

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

17th June 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: NOTICE OF POSTAL BALLOT

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

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.	https://instavote.linkintime.co.in/
2	Username and Password for remote e-voting	Please refer instructions given in notice.
3	Cut-off date	Friday, 10 th June 2022
4	Time Period for remote e-voting and physical ballot	Start -Monday, 20 th June 2022 at 10:00 A.M End- Wednesday, 20 th July 2022 at 5:00 P.M.
5	Process for updating the e-mail id by shareholders	Physical mode – shareholders to write to the Company at the e-mail - isdho@oberoigroup.com or our RTA link Intime India Private Limited at - navin.chand@linkintime.co.in Demat mode - shareholders to contact the Depository Participant (DP)

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

6	Contact details for remote e-voting	Link Intime India Private Limited enotices@linkintime.co.in or Phone: 022 - 4918 6000
7	Company's Contact details	Investor Services Division(ISD) ElH Limited, 7 Sham Nath Marg, Delhi – 1100544 Email: isdho@oberoigroup.com Phone: 91-11-23890505

Thank you,

Yours faithfully
For **ElH 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 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 and other applicable provisions, if any of the Act (including any statutory modification or re-enactment thereof for the time being in force) and the 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) the Company proposes to pass the following resolution by way of postal ballot / remote e-voting:-

1. To appoint Mr. Prithvi Raj Singh Oberoi as Chairman Emeritus in the Company

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

“**RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 read with the Companies (Meeting of Board and its Power) Rules, 2014 as may be amended from time to time, the consent of the shareholders of the Company be and is hereby accorded to appoint Mr. Prithvi Raj Singh Oberoi as **CHAIRMAN EMERITUS** for life in the Company;

RESOLVED FURTHER THAT while holding the office as the Chairman Emeritus, Mr. Prithvi Raj Singh Oberoi will not draw salary from the Company, but he will be entitled for the benefits and perquisites commensurate with his position as **CHAIRMAN EMERITUS** and in particular the following:

- (a) Reimbursement of house maintenance expenses along with expenses on gas, electricity, water and furnishings for the accommodation, including maintenance and repairing thereof;
- (b) First class air fare for self and family to and from any destination in India and abroad plus all other travel related expenses;
- (c) Reimbursement of expenses for car with chauffeur, telephone, internet connection, household staff, security etc.;
- (d) Reimbursement of medical expenses for self and family members including premium for medical insurance;
- (e) Reimbursement of premium for personal accident insurance,
- (f) Other benefits and perquisites as are customary in appointments of a similar positions.

The value of the aforesaid benefits and perquisites will be calculated on actual.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, matters and things as may be required/ necessary to give effect to the above resolution.”

Registered Office
4 Mangoe Lane
Kolkata 700 001

By order of the Board
Lalit Kumar Sharma
Sr. Vice President & Company Secretary

4th June 2022

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 10th June 2022.
3. At the Board meeting held on 04th June, 2022, the Board has appointed Mr. Vishhal Arorah, Practicing Company Secretary, M/s Vishal Arora & Associates 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 appointed M/s Link Intime India Private Limited for facilitating remote e-voting.
5. The voting period begins at 10.00 AM on Monday, 20th June, 2022 and ends at 05.00 P.M. on Wednesday, 20th July, 2022. During this period, shareholders of the Company, holding shares either in physical form or in demateri-alized form, as on the cut-off date i.e. on 10th June 2022, may cast their vote electronically. The remote e-voting module shall be disabled for voting thereafter.

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

Remote e-Voting Instructions for shareholders post change in the Login mechanism for Individual shareholders holding securities in demat mode, pursuant to SEBI circular dated December 9, 2020:

Pursuant to SEBI circular dated 09th December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode can vote through their demat account maintained with Depositories and Depository Participants only post 09th June, 2021.

Shareholders are advised to update their mobile number and email Id in their demat accounts to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ul style="list-style-type: none">• 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: https://eservices.nsdl.com 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 redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting..• If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp• 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. 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 or joining virtual meeting & voting during the meeting.

<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ul style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their 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 https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi / Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL, KARVY, LINK INTIME, CDSL. Click on e-Voting service provider name to cast your vote. <p>If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<ul style="list-style-type: none"> You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once 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 or joining virtual meeting & voting during the meeting.
<p>Individual Shareholders holding securities in Physical mode & evoting service Provider is LINKINTIME.</p>	<ol style="list-style-type: none"> Open the internet browser and launch the URL: https://instavote.linkintime.co.in Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: - <ul style="list-style-type: none"> A. User ID: Shareholders/ members holding shares in physical form shall provide Event No + Folio Number registered with the Company. B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable. C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format) D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company. <ul style="list-style-type: none"> Shareholders/ members holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter). Click “confirm” (Your password is now generated). Click on ‘Login’ under ‘SHARE HOLDER’ tab. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’. After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon. E-voting page will appear. Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).

Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as ‘**Custodian / Mutual Fund / Corporate Body**’. They are also required to upload a scanned certified true copy of the board resolution / authority letter / power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘**Custodian / Mutual Fund / Corporate Body**’ login for the Scrutinizer to verify the same.

Individual Shareholders holding securities in Physical mode & evoting service Provider is LINKINTIME, have forgotten the password:

- Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'
- Enter User ID, select Mode and Enter Image Verification (CAPTCHA) Code and Click on 'Submit'.
- In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address.
- Shareholders/ members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.
- The password should contain minimum 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.

Individual Shareholders holding securities in demat mode with NSDL/ CDSL have forgotten the password:

- Shareholders/ members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.
 - It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
 - During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

Helpdesk for Individual Shareholders holding securities in demat mode:

In case shareholders/ members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below:

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43.

7. In case shareholders/ members holding securities in physical mode/ Institutional shareholders have any queries regarding e-voting, they may refer the **Frequently Asked Questions ('FAQs')** and **InstaVote e-Voting manual** available at <https://instavote.linkintime.co.in>, under Help section or send an email to enotices@linkintime.co.in or contact on: - Tel: 022 -4918 6000. In accordance with Rule 18 of the Companies (Management and Administration) Rules, 2014, this Notice is only 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 linkintime.
8. The scrutinizer will submit his report to the Company after completion of scrutiny of the votes.
9. The results of the postal ballot will be announced by the Company on Thursday 21st July 2022 by 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 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.
10. The ordinary resolution mentioned above shall be declared as passed on the date of the declaration of result if the number of votes cast in favour is more than the 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, Shamnath Marg, Delhi- 110054, phone: 011-23890505 email- isdho@oberoigroup.com.

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

Item No.1

Mr. Prithviraj Singh Oberoi ("Mr. Oberoi") is a well-known "Hotelier", has rich and varied experience in the Hotel Industry and guided the Company through diversification and growth to emerge it as one of the World's leading luxury Hotel Brand.

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

Oberoi was awarded the 'Padma Vibhushan', India's second highest civilian honour, in recognition of his exceptional service to the Country in 2008. In 2001, His Majesty King Mohammed VI of Morocco awarded Mr. Oberoi the 'Grand Officer' of the Alalaoui Wissam, which is one of the highest civilian awards in Morocco, in recognition of Mr. Oberoi's contribution to tourism in Morocco and to Indo-Moroccan relations. Mr. Oberoi was also conferred with a 'Lifetime Achievement Award' at the CNBC TV 18 India Business Leader Awards 2007 for building a world-class hotel chain that caters to both luxury and business travelers and for shaping the hospitality industry of India.

Mr. Oberoi received the 'Outstanding Business Leader' award from the Associated Chambers of Commerce and Industry and Society of Indian Law Firms in September 2008. In November 2008, Mr. Oberoi was conferred a 'Lifetime Achievement Award' at the Ernst & Young Entrepreneur of the Year awards for redefining design standards in luxury hotels. In September 2009, Mr. Oberoi received the Lifetime Achievement Award at the first Economic Times TAAI Travel Awards 2009. These awards were organised by The Economic Times in association with the Travel Agents Association of India (TAAI).

Mr. Oberoi was presented with the '2010 Corporate Hotelier of the World' award by HOTELS magazine in November 2010. This annual award is determined by votes cast by readers of the magazine in more than 150 countries. The cover story of the November edition of the magazine referred to Mr. Oberoi as 'the founder father of modern luxury hospitality in India' and credited him with growing the company 'into one of the world's most prestigious luxury hotel groups'. Mr. P.R.S. Oberoi received the Lifetime Achievement Award for his outstanding contribution to the Indian Hospitality Industry by Economic Times Awards for Corporate Excellence, 2012.

Mr. Oberoi was conferred the Lifetime Achievement Award at ILTM (International Luxury Travel Market) held in Cannes in December 2012. The award was bestowed on Mr. Oberoi as a global recognition of his exceptional leadership, vision and contribution to develop The Oberoi Group as one of the world's leading luxury hotel chains. The All India Management Association (AIMA) at a function held in New Delhi in February 2013 had conferred the Lifetime Achievement Award to Mr. Oberoi. In 2014, Mr. Oberoi was honoured with the prestigious Lifetime Achievement Award by Forbes India Leadership Awards, 2014. In 2015, Mr. Oberoi was voted amongst CNBCTV 18's Top 15 Indian Business ICON. In 2016, Mr. Oberoi was conferred with ET Bengal Visionary award by the Economic Times Bengal Corporate Awards, 2016.

Mr. Oberoi has relinquished his position of Executive Chairman of the Company w.e.f. 03rd May, 2022 after a long association with the Company.

Under Mr. Oberoi's leadership as Executive Chairman of the EIH Limited, the Company rapidly grew its reputation in the global hotel industry and became one of the most respected hotel operators in the world.

Keeping in view of Mr. Oberoi's vast experience as a renowned hotelier, his energetic entrepreneurship, long term vision and wise leadership as Executive Chairman of the Company, his advice and guidance would be essential and beneficial for the Board and the Management of the Company. The Board of Directors, has appointed Mr. Oberoi as Chairperson Emeritus for Life. While holding the position as the Chairman Emeritus in the Company, Mr. Oberoi will not hold the position of the Director in the Board of Directors of the Company, but would be a permanent invitee to all the Board meetings for his valuable counsel. While holding the position as the Chairman Emeritus for life in the Company, Mr. Oberoi will not draw a salary from the Company, but will only be entitled to the certain benefits and perquisites commensurate with the position of the Chairman Emeritus as given in the resolution, the value of benefits and perquisites may exceed Rs.2.50 Lakh per month.

In terms of Sec 188 of the Companies Act, 2013 read with Rules made thereunder, appointment to any office or place of profit in the Company at a monthly benefits exceeding Rs.2.50 lakhs is subject to prior approval of the members.

Mr. Prithvi Raj Singh Oberoi, being a relative of Mr. Vikramjit Singh Oberoi, Managing Director and CEO, is covered under the ambit of Related Party definition within the meaning of Section 2(76) the Companies Act, 2013 and the benefits and perquisites offered to Mr. Prithvi Raj Singh Oberoi are required to be considered for requisite approval of the Members of the Company as related party transaction under Section 188 of the Companies Act, 2013.

Information required to be disclosed pursuant to Rule 15 of the Companies (Meetings of the Boards and its Powers) Rules, 2014:-

a)	Name of the Related Party	Mr. Prithviraj Singh Oberoi
b)	Name of the Director or Key Managerial Personnel who is related, if any:	Mr. Vikramjit Singh Oberoi, Managing Director & CEO
c)	Nature of Relationship	Father and Son Mr. Vikramjit Singh Oberoi and Mr. Prithviraj Singh Oberoi are part of Promoters of M/s EIH Limited
d)	<p>Nature, material terms, monetary value of the contract or arrangement:- Nature of the Arrangement</p> <p>Mr. Prithviraj Singh Oberoi (“Mr. Oberoi”) has been appointed as “Chairperson Emeritus” for life in the Company. Keeping in view Mr. Oberoi’s vast experience as a renowned hotelier, his energetic entrepreneurship, long term vision and wise leadership as Executive Chairman of the Company, his advice and guidance would be essential and beneficial for the Board and the Management of the Company</p> <p>Entitlement of following benefits and perquisites to Mr. Oberoi in his individual capacity since holding position of Chairman Emeritus for life</p> <p>(a) Reimbursement of house maintenance expenses along with expenses on gas, electricity, water and furnishings for the accommodation, including maintenance and repairing thereof;</p> <p>(b) First class air fare for self and family to and from any destination in India and abroad plus all other travel related expenses;</p> <p>(c) Reimbursement of expenses for car with chauffeur, telephone, internet connection, household staff, security etc.;</p> <p>(d) Reimbursement of medical expenses for self and family members including premium for medical insurance;</p> <p>(e) Reimbursement of premium for personal accident insurance,</p> <p>(f) Other benefits and perquisites as are customary in appointments of a similar position.</p>	
e)	Any other information relevant or important for the members to take a decision on the proposed resolution	As required under the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, all persons belonging to promoters and persons acting in concert with promoters are termed as Related Parties and therefore, shall abstain from voting on the resolution.

The Resolution being in the interest of the Company, have been approved by the Audit Committee and Board and recommended to the members for their approval by means of an Ordinary Resolution.

Nature of Concern or Interest and other particulars

1. No Director and their relatives, Key Managerial Personnel and their relatives, other than Mr. Vikramjit Singh Oberoi, is concerned or interested in Resolution.
2. None of the Directors and the Key Managerial Personnel of the Company hold 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.
3. The Company has not made any default in the repayment of any of its debts (including public deposits) or debentures or interest payable thereon for a continuous period of thirty days in the preceding Financial Year.

Registered Office
4 Mangoe Lane
Kolkata 700 001

By order of the Board
Lalit Kumar Sharma
Sr. Vice President & Company Secretary

4th June 2022