

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

27th July 2022

The National Stock Exchange of India Limited Exchange Plaza, 5 th Floor Plot No..C/1, G Block Bandra Kurla Complex Bandra(E) Mumbai – 400 051. Code: EIHOTEL	BSE Limited Corporate Relationship Dept. 1 st Floor, New Trading Ring Rotunda Building Phiroze Jeejeebhoy Towers Dalal Street, Fort Mumbai-400001 Code:500840
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Sub: OUTCOME OF THE MEETING OF THE BOARD OF DIRECTORS (“BOARD”) OF EIH LIMITED (“COMPANY”) HELD ON 27th July 2022 IN COMPLIANCE WITH REGULATIONS 30 AND 31A(8) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, AS AMENDED (“LISTING REGULATIONS”)

Ref: Our intimation dated 4th July 2022 informing the receipt of request from few members of ‘Promoters/ Promoter Group’ seeking reclassification of their shareholding to ‘Public’ category

Pursuant to the provisions of Regulations 30 and 31A(8) of the Listing Regulations, we wish to inform you that the Board, at its meeting held today i.e. 27th July 2022, has *inter alia* considered and approved the respective request letters received from Mr. Shib Sanker Mukherji and Mr. Deepak Madhok, persons belonging to the promoter and promoter group of the Company, seeking re-classification from the ‘promoter and promoter group’ category to ‘public’ category shareholder in accordance with Regulation 31A of the Listing Regulations *inter alia* subject to approval from (a) the members of the Company in accordance with Regulation 31A(3)(a)(iii) of the Listing Regulations; and (b) the stock exchanges where the equity shares of the Company are listed namely, BSE Limited and National Stock Exchange of India Limited.

As required under Regulation 31A(8) of the Listing Regulations, the extract of the minutes of the meeting of the Board approving the re-classification request is enclosed as **Annexure 1**.

The related information/ documents regarding shareholders’ approval will be circulated by the Company in due course.

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We request you to take the above information on record and the same be treated as compliance under the applicable provision(s) of the Listing Regulations.

Thank you,

Yours faithfully,

For **EIH Limited**


Lalit Kumar Sharma
Company Secretary
encl: a.a

ElH Limited

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CERTIFIED TRUE COPY OF THE EXTRACT OF MINUTES OF MEETING OF THE BOARD OF DIRECTORS ("BOARD") OF EIHLIMITED ("COMPANY") HELD ON 27TH JULY 2022 AT THE OBEROI, DR. ZAKIR HUSSAIN MARG, NEW DELHI – 110 003

REVIEW THE REQUESTS RECEIVED FROM MR. SHIB SANKER MUKHERJI AND MR. DEEPAK MADHOK FOR RECLASSIFICATION FROM PROMOTERS TO PUBLIC SHAREHOLDERS

The Board was informed that Mr. Shib Sanker Mukherji and Mr. Deepak Madhok, persons belonging to the 'promoter and promoter group' of the Company, had each *vide* their respective letters dated 4th July 2022 requested the Company for re-classification from the 'promoter and promoter group' category to 'public' category shareholder of the Company. The Company intimated the aforesaid request(s) for re-classification to BSE Limited and National Stock Exchange of India Limited on 4th July 2022.

The letters received from Mr. Shib Sanker Mukherji and Mr. Deepak Madhok were placed before the Board for its perusal.

The Board was informed that (a) Mr. Shib Sanker Mukherji holds 90,92,363 equity shares of the Company, representing 1.45 % of the paid-up equity share capital of the Company; and (b) Mr. Deepak Madhok holds 90,12,404 equity shares of the Company, representing 1.44 % of the paid-up equity share capital of the Company.

It was also informed that Mr. Shib Sanker Mukherji and Mr. Deepak Madhok in their respective request letters informed the Company that they are neither a part of the Board nor do they hold any key managerial position in the Company. Further, they had confirmed in their letters that they do not participate in the management of the Company in any manner or capacity and do not have any special rights in the Company through formal or informal arrangements, including any shareholder agreement.

The Board was also apprised that each of them are satisfying all the conditions specified in Regulation 31A (3)(b) of the Listing Regulations. The Board was further informed that in terms of Regulation 31A of the Listing Regulations, the said re-classification shall require the approval of the Board, shareholders/ members of the Company and the stock exchanges where the shares of the Company are listed namely, BSE Limited and National Stock Exchange of India Limited ("Stock Exchanges").

Accordingly, on the basis of the rationale provided above and in accordance with the provisions of Regulation 31A of the Listing Regulations, the Board was of the view that the respective requests of Mr. Shib Sanker Mukherji and Mr. Deepak Madhok for re-classification from the 'promoter and promoter group' category to 'public' category shareholder be accepted and approved, which shall be subject to the approvals of shareholders and the Stock Exchanges, and/or such other approval, if any as may be necessary in this regard.

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The Board considered the matter and passed the following resolution unanimously:

“RESOLVED THAT pursuant to the provisions of the Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“Listing Regulations”), and subject to the approvals of the shareholders and the approval of the Stock Exchanges where the equity shares of the Company are listed namely, BSE Limited and National Stock Exchange of India Limited (“Stock Exchanges”) , and/or such other approval, if any, as may be required in this regard, the approval of the Board of Directors be and is hereby accorded to the respective requests received from Mr. Shib Sanker Mukherji and Mr. Deepak Madhok, members of the promoter and promoter group of the Company, for re-classification from the ‘promoter and promoter group’ category to ‘public’ category shareholder of the Company.

RESOLVED FURTHER THAT approval be and is hereby given to the Company to seek shareholders' approval in relation to the re-classification in accordance with Regulation 31A (3)(a)(iii) of the Listing Regulations and the Company is hereby authorized to take all necessary steps in this regard.

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolution, Mr. Arjun Singh Oberoi, Executive Chairman, Mr. Vikramjit Singh Oberoi, Managing Directors and CEO and Mr. Lalit Kumar Sharma, Senior Vice President and Company Secretary, be and are hereby severally authorized on behalf of the Company to do, either by themselves or through delegation to any person, as they may in their absolute discretion deem fit, all such acts, deeds, matters and things as they may at their discretion deem necessary or expedient for such purpose, and make all necessary filings including but not limited to making applications to the Stock Exchanges to seek their approval for the re-classification in accordance with Listing Regulations and other applicable laws, if any, and to execute all such deeds, documents or writings as are necessary or expedient, to settle any questions, difficulties or doubt that may arise in this behalf.

RESOLVED FURTHER THAT if any documents, relating to the re-classification is required to be affixed with the Common Seal of the Company, it be so affixed, and it be signed in accordance with the provisions of Article of Articles of Association of the Company by any one of the aforesaid persons.

RESOLVED FURTHER THAT a certified true copy of any of the resolutions and/ or extracts of the minutes of the board meeting be issued under the signature of any of the directors or key managerial personnel of the Company to the concerned person with a request to act thereon.”

For ElH Limited


Lalit Kumar Sharma

Company Secretary

FCS:6218

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CONSIDERING THE POSTAL BALLOT NOTICE FOR SEEKING SHAREHOLDER APPROVAL AND ANY OTHER MATTERS INCIDENTAL THERETO OR REQUIRED IN TERMS OF THE REGULATION 31A OF THE LISTING REGULATIONS.

The Board was apprised that in terms of Regulation 31A of the Listing Regulations, the Company is *inter alia* required to obtain the approval of the shareholders of the Company by way of ordinary resolution in relation to the re-classification. The Board was also informed that the provisions under Regulation 31A of the Listing Regulations require that there shall be a time gap of at least one month but not exceeding three months between the dates of the Board meeting and the shareholders’ meeting considering the request of the promoter(s) seeking re-classification.

The Board considered the matter and passed the following resolution unanimously:

“**RESOLVED THAT** approval of the Board of Directors be and is hereby given to the Company to seek necessary approval from its shareholders in relation to the re-classification in accordance with Regulation 31A and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“Listing Regulations”), Companies Act, 2013, as amended and the Companies (Management and Administration) Rules, 2014 read with Circular No. 3/2022 dated May 5, 2022 issued by the Ministry of Corporate Affairs, Government of India (“MCA Circular”), and any other applicable law and the draft of the postal ballot notice and the explanatory statement, as placed before the Board and initialed by Chairman for the purposes of identification, be and is hereby approved.

RESOLVED FURTHER THAT the Company is hereby authorised to dispatch the said postal ballot notice and the explanatory statement to the shareholders of the Company in accordance with the applicable provisions of the Listing Regulations, Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014 read with MCA Circular, and any other applicable laws.

RESOLVED FURTHER THAT pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, Mr. Arun Kumar Gupta of Arun Gupta & Associates, Company Secretaries, be and are hereby appointed as the scrutinizer to conduct the process of the postal ballot in a fair and transparent manner.

RESOLVED FURTHER THAT 12th August 2022 be fixed as the “cut-off date/ record date” for the purpose of reckoning voting rights and ascertaining shareholder to whom the notice shall be sent.

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RESOLVED FURTHER THAT Central Depository Services Limited (CDSL) be and is hereby appointed as an agency to provide remote e-voting facility on such fees as mutually decided.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any Director of the Company, and Mr Lalit Kumar Sharma, Company Secretary, be and are hereby severally authorised on behalf of the Company to do, either by themselves or through delegation to any person, as they may in their absolute discretion deem fit, all such acts, deeds, matters, and things as they may at their discretion deem necessary or expedient for such purpose, modify and/ or amend the postal ballot notice and explanatory statement, as may be required, and make all necessary filings as may be necessary, and to execute all such deeds, documents or writings as are necessary or expedient, to settle any question, difficulties or doubts that may arise in this behalf or delegate the aforesaid authority to any person, as they may in their absolute discretion deem fit.

RESOLVED FURTHER Mr. Lalit Kumar Sharma, Company Secretary is hereby authorised to finalise, sign and send postal ballot notice along with other documents to shareholders of the Company as on the cut-off date/record date through permitted mode and publish advertisement in newspaper(s) for intimation of completion of dispatch of the said notice in accordance with provisions of the Companies Act, 2013 and other applicable law and to do all such acts, deeds, matters and things which are necessary or consequential for the aforesaid purpose.

RESOLVED FURTHER THAT a certified true copy of any of the resolutions and/ or extracts of the minutes of the board meeting be issued under the signature of any of the Directors or key managerial personnel of the Company to the concerned person with a request to act thereon.”

For **EIH Limited**



Lalit Kumar Sharma
Company Secretary
FCS:6218