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.
1. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  2. Click on “Shareholders” module.
  3. 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
  4. Next enter the Image Verification as displayed and Click on Login.
  5. 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 e-voting of any company, then your existing password is to be used.
  6. If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</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 <b>OR</b> 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.</li> </ul>

- (iii) After entering these details appropriately, click on “SUBMIT” tab.
- (iv) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.

- (v) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (vi) Click on the EVSN for the relevant <EIH Limited> on which you choose to vote.
- (vii) 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.
- (viii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (ix) 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.
- (x) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xii) If a demat account holder has forgotten the 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.
- (xiii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xiv) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - 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 will be mapped automatically & can be delink in case of any wrong mapping.
  - It is Mandatory that, 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.
  - Alternatively Non Individual shareholders are required mandatorily to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [isdho@oberoigroup.com](mailto:isdho@oberoigroup.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

#### **PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. 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 at toll free no. 1800 22 55 33

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

### **Item Nos. 1 and 2**

Mr. Arjun Singh Oberoi was appointed as Executive Chairman w.e.f. 4<sup>th</sup> May 2022. Prior to this, he had held the position of Managing Director – Development since 1<sup>st</sup> April 2015. Mr. Vikramjit Singh Oberoi had been the Managing Director & CEO of the Company since 1<sup>st</sup> April 2015. The remunerations of Mr. Arjun Singh Oberoi and Mr. Vikramjit Singh Oberoi had not been revised since their aforesaid appointments seven years back in 2015.

Due to the Covid pandemic for last 2 financial years, the Company had made losses and profit linked commissions had not accrued for any Executive Director.

Mr. Arjun Singh Oberoi and Mr. Vikramjit Singh Oberoi have rich and varied experience in the hospitality industry and guided the Company through more than three decades of diversification and growth to emerge as one of the World's leading luxury Hotel Brand.

The Nomination and Remuneration Committee commissioned a global advisory company Aon Consulting Pvt. Ltd. ('Aon Consulting') to do a benchmarking study on remuneration levels for Executive Directors in comparable companies.

The conclusion arrived at by Aon Consulting study was that the current remuneration of both Mr. Arjun Singh Oberoi and Mr. Vikramjit Singh Oberoi was much lower than comparable benchmarks. Considering the findings by Aon Consulting, the Nomination and Remuneration Committee and the Board of Directors at its respective meetings held on 2<sup>nd</sup> November 2022 have made a recommendation to the shareholders of the Company for approval of the revision in remuneration to Mr. Arjun Singh Oberoi and Mr. Vikramjit Singh Oberoi w.e.f. 1<sup>st</sup> April 2022. The proposed remuneration as detailed in the resolutions proposed to the Shareholders are set out at item 1 & 2 of this Notice.

Mr. Arjun Singh Oberoi is the Managing Director of Mashobra Resort Limited, a Subsidiary and a Joint Venture, but does not draw any remuneration from that Company.

Mr. Vikramjit Singh Oberoi is the Managing Director of EIH Associated Hotels Limited, an associate Company, but does not draw any remuneration from that Company.

The Resolution Nos. 1 & 2, being in the interest of the Company, have been recommended by the Nomination and Remuneration Committee and the Board to the Shareholders for their approval as special resolutions.

### **Item Nos. 3**

Dr. (Ms.) Chhavi Rajawat (DIN: 06752959) was appointed as an Independent Director on 30<sup>th</sup> October 2017 to hold office for a term of 5 (five) consecutive years from the date of appointment.

In accordance with the provisions of Sections 149, 152 read with Schedule IV of the Act and the Rules framed thereunder and Regulation 16 (1) (b) of the Listing Regulations, an Independent Director can hold office for a term of up to 5 (five) consecutive years on the Board of a company and can be re-appointed for one more term of 5 (five) consecutive years with the approval of Shareholders by way of a special resolution.

As the current term of 5 years expired on 30<sup>th</sup> October 2022, re-appointment of Dr. (Ms.) Chhavi Rajawat for a second term of 5 years would require approval of the Shareholders by way of a special resolution in accordance with sub-section (10) of Section 149 of the Act and Regulations 16(1)(b), 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Brief resume and nature of expertise is given below:

Dr. (Ms.) 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.

The Nomination and Remuneration Committee and Board at their respective meetings held on 2<sup>nd</sup> November 2022 taking into account the declaration and consent received, the knowledge, acumen, skills and the substantial contributions made by her during the tenure formed an opinion that Dr. (Ms.) Chhavi Rajawat confirms to the criteria of independence prescribed under the Act and SEBI Listing Regulations, is person of integrity and possess relevant expertise, proficiency and experience to continue as Independent Director of the Company. Further the performance evaluation of Dr. (Ms.) Chhavi Rajawat was carried out by the Nomination and Renomination Committee and the Board based on various criteria, inter-alia, including attendance at meetings and advice, inputs and contribution therein, skills possessed, experience, knowledge acquired with regard to the Company's business, understanding of industry etc. The Board, on the basis of recommendation of Nomination and Remuneration Committee, is of the view that continued association of Dr. (Ms.) Chhavi Rajawat as Independent Director of the Company would be of immense benefit and value of the Company.

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

1. No Director, Key Managerial Personnel and their relatives, other than Mr. Arjun Singh Oberoi and Mr. Vikramjit Singh Oberoi for their respective resolutions are concerned or interested in Resolution no. 1 and 2.
2. No Director, Key Managerial Personnel and their relatives, other than Dr. (Ms.) Chhavi Rajawat, is concerned or interested in Resolution nos. 3, proposing her re-appointment as Non-executive Independent Directors for a second term of 5 (five) consecutive years.
3. None of the Directors and the Key Managerial Personnel of the Company holds 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.
4. The Resolution Nos. 1 and 2 and the explanatory statement on the said resolutions may be treated as a written memorandum setting out the terms and conditions of revision in remuneration of Mr. Arjun Singh Oberoi and Mr. Vikramjit Singh Oberoi under Section 190 of the Act.
5. In accordance with Regulation 36(3) of the Listing Regulations and Secretarial Standards-2, other particulars of Mr. Arjun Singh Oberoi, Mr. Vikramjit Singh Oberoi and Dr. (Ms.) Chhavi Rajawat, are given in the Annexure.
6. The Nomination and Remuneration Committee and the Board of Directors have approved and recommended to Shareholders, revision in remuneration of Mr. Arjun Singh Oberoi and Mr. Vikramjit Singh Oberoi and re-appointment of Dr. (Ms.) Chhavi Rajawat as Non-executive Independent Directors on the Board for a second term of 5 (five) consecutive years.

**Registered Office**

**4 Mangoe Lane**

**Kolkata 700 001**

**2<sup>nd</sup> November 2022**

**By order of the Board**

**Lalit Kumar Sharma**

**Sr. Vice President & Company Secretary**

## Details of the Directors seeking re-appointment / revision in remuneration

### [Pursuant to Secretarial Standard on General Meetings (SS-2)]

Name of the Director	Mr. Arjun Singh Oberoi	Mr. Vikramjit Singh Oberoi	Dr. (Ms.) Chhavi Rajawat
Date of Birth (Age)	21/12/1966 (55)	08/12/1963 (59)	04-01-1977 (46 years)
Date of first appointment on the Board	15/12/1993	15/12/1993	30.10.2017
Qualifications	B.Sc. (Economics) (Hons) from the University of Buckingham, United Kingdom	B.Sc. (Hons)	M.B.A
Experience in years	33	36	23
Terms and conditions of appointment / re-appointment along with details of remuneration to be paid	Revision in remuneration as mentioned in resolution		Appointment as Independent Director for second term
Remuneration last drawn by such person, if applicable	Rs. 11.61 Million	Rs. 11.27 Million	NA
Shareholding in the Company	71,72,199	56,09,896	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	No Relationship	No Relationship	NA
No. of Board Meetings attended/ held during Financial Year 2022-23	4/4	4/4	2/4
Directorships held in other Companies (excluding foreign Companies)	<ol style="list-style-type: none"> <li>1. EIH Limited</li> <li>2. Mumtaz Hotels Limited</li> <li>3. Mashobra Resort Limited</li> <li>4. Oberoi Kerala Hotels &amp; Resorts Limited</li> <li>5. Oberoi Hotels Private Limited</li> <li>6. Oberoi Holding Private Limited</li> <li>7. Oberoi Properties Private Limited</li> <li>8. Oberoi Lutyens Private Limited</li> <li>9. Bombay Plaza Private Limited</li> <li>10. Oberoi Plaza Private Limited</li> <li>11. Oberoi Leasing and Finance Co Private Ltd.</li> <li>12. Oberoi Investments Private Limited</li> <li>13. Oberoi Buildings &amp; Investments Private Ltd.</li> </ol>	<ol style="list-style-type: none"> <li>1. EIH Limited,</li> <li>2. EIH Associated Hotels Limited,</li> <li>3. Mashobara Resort Limited,</li> <li>4. Mumtaz Hotels Limited,</li> <li>5. Oberoi Buildings &amp; Investments Private Limited,</li> <li>6. Oberoi Holdings Private Limited,</li> <li>7. Oberoi Hotels Private Limited,</li> <li>8. Oberoi Investments Private Limited,</li> <li>9. Oberoi Leasing &amp; Finance Co Private Limited,</li> <li>10. Oberoi Plaza Private Limited,</li> <li>11. Oberoi Properties Private Limited,</li> <li>12. Vikramaditya Exports Private Limited</li> <li>13. Oberoi Kerala Hotels and Resorts Limited</li> <li>14. Mercury Car Rentals Private Limited</li> <li>15. Bombay Plaza Private Limited</li> </ol>	Mumtaz Hotels Limited
Chairmanship/ Membership of Committees in other Companies	<ol style="list-style-type: none"> <li>1 Mumtaz Hotels – Corporate Social Responsibility Committee;</li> <li>2. Mashobra Resort Limited – Corporate Social Responsibility Committee.</li> <li>3 Oberoi Hotels Private Limited- Corporate Social Responsibility Committee</li> </ol>	<ol style="list-style-type: none"> <li>A. EIH Associated Hotels Limited -Stakeholders Relationship Committee -Corporate Social Responsibility Committee - Authorization Committee - Risk Management Committee</li> <li>B. Mashobara Resort Limited -Corporate Social Responsibility Committee</li> <li>C. Oberoi Hotels Private Limited -Corporate Social Responsibility Committee</li> <li>D. Mumtaz Hotels Limited -Corporate Social Responsibility Committee</li> </ol>	NA