

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 / E-MAIL: ISDHO@OBEROIGROUP.COM

31st May 2024

The National Stock Exchange of India Limited Exchange Plaza, 5 th Floor, Plot No. C/1, G Block Bandra Kurla Complex, Bandra (East) Mumbai - 400 051 Code: EIHOTEL	BSE Limited Corporate Relationship Department 1 st Floor, New Trading Ring, Rotunda Building, Phiroze Jeejeebhoy Towers, Dalal Street, Fort Mumbai- 400 001 Code: 500840
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SUB: NOTICE OF POSTAL BALLOT/ REMOTE E-VOTING

Dear Sir/Madam,

Disclosure is given pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), that the Company proposes to take the approval of shareholders by way of remote e-voting on the following businesses by way of special resolutions:

Sr. No.	Particulars
1.	Approval of re-appointment of Mr. Vikramjit Singh Oberoi (DIN: 00052014) as the “Managing Director and Chief Executive Officer”, with effect from 01 st July 2024
2.	Approval of appointment of Mr. Sanjay Bhatnagar (DIN: 00867848) as Non-Executive Independent Director of the Company for second term of five consecutive years with effect from 27 th August 2024

The postal ballot notice dated 28th May 2024 as dispatched to Shareholders is enclosed and copy of notice is also available on the website of the Company at <https://www.eihltd.com/investors/disclosure/>

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 resolution on the Link Intime e-voting platform.	https://www.evotingindia.com/
2	Username and Password for remote e-voting	Please refer instructions given in notice.
3	Cut-off date	Friday, 24 th May 2024

REGISTERED OFFICE: N-806-A, 8th Floor, Diamond Heritage Building, 16, Strand Road, Fairley Place, Kolkata, West Bengal- 700001

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 / E-MAIL: ISDHO@OBEROIGROUP.COM

4	Time period for remote e-voting	Start – Saturday, 01 st June 2024 at 10:00 A.M. End – Sunday, 30 th June 2024 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 delhi@linkintime.co.in or to the Company at isdho@oberoigroup.com Demat mode - Shareholders to contact the Depository Participant (DP)
6	Contact details for remote e-voting	Central Depository Services (India) Limited helpdesk.evoting@cdslindia.com toll free no. 1800 22 55 33
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

The above may please be taken on record.

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: N-806-A, 8th Floor, Diamond Heritage Building, 16,
Strand Road, Fairley Place, Kolkata – 700001, West Bengal

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 Member(s),

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, as amended from time to time (“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, and 09/2023 dated 25th September 2023 including any other circular issued in this regard (“Relevant Circulars”) and Regulation 44 and other applicable provisions of 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, rules, regulations, circulars and notifications, if any, the Company proposes to pass the following resolutions by way of postal ballot through remote e-voting:-

SPECIAL BUSINESSES:

- 1. To approve re-appointment of Mr. Vikramjit Singh Oberoi (DIN: 00052014) as the Managing Director and Chief Executive Officer, with effect from 01st July 2024**

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203, Schedule V and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules framed thereunder, Regulation 17(1C) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), (including any statutory modification(s) or re-enactment thereof for the time being in force), and the relevant provisions of the Articles of Association of the Company, based on the recommendation of the Nomination and Remuneration Committee and the Board, approval of the Members be and is hereby accorded for reappointment of Mr. Vikramjit Singh Oberoi (DIN: 00052014) as the Managing Director and Chief Executive Officer for a period of five years with effect from 01st July 2024 on the terms and conditions as mentioned below:

1. 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 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) Reimbursement of all medical expenses for self and family, including premium for medical insurance;
- (iii) Leave Travel Assistance once a year, comprising of First/Business 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.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits of the Company in any financial year, Mr. Vikramjit Singh Oberoi shall be entitled to aforesaid remuneration including perquisite, allowance etc. subject to the applicable provisions 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 Listing Regulations, 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 the Board of Directors be and is hereby authorised to do all acts and deeds and take all such steps as may be necessary, proper or expedient to give effect to this resolution

including execution of the Service Agreement with Mr. Vikramjit Singh Oberoi and authorized to amend the terms and conditions of the said re-appointment and remuneration in such manner as may be agreed to between the Board of Directors and Mr. Vikramjit Singh Oberoi”.

2. To approve appointment of Mr. Sanjay Bhatnagar (DIN: 00867848) as Non-Executive Independent Director of the Company for a second term of five consecutive years with effect from 27th August 2024

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules framed thereunder, Regulation 17(1C), 25(2A) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), (including any statutory modification(s) or re-enactment thereof for the time being in force), and who being eligible for appointment as an Independent Director has given his consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Act and the rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a Notice in writing from a member under Section 160(1) of the Act proposing his candidature for the office of Director and based on the recommendation of the Nomination and Remuneration Committee and the Board, approval of the Members be and is hereby accorded for appointment of Mr. Sanjay Bhatnagar (DIN: 00867848) as a Non-Executive Independent Director of the Company for second term of five consecutive years with effect from 27th August 2024, not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution”.

Registered Office:
N-806-A, 8th Floor, Diamond Heritage
Building, 16, Strand Road,
Fairley Place, Kolkata - 700 001,
West Bengal
Date: 28/05/2024

By order of the Board of Directors

Lalit Kumar Sharma
Sr. Vice President & Company Secretary

NOTES AND INSTRUCTIONS:

1. 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. 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 only.
3. The notice is being sent to all the Shareholders, whose names appears in 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, 24th May 2024 (“Cut-off date”) and copy of said notice is also available on the website of BSE, NSE, CDSL and website of the Company viz. www.bseindia.com, www.nseindia.com, www.evotingindia.com and

www.eihltd.com.

4. At the Board Meeting held on Tuesday, 28th May 2024, the Board has appointed Mr. Arun Kumar Gupta, Practicing Company Secretary, M/s Arun Gupta & Associates (ACS-21227, CP 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 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), read with circular of SEBI on e-voting facility provided by Listed Entities, dated 11th July 2023 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 (India) Limited (CDSL) for facilitating remote e-voting.
6. The voting period commences at 10:00 A.M on Saturday, 01st June 2024 and end at 05:00 P.M. on Sunday, 30th June 2024. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date may cast their vote electronically. The e-voting module shall be disabled for voting thereafter. Once the vote on the resolution 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 i.e. Friday, 24th May 2024.
8. The Scrutinizer shall submit his report to the Chairman of the Company or such person as authorised upon completion of the scrutiny of votes received through the e-voting platform. The Chairman or any person so authorised by him, shall announce the results of the Postal Ballot within timeline prescribed under the Law.
9. The special resolutions, if approved by the requisite majority, shall be deemed to have been passed on last date of e-voting i.e. Sunday, 30th June 2024 and as if the same had been passed at a General Meeting of the Members convened in that behalf.
10. The result of the Postal Ballot, along with the scrutinizer’s report, will be posted on the Company’s website www.eihltd.com and communicated to the stock exchanges where the Company’s shares are listed and will be hosted on the notice board at the Registered Office of the Company.
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, or can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.
12. All the relevant documents will be available for inspection through electronic mode, request for the same shall be send to isdho@oberoigroup.com.
13. In accordance with the MCA Circulars, the Company has made necessary arrangements for the Members to register their e-mail address.(i) Member who have not registered their email address are requested to register the same with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form, and (ii) Members holding shares in physical mode, who have not registered updated their e-mail address with the Company, are requested to register/update their e-mail address by submitting Form ISR-1 (available on the

website of the Company at www.eihltd.com) duly filled and signed along with requisite supporting documents to RTA viz. Link Intime India Pvt. Ltd., at Noble Heights, 1st Floor, Plot No. NH 2, LSC, C-1 Block, Near Savitri Market, Janakpuri, New Delhi-110058

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.

Pursuant to SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11th July, 2023, e-voting process has been enabled for all the individual demat account holders, by way of single login credential, through their demat accounts/ websites of Depositories/ DPs in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process.

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 CDSL Depository	<ol style="list-style-type: none"> 1. 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 https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting 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. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system

	<p>will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> 1) 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 re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) 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 3) 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.
<p>Individual Shareholders (holding securities in demat mode) login through their Depository</p>	<p>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</p>

Participants (DP)	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 CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
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

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

- (i) 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.
 - 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 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:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
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PAN	<p>Enter your 10 digits alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> 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.
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> 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.

- (ii) After entering these details appropriately, click on “SUBMIT” tab.
- (iii) 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 resolution 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.
- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolution contained in this Notice.
- (v) Click on the EVSN for the relevant <EIH Limited> on which you choose to vote.
- (vi) 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.
- (vii) Click on the “RESOLUTION FILE LINK” if you wish to view the entire Resolution details.
- (viii) 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.
- (ix) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

- (x) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xi) 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.
- (xii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xiii) **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 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.
 - 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 mandatory 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; arunes.gupta@gmail.com and isdho@oberoigroup.com respectively, 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 Form ISR-1 along with copy of the share certificate (front and back), PAN, AADHAR (self-attested scanned copy of Aadhar Card) to **Company/RTA.**

2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)

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 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 or call at toll free no. 1800 22 55 33

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

Item No. 1

Mr. Vikramjit Singh Oberoi (DIN: 00052014) was appointed as Managing Director and Chief Executive Officer of the Company for a period of five years with effect from 1st July 2019 with the approval of the Shareholders of the Company. His current term of appointment expires on 30th June 2024, by efflux of time.

Based on the recommendation of Nomination and Remuneration Committee and the Board of Directors of the Company (“the Board”) at their respective meetings held on 28th May 2024 and subject to the your approval, the Board has re-appointed, Mr. Vikramjit Singh Oberoi as Managing Director and Chief Executive Officer for a period of five years, with effect from 1st July 2024.

In compliance with the Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the annual remuneration of 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.

In accordance with the provisions of Section 196 of the Act and the Rules framed thereunder and Regulation 17 (1C) of the Listing Regulations, re-appointment of the Managing Director and Chief Executive Officer requires your approval by way of a special resolution.

Mr. Vikramjit Singh Oberoi confirmed that he shall adhere to the Company’s code of conduct and satisfies all the conditions set out in Part-I of Schedule V and Section 196(3) of the Act for his re-appointment. He has given his declaration that he is not disqualified from being reappointed as a Director in terms of Section 161(1) and 164 (2) of the Act.

Also, in compliance with the SEBI order dated 14th June 2018 to the Stock Exchanges and further BSE Circular No. LIST/COMP/14/2018-19 and NSE Circular No. NSE/CML/2018/24 both dated 20th June 2018, this is to confirm that Mr. Vikramjit Singh Oberoi (DIN: 00052014) has not been debarred from holding the office of director by virtue of any SEBI order or any other such authority.

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 and as mentioned in his Service Agreement. The services of Managing Director and CEO may be terminated upon serving a six months’ written notice by either party or compensation in lieu thereof subject to Section 202 of the Companies Act, 2013.

Remuneration will be paid as mentioned in the resolution and other terms of the appointment are such as customarily contained in appointments of a similar nature.

Brief resume and nature of expertise is given below:

Mr. Vikramjit Singh Oberoi holds a Bachelor’s degree in science from Pepperdine University, United States and has over 38 years of experience in the hospitality industry. He joined the Board of the Company as a Non-Executive Director on 15th December 1993 and, assumed the position of a Whole Time Director designated as the Deputy Managing Director effective from 1st July 2004. On 27th June 2007, he was re-designated as the Joint Managing Director of the Company. Subsequently on 29th November 2010, he was re-designated as the Chief Operating Officer and Joint Managing Director of

the Company. On 24th March 2015, he was re-designated as the Managing Director and Chief Executive Officer of the Company with effect from 1st April 2015. On 30th May 2019 he was reappointed as the Managing Director and Chief Executive Officer of the Company with effect from 1st July 2019. He is also on the Board of EIH Associated Hotels Limited and other group companies.

Keeping in view that Mr. Vikramjit 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, the Board of Directors are of the view that it would be in the interest of the Company to continue the services of Mr. Vikramjit Singh Oberoi in the Company. The remuneration payable to Mr. Vikramjit Singh Oberoi is commensurate with his expertise and experience.

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.

The Resolution No. 1 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 by way of a Special Resolution.

Item No. 2

Mr. Sanjay Bhatnagar (DIN: 00867848) was appointed as Non-Executive Independent Director of the Company for a period of five consecutive years with effect from 27th August 2019 with the approval of the Shareholders of the Company. His current term of appointment expires on 26th August 2024, by efflux of time. He is currently the Chairperson of Audit Committee and a member of the Nomination and Remuneration Committee.

Mr. Sanjay Bhatnagar confirmed meeting the criteria for independence as prescribed under Section 149(6) of the Act and the Listing Regulations. The Nomination and Remuneration Committee and Board at their respective meetings held on 28th May 2024 after taking into account the declaration and consent received from Mr. Bhatnagar and considering the substantial contributions made by him during his tenure as Director, formed an opinion that Mr. Bhatnagar confirms to the criteria of independence prescribed under the Act and SEBI Listing Regulations, is a person of integrity and possess relevant expertise, proficiency and experience to continue as Independent Director of the Company. Further the performance of Mr. Sanjay Bhatnagar was evaluated by the Nomination and Remuneration Committee and the Board based on various criteria, inter-alia, including attendance at the meetings and his advice, inputs and contribution therein, skills possessed, experience, knowledge acquired with regard to the Company's business, understanding of industry etc. Based on the recommendation of Nomination and Remuneration Committee, is of the view that continued association of Mr. Sanjay Bhatnagar as an Independent Director of the Company would be of immense benefit and value to the Company.

Based on the recommendation of Nomination and Remuneration Committee at its Meeting held on 28th May 2024, the Board of Directors, subject to your approval, has appointed Mr. Sanjay Bhatnagar (DIN: 00867848) as a Non-Executive Independent Director for a second term of five consecutive years w.e.f. 27th August 2024, and he shall not be liable to retire by rotation.

In accordance with the provisions of Section 149, 150, 152, Schedule IV of the Act and the Rules framed thereunder and Regulation 17(1C), 16(1) (b), 25(2A) and any other applicable provisions of the Listing

Regulations, an Independent Director shall be appointed for second term on the Board of the Company with the approval of Shareholders by way of a special resolution.

Brief resume and nature of expertise is given below:

Mr. Sanjay Bhatnagar is the founder of the THOT Capital Group which invests in media, technology ventures and energy infrastructure companies. He is also the co-founder, CTO & Board Member of Tango Media, a leading online media publisher established in 2001.

He has served as the President, Chief Executive Officer & Board Member of WaterHealth International (New York) where he helped create a scalable model for delivering safe water to large underserved populations in India and Africa. For his achievements, he was recognized as the Social Entrepreneur of the Year in 2019, by the World Economic Forum, Geneva.

He previously served as the Chairman and CEO, Enron South Asia, where his responsibilities included developing and financing large power plants, pipelines, LNG ships and regasification plants. Then, as the CEO of Enron Broadband Services for Asia and the Middle East, He developed and financed Internet Data Centers and optical fiber networks.

He started his career with Schlumberger, an oil field services company, as an engineer and manager in Singapore and worked in Brunei, Thailand, Philippines, Malaysia, Indonesia and France. His responsibilities included project development, marketing and operations management.

Education:

- MBA (Honors) from Harvard University in 1993
- Master's degree in Engineering from Stanford University in 1989
- Bachelor's degree in Mechanical Engineering with distinction from the Indian Institute of Technology in 1983.
- Data Science - Massachusetts Institute of Technology (MIT).
- Leadership for System Change program at the Harvard Kennedy School, 2021.

Positions:

- Founding Board Member US India Strategic Partnership Forum, Washington DC.
- Board member of the US India Innovation Forum, Washington DC.
- Independent Director, The Oberoi Hotel Group (India) and Metropolis Health Care Ltd (India)
- Senior Fellow, University of Southern California (USC), Los Angeles, CA.
- Board Director, Tango Media, New York.

Formerly:

- Member, US India CEO Forum, US Department of Commerce, Washington DC under the leadership of President Barack Obama and President Donald Trump.
- Vice Chairman, Kennedy Center, Washington DC.
- Member, Global Agenda Council on Water Security (2014-2018), World Economic Forum
- Director Emeritus, Board Member US India Business Council (USIBC), US Chamber of Commerce, Washington DC.
- Member Advisory Board, University of Alberta, Canada.
- President, American Chamber of Commerce in India, the apex body of over 300 American businesses in India.
- Global Leader of Tomorrow - 2001, World Economic Forum, Geneva.
- Board Director, AIESEC International.

- Chairman, Infrastructure Committee, Confederation of Indian Industry.
- Member, National Committee on E-Commerce, Confederation of Indian Industry.

Mr. Bhatnagar has given his declaration confirming that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act and a declaration to the effect that he is having valid registration with the Indian Institute of Corporate Affairs for inclusion of his name in the Data Bank as per the Rule 6 of the Companies (Appointment and Qualification of Directors) Rules 2014.

Also, in compliance with the SEBI Order dated 14th June 2018 to the Stock Exchanges and further BSE Circular No. LIST/COMP/14/2018-19 and NSE Circular No. NSE/CML/2018/24 both dated 20th June 2018, this is to confirm that Mr. Sanjay Bhatnagar (DIN: 00867848) has not been debarred from holding the office of director by virtue of any SEBI order or any other such authority. The Company has received declaration from Mr. Sanjay Bhatnagar stating that he meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations.

A copy of draft appointment letter of independent directors is available for inspection by the Members in physical or electronic form at the Registered Office of the Company between 10.00 a.m. to 12.00 Noon on all working days (except Saturdays, Sundays and Public Holidays), up to the last date of remote e-voting and is also available at the website of the Company www.eihltd.com.

The Resolution No. 2 being in the interest of the Company, has been approved by the Nomination and Remuneration Committee and the Board and recommended to the Shareholders for their approval as a Special Resolution.

Nature of Concern or Interest and other particulars

1. No Director, Key Managerial Personnel and their relatives, other than Mr. Vikramjit Singh Oberoi is concerned or interested in Resolution no. 1.
2. No Director, Key Managerial Personnel and their relatives, other than Mr. Sanjay Bhatnagar, is concerned or interested in Resolution nos. 2, proposing his appointment as Non-executive Independent Directors for a second term of five consecutive years.
4. 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.
5. The Resolution No. 1 and the explanatory statement on the said resolution may be treated as a written memorandum setting out the terms and conditions of re-appointment of Mr. Vikramjit Singh Oberoi under Section 190 of the Act.
6. In accordance with Regulation 36(3) of the Listing Regulations and Secretarial Standards-2, other particulars of Mr. Vikramjit Singh Oberoi and Mr. Sanjay Bhatnagar are given in the ***Annexure-I***.

Registered Office:
N-806-A, 8th Floor, Diamond Heritage
Building, 16, Strand Road,
Fairley Place, Kolkata - 700 001
West Bengal
Date: 28/05/2024

By order of the Board

Lalit Kumar Sharma
Sr. Vice President & Company Secretary

Details of the Directors seeking re-appointment

[Pursuant to Secretarial Standard on General Meetings (SS-2) and Regulation 36 of the Listing Regulations]

Name of the Director	Mr. Vikramjit Singh Oberoi	Mr. Sanjay Bhatnagar
DIN	00052014	00867848
Date of Birth (Age)	08/12/1963 (60)	29/08/1961 (62)
Date of first appointment on the Board	15/12/1993	27/08/2019
Qualifications	As per explanatory statement	As per explanatory statement
Experience in years	Over 38 years	Over 40 years
Brief Profile and nature of expertise	As per explanatory statement	As per explanatory statement
The skills and capabilities required for the role and the manner in which the proposed person meets such requirements	As per explanatory statement	As per explanatory statement
Terms and conditions of appointment / re-appointment along with details of remuneration to be paid	Re-appointment as Managing Director & Chief Executive Officer for a term of five years. He will be paid remuneration as mentioned in resolution.	Appointment as a Non -Executive Independent Director for a second term of five consecutive years, not liable to retire by rotation. He will not be paid any remuneration except sitting fee for attending Board and Committee Meetings.
Remuneration last drawn, if applicable	Rs. 11.64 Crores (inclusive of perquisites, commission and other benefits)	No remuneration except sitting fee
Shareholding in the Company	56,09,896	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None	None
No. of Board Meetings attended/held during Financial Year 2023-24	8 / 8	6 / 8
Directorships held in other Companies (excluding foreign Companies)	1. EIH Associated Hotels Limited 2. Mashobra Resort Limited	1. Metropolis Healthcare Limite 2. Bhatnagar Estate Private Limited

	<ol style="list-style-type: none"> 3. Oberoi Kerala Hotels and Resorts Limited 4. Mumtaz Hotels Limited 5. Oberoi Properties Private Limited 6. Oberoi Hotels Private Limited 7. Oberoi Plaza Private Limited 8. Bombay Plaza Private Limited 9. Oberoi Leasing and Finance Co Private Limited 10. Oberoi Investments Private Limited 11. Oberoi Buildings & Investments Private Limited 12. Oberoi Holdings Private Limited 13. Avis India Mobility Solutions Private Limited 	
Membership/Chairmanship of Committees in other Companies	<ol style="list-style-type: none"> 1. Mashobra Resort Limited- Corporate Social Responsibility Committee – Member 2. EIH Associated Hotels Limited <ol style="list-style-type: none"> a) Stakeholders’ Relationship Committee – Member b) Risk Management Committee – Member c) Corporate Social Responsibility Committee – Member d) Authorisation Committee – Member 3. Mumtaz Hotels Limited – Corporate Social Responsibility Committee – Chairperson 4. Oberoi Hotels Private Limited – Corporate Social Responsibility Committee – Member 	
Name of Listed Company from where they have resigned in last three years	None	None