

ElH 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

12th June 2019

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	The Calcutta Stock Exchange Limited 7, Lyons Range Kolkata-700001 Code:05
---	---	--

SUB: COMPLETION OF DISPATCH OF NOTICE OF POSTAL BALLOT AND NEWS PAPER ADVERTISEMENT

Sir

Intimation is given pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), that Company has completed the dispatch of Notice of the Postal Ballot by registered Post on 10th June 2019 to those shareholders whose email id is not registered with the Company / Depositories and through e-mail sent by National Security Depositories Limited (“NSDL”) on 10th June 2019 to those shareholders whose email id was registered with the Company / depositories.

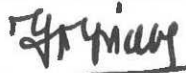
Postal Ballot Notice dated 30th May 2019 is enclosed.

Newspaper Advertisement to this effect was published in ‘Business Standard’ (all editions) in English and ‘eisamay’ in Bengali on 11th June 2019. Copy of this advertisement are also enclosed.

Thanking you,

Yours faithfully

For ElH Limited


Company Secretary

POSTAL BALLOT FORM

S.No.

Name and address of Sole /First Holder

Joint Holder's Name (if any)

Folio / DP ID Client ID

No. of Shares

I/We hereby exercise my/our vote in respect of the Resolution(s) to be passed through Postal Ballot for the businesses stated in the Notice of the Company dated 30th May, 2019 by sending my/our assent or dissent to the said resolutions by placing a tick mark (✓) in the appropriate box below:

Item No.	Description	No. of Shares Held	I / We assent to the Resolution (FOR)	I / We dissent to the Resolution (AGAINST)
1.	Re-appointment of Mr. Vikramjit Singh Oberoi (DIN-00052014) in the Whole-time employment of the Company as "Managing Director and Chief Executive Officer", liable to retire rotation			
2.	Re-appointment of Mr. Arjun Singh Oberoi (DIN-00052106) in the Whole-time employment of the Company as "Managing Director-Development", liable to retire by rotation			
3.	Re-appointment of Mr. Lakshminarayan Ganesh (DIN: 00012583) as a Non-executive Independent Director			
4.	Re-appointment of Mr. Rajeev Gupta (DIN: 00241501) as a Non-executive Independent Director			
5.	Re-appointment of Mr. Sudipto Sarkar (DIN: 00048279) as a Non-executive Independent Director			

Place:

Date:

(Signature of Shareholder)

EVEN (Evoting Event Number)	USER ID	PASSWORD
110745		

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

INSTRUCTIOsNS

1. Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, assent or dissent of the members in respect of the Resolutions contained in the Postal Ballot Notice is being sought through Postal Ballot process.
2. A member desiring to exercise his/her vote by postal ballot, may send duly completed form in the enclosed self addressed Business Reply Envelope. The envelope bears the name of JUS & Associates, Company Secretaries, appointed as the Scrutinizer by the Board of Directors of the Company.
3. Postage on the Business Reply Envelope will be borne by the Company. However, envelopes containing Postal Ballot, if sent by courier or by Registered Post at the expense of the member will also be accepted. The Postal Ballot(s) may also be deposited personally at the Company's Registered office at 4, Mangoe Lane, Kolkata-700001 or at the Company's Corporate Office at 7, Sham Nath Marg, Delhi-110 054
4. The envelopes containing the Postal Ballot should reach the Scrutinizer not later than the close of business hours i.e. 5.00 P.M. on Wednesday, 10th July 2019. A Postal Ballot Form received after this date and time will be strictly treated as if the reply from the member has not been received.
5. A Member has to convey his/her assent or dissent in the Postal Ballot Form only. Assent or dissent to the proposed resolutions may be recorded by placing a tick mark (✓) in the appropriate column. Postal Ballot Form bearing (✓) mark both the column will render the form invalid.
6. The Postal Ballot Form should be completed and signed by the Member. An unsigned Postal Ballot Form will be rejected.
7. In case of joint holding, the Postal Ballot Form should be completed and signed (as per the specimen signature registered with the Company / Depository) by the first named Member and in the absence of such Member, by the next named joint-holder. A Member may sign the Postal Ballot Form through an attorney; in such case certified true copy of the Power of Attorney should be attached to the Postal Ballot Form. There will be only one Postal Ballot Form for every folio irrespective of the number of joint Member(s).
8. In case of shares held by Companies, Trusts, Societies etc., a duly completed Postal Ballot Form should be signed by its authorized signatory. In such cases the duly completed Postal Ballot Form should also be accompanied by a certified copy of the Board Resolution/ Authority together with the specimen signature(s) of the duly authorised signatory(ies).
9. A Member need not use all his/her votes. Further, he/she need not cast all his/her votes in the same way.
10. An incomplete, unsigned, incorrectly completed, incorrectly ticked, defaced, torn, mutilated, over-written, wrongly signed Postal Ballot Form will be rejected. The Postal Ballot shall not be exercised by a proxy. The Scrutinizer's decision on the validity of Postal Ballot Form will be final.
11. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Member as on 31st May 2019.
12. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later than the date and time specified in Point no. 4 above.
13. Members are requested not to send any other paper along with the Postal Ballot Form (except those authorised by the Company) in the enclosed self addressed postage prepaid envelope as all Postal Ballot(s) will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
14. The Resolutions, if assented by requisite majority, shall be considered as passed on Thursday 11th July 2019 (i.e. the date of Declaration of the Postal Ballot Result).
16. Remote E-VOTING: The Company is pleased to provide Remote E-Voting facility for all the Shareholders of the Company to enable them to cast their votes electronically instead of through physical Postal Ballot. In case a member has voted through E-Voting facility, he does not need to send the physical Postal Ballot Form. In case a member casts his vote through E-Voting facility as well as sends his vote through physical vote, the vote cast through Remote E- Voting shall only be considered and the voting through physical Postal Ballot shall not be considered by the Scrutinizer. Members are requested to refer to the Postal Ballot Notice and Notes thereto, for detailed instructions with respect to remote E Voting.

EIH Limited

A MEMBER OF THE OBEROI GROUP

Corporate Office 7, Shamnath Marg, Delhi- 110054
Telephone: 91 11 23890505 Website: www.eihltd.com Email: isdho@oberoigroup.com
CIN: L55101WB1949PLC017981

NOTICE OF POSTAL BALLOT

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

To the Members,

NOTICE is hereby given in accordance with Section 110 of the Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management & Administration) Rules, 2014 and other applicable provisions, if any of the Act (including any statutory modification or re-enactment thereof for the time being in force) and Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (hereinafter collectively referred to as "Listing Regulations"), the Company propose to pass the following resolutions by way of postal ballot / remote e-voting:-

1. Re-appointment of Mr. Vikramjit Singh Oberoi (DIN-00052014) in the Whole-time employment of the Company as "Managing Director and Chief Executive Officer", liable to retire by rotation

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. Vikramjit Singh Oberoi, (DIN-00052014) in the Whole-time employment of the Company as "Managing Director and Chief Executive Officer" for a period of 5 (five) years with effect from 1st July 2019 on the terms and conditions contained in the Service Agreement entered into between the Company and Mr. Vikramjit Singh Oberoi;

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 Rupees 5 crore or 2.5% of the net profits of the Company, whichever is higher or the aggregate annual remuneration of all the Executive Directors may exceed 5% of the net profits of the Company, during the tenure of his appointment;

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 Service Agreement with Mr. Vikramjit Singh Oberoi".

2. Re-appointment of Mr. Arjun Singh Oberoi (DIN-00052106) in the Whole-time employment of the Company as "Managing Director-Development", liable to retire by rotation

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. Arjun Singh Oberoi, (DIN-00052106) in the Whole-time employment of the Company as “Managing Director-Development” for a period of 5 (five) years with effect from 1st July 2019 on the terms and conditions contained in the Service Agreement entered into between the Company and Mr. Arjun Singh Oberoi;

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 Rupees 5 crore or 2.5% of the net profits of the Company, whichever is higher or the aggregate annual remuneration of all the Executive Directors may exceed 5% of the net profits of the Company, during the tenure of his appointment;

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 Service Agreement with Mr. Arjun Singh Oberoi”.

3. Re-appointment of Mr. Lakshminarayan Ganesh (DIN: 00012583) 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 Regulations 16,17 and other applicable provisions, if any, of 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 on the recommendation of the Nomination and Remuneration Committee and the Board, Mr. Lakshminarayan Ganesh (DIN: 00012583), 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 a second term of 5 (five) consecutive years with effect from 6th August 2019;

RESOLVED FURTHER that the Board, be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

4. Re-appointment of Mr. Rajeev Gupta (DIN: 00241501) 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 Regulations 16, 17 and other applicable provisions, if any, of 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 on the recommendation of the Nomination and Remuneration Committee and the Board, Mr. Rajeev Gupta (DIN: 00241501), 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 a second term of 5 (five) consecutive years with effect from 6th August 2019;

RESOLVED FURTHER THAT the Board, be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

5. **Re-appointment of Mr. Sudipto Sarkar (DIN: 00048279) 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 Regulations 16, 17, 17 (1A) and other applicable provisions, if any, of 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 on the recommendation of the Nomination and Remuneration Committee and the Board, Mr. Sudipto Sarkar (DIN: 00048279), 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 a second term of 5 (five) consecutive years with effect from 30th October 2019;

RESOLVED FURTHER that the Board, be and is hereby authorized 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
30th May 2019

By order of the Board

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

NOTES AND INSTRUCTIONS:

1. An explanatory statement as required under Section 102 of the Companies Act, 2013, in respect of the business specified above is appended hereto.
2. The notice is being sent to all the Shareholders, whose names appear on the Register of Members/list of beneficial owners as received from the National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as on 31st May 2019.
3. At the Board meeting held on 30th May 2019, the Board has appointed Mr. Ajay Kumar Jain, Practicing Company Secretary, JUS & Associates, Company Secretaries as the Scrutinizer for conducting the postal ballot and remote e-voting process in accordance with the law and in a fair and transparent manner.
4. In compliance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 the Companies (Management and Administration) Rules, 2014, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the Company is also offering remote e-voting facility to all the shareholders. For this purpose, the Company has signed an agreement with 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.
5. (A) The instructions for remote e-voting are as under:

How do I vote electronically using NSDL e-voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1 : Log-in to NSDL e-voting system at <https://www.evoting.nsdl.com>

Step 2 : Cast your vote electronically on NSDL e-voting system.

Details on Step 1 are mentioned below:

How to Log-in to NSDL e-voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: **<https://www.evoting.nsdl.com>** either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at **<https://eservices.nsdl.com>** with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
 - a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, your ‘initial password’ is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - (a) Click on “**Forgot User Details/Password**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - (b) **Physical User Reset Password**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com

- (c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-voting will open.

Details on Step 2 are given below:

How to cast your vote electronically on NSDL e-voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active voting cycles.
 2. After click on Active voting cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
 3. Select "EVEN" of company for which you wish to cast your vote.
 4. Now you are ready for e-Voting as the Voting page opens.
 5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
 6. Upon confirmation, the message "Vote cast successfully" will be displayed.
 7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
 8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
- (B) The voting through postal ballot and remote e-voting period commences from 10.00 A.M. on Tuesday, 11th June 2019 and ends at 5.00 P.M. on Wednesday, 10th July 2019. The remote e-voting module shall be disabled by NSDL for voting thereafter.
- (C) In case of any query, 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.
6. In accordance with Rule 18 of the Companies (Management and Administration) Rules, 2014, this Notice is being sent to all those Shareholders who have registered their e-mail ID's with the Company/ Depositories in electronic mode i.e. by e-mail through NSDL and to others by Registered Post along with the Postal Ballot Form. Shareholders have an option to vote either through remote e-voting or through Postal Ballot Form. Shareholders who have not received the Postal Ballot Form can download the Ballot form from the link www.evoting.nsdl.com or www.eihltd.com or write to the Company for obtaining duplicate Postal Ballot Form.
 7. The Shareholders desiring to exercise their votes by physical postal ballot are requested to carefully read the instructions printed in the attached Postal Ballot Form. These Shareholders are requested to exercise their voting rights by using the attached Postal Ballot Form only. No other form or photocopy of the form is permitted. The Postal Ballot Form duly completed and signed should be returned in the enclosed self-addressed postage prepaid envelope to the Scrutinizer so as to reach the Scrutinizer before 5.00 P.M on Wednesday, 10th July 2019. 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.
 8. The Shareholders should opt for only one mode of voting, i.e. physical postal ballot or electronic voting.

9. If any Shareholder has voted in both physical as well as electronic mode, vote cast by way of remote e-voting only will be considered valid.
10. The Scrutinizer will submit his report to the Company after completion of scrutiny of the votes cast through Postal Ballot Forms and remote e-voting.
11. The results of the Postal Ballot will be announced by the Company on Thursday, 11th July 2019 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.
12. The Special resolutions mentioned above shall be declared as passed on the date of the declaration of result if the number of votes cast in favour is more than three times the number of votes cast against it.
13. The Board has appointed Mr. Vikramjit Singh Oberoi, Managing Director and CEO and Mr. S.N. Sridhar, Senior Vice President and 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, 7, Shamnath Marg, Delhi- 110054, phone: 011-23890505 email- isdho@oberoigroup.com.

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

Item Nos. 1 and 2

The current term of appointment of both Mr. Vikramjit Singh Oberoi, Managing Director and Chief Executive Officer and Mr. Arjun Singh Oberoi, Managing Director- Development expires 30th June 2019, by efflux of time.

The particulars of Mr. Vikramjit Singh Oberoi, Managing Director and Chief Executive Officer of the Company are as under:

- i) holds a Bachelor's degree in science from Pepperdine University, United States;
- ii) has over 30 years of experience in the hospitality industry;
- iii) joined the Board as a Non-executive Director on 15th December 1993;
- iv) in July 2004, assumed the position of a Whole time Director designated as Deputy Managing Director;
- v) in July 2007, was re-designated as Joint Managing Director of the Company;
- vi) on 29th November 2010, was re-designated as Chief Operating Officer and Joint Managing Director of the Company;
- vii) on 24th March 2015, was re-designated as Managing Director and Chief Executive Officer of the Company with effect from 1st April 2015.

The particulars of Mr. Arjun Singh Oberoi, Managing Director-Development of the Company are as under:

- i) holds a Bachelor's degree in science (Economics) from the University of Buckingham, United Kingdom;
- ii) has over 30 years of experience in the hospitality industry;
- iii) joined the Board as a Non-executive Director on 15th December 1993;
- iv) in July 2004, assumed the position of a Whole time Director designated as Deputy Managing Director;
- v) in July 2007, was re-designated as Joint Managing Director of the Company.
- vi) on 29th November 2010, was re-designated as Chief Planning Officer and Joint Managing Director of the Company;
- vii) on 24th March 2015, was re-designated as Managing Director-Development of the Company with effect from 1st April 2015.

Keeping in view that both Mr. Vikramjit Singh Oberoi and Mr. Arjun Singh Oberoi has 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, it would be in the interest of the Company to continue the services of Mr. Vikramjit Singh Oberoi and Mr. Arjun Singh Oberoi in the Company.

The Board of Directors of the Company ("the Board") at its Meeting held on 30th May 2019, on the recommendation of the Nomination & Remuneration Committee, have re-appointed Mr. Vikramjit Singh Oberoi as "Managing Director and Chief Executive Officer" and Mr. Arjun Singh Oberoi as Managing Director – Development for a period of 5 (five) years, effective 1st July 2019, subject to the approval of the Shareholders, on the following terms:

Mr. Vikramjit Singh Oberoi

1. Remuneration

(a) Salary

Mr. Vikramjit Singh Oberoi will receive a salary of Rs. 8,00,000 (Rupees eight lacs only) per month.

(b) Commission

Mr. Vikramjit Singh Oberoi will receive a commission @ 1.25 % on the Net Profits of the Company computed in the manner laid down under 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) Payment/Reimbursement of all medical expenses for self and family actually incurred, whether in India or abroad, and all other actual expenses for hospitalization, nursing home benefits, nursing, dental and optical treatment, for self and family whether through insurance policy or otherwise, including premium for medical insurance;
- (iii) Leave Travel Assistance, once a year, comprising of First Class Air fare or, at, his option, First Class Air Conditioned Railway fare for self and family to and from any destination in India and abroad plus all boarding, lodging and surface and/or water travel related expenses. While abroad, such boarding, lodging and surface and/or water travel expenses to be borne in foreign exchange subject to RBI regulations prevailing at the relevant time;
- (iv) Reimbursement of club fees including entrance fees,
- (v) Personal Accident Insurance;
- (vi) Car with chauffeur;
- (vii) Telephone, internet facility, servants, security etc. at residence;
- (viii) Entitlement of one month's leave with the above benefits as per Rules of the Company for every eleven months of his service;
- (ix) Company's Contribution to Provident Fund and Gratuity Funds, as applicable, as per rules of the Company.

2. 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;

3. Powers of Management: Mr. Vikramjit Singh 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. Vikramjit Singh Oberoi may terminate the appointment upon giving the Company six months notice in writing. The Company may likewise terminate the appointment upon giving Mr. Vikramjit Singh 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. Vikramjit Singh Oberoi are such as are customarily contained in appointments of a similar nature.

Mr. Arjun Singh Oberoi

1. Remuneration

(a) Salary

Mr. Arjun Singh Oberoi will receive a salary of Rs. 8,00,000 (Rupees eight lacs only) per month.

(b) Commission

Mr. Arjun Singh Oberoi will receive a commission @ 1.25% on the Net Profits of the Company computed in the manner laid down under 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) Payment/Reimbursement of all medical expenses for self and family actually incurred, whether in India or abroad, and all other actual expenses for hospitalization, nursing home benefits, nursing, dental and optical treatment, for self and family whether through insurance policy or otherwise, including premium for medical insurance;
- (iii) Leave Travel Assistance, once a year, comprising of First Class Air fare or, at his option, First Class Air Conditioned Railway fare for self and family to and from any destination in India and abroad plus all boarding, lodging and surface and/or water travel related expenses. While abroad, such boarding, lodging and surface and/or water travel expenses to be borne in foreign exchange subject to RBI regulations prevailing at the relevant time;
- (iv) Reimbursement of club fees including entrance fees,
- (v) Personal Accident Insurance;
- (vi) Car with chauffeur;
- (vii) Telephone, internet facility, servants, security etc. at residence;
- (viii) Entitlement of one month's leave with the above benefits as per Rules of the Company for every eleven months of his service;
- (ix) Company's Contribution to Provident Fund and Gratuity Funds, as applicable, as per rules of the Company.

2. **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;

3. **Powers of Management:** Mr. Arjun Singh 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. Arjun Singh Oberoi may terminate the appointment upon giving the Company six months notice in writing. The Company may likewise terminate the appointment upon giving Mr. Arjun Singh 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. Arjun Singh Oberoi are such as are customarily contained in appointments of a similar nature.

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. Mr. Vikramjit Singh Oberoi will not draw any remuneration from EIH Associated Hotels Ltd on his re-appointment, if any, in that Company.

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. Arjun Singh Oberoi will not draw any remuneration from Mashobra Resort Ltd on his re-appointment, if any, in that Company.

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

Item Nos. 3, 4 and 5

Mr. Lakshminarayan Ganesh (DIN: 00012583), Mr. Rajeev Gupta (DIN: 00241501) were appointed as Independent Directors on the Board of the Company on 6th August 2014 and Mr. Sudipto Sarkar (DIN: 00048279) was appointed as an Independent Director on 30th October 2014 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 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 of Mr. Lakshminarayan Ganesh and Mr. Rajeev Gupta expire on 5th August 2019 and that of Mr. Sudipto Sarkar on 29th October 2019, re-appointment of Mr. Lakshminarayan Ganesh and Mr. Rajeev Gupta for a second term of 5 (five) consecutive years from 6th August 2019 and re-appointment of Mr. Sudipto Sarkar for second term of 5 (five) consecutive years from 30th October 2019 would require approval of the Shareholders by way of a special resolution in accordance with sub-section (10) of Section 149 of the Act.

Brief resume and nature of expertise of the aforesaid Non-executive Independent Directors are given below:

Mr. Lakshminarayan Ganesh is an Associate Member of the Institute of Chartered Accountants of India and holds a Bachelor's degree in Commerce from Madras University and a Masters' degree in Business Administration from the Pennsylvania State University, United States. Presently, Mr. Ganesh serves as the Chairman of the Rane Group. Mr. Ganesh has over 40 years of experience in the automotive industry and has previously served as the President of the Automotive Component Manufacturers Association of India and also as the President of the Madras Management Association. Mr. Ganesh has also been the Chairman of the Confederation of Indian Industry, Southern Region and is currently the Honorary Consul for New Zealand in South India.

Mr. Rajeev Gupta is a 1980 batch B.Tech from IIT, Varanasi and 1982 batch MBA from Indian Institute of Management, Ahmedabad and has over 35 years of industry experience in Manufacturing, Investment Banking and Private Equity. Mr. Gupta worked as a Category Manager for industrial abrasives in St. Gobains abrasives business, CEO of Cosmo Ferrites Ltd, Head- M&A and Investment Banking and a Board Member of DSP Merrill Lynch. Mr. Gupta also worked as India Head of Carlyle Group as one of its 60 global partners. Presently, Mr. Gupta has an M&A boutique firm, Arpwood Capital which advises corporations and PE funds.

Mr. Sudipto Sarkar is a graduate in Mathematics from Presidency College, Calcutta and obtained his TRIPOS in law from Jesus College, Cambridge. Mr. Sarkar completed his post-graduation in law also from Jesus College, Cambridge and was called to the Bar from Gray's Inn, London. A noted lawyer and author of several authoritative legal text books, Mr. Sarkar, as a practicing Senior Advocate, specializes in the areas of Corporate Law and Intellectual Property Rights.

The Nomination and Remuneration Committee and the Board at its respective meetings held on 28th May 2019 and 30th May 2019, noted that the above Non-executive Independent Directors are highly renowned professionals drawn from diverse fields, who bring with them a wide range of skills and experience to the Board, which enhances the quality of the Board's functioning and its decision making process. The Company and the Board has immensely benefitted from their vast experience, knowledge and strategic insights on various matters relating to Company's business. Considering the enormous contributions of the Directors to the functioning and performance of the Company, the Board is of the unanimous view that it will be in the best interest of the Company to re-appoint them as Non-executive Independent Directors for a second term of 5 (five) consecutive years.