

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

14th February 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,

Intimation is given pursuant to Regulation 30 of the 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 business by way of special resolution:

Sr. No.	Particulars
1.	Appointment of Mrs. Renu Sud Karnad (DIN: 00008064) as Non – Executive Independent Director

The postal ballot notice dated 06th February 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://evoting.cdslindia.com
2	Username and Password for remote e-voting	Please refer instructions given in notice.
3	Cut-off date	Friday, 09 th February 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 – Thursday, 15 th February 2024 at 10:00 A.M End – Friday, 15 th March 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 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

ElH 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 and regulations, circulars, if any, the Company proposes to pass the following resolution by way of postal ballot through remote e-voting:-

SPECIAL BUSINESS:

- 1. To approve appointment of Mrs. Renu Sud Karnad (DIN: 00008064) as Non – Executive Independent Director on the Board of the Company for a term of five (5) consecutive years with effect from 05th January 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, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules framed thereunder, Regulation 17(1A), 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), Articles of Association of the Company and based on the recommendation of Nomination and Remuneration Committee and the Board, notwithstanding that she will attain the age of 75 years during her tenure, approval of Members be and is hereby accorded for appointment of Mrs. Renu Sud Karnad (DIN: 00008064), who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16 (1) (b) of the Listing Regulations, in respect of whom the Company has received a

notice in writing under Section 160(1) of the Act proposing her candidature for the office of a Director, be and is hereby appointed as Non-executive Independent Director of the Company, not liable to be retire by rotation, for a period of 5 (five) consecutive years with effect from 5th January 2024.

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: 06/02/2024

By order of the Board of Directors

Lalit Kumar Sharma
Sr. Vice President & Company Secretary

NOTES AND INSTRUCTIONS:

1. An explanatory statement as required under Section 102 of the Companies Act, 2013, setting out the material facts and reasons in respect of the business 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, 9th February 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, 6th February 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 Limited (CDSL) for facilitating remote e-voting.
6. The voting period commences at 10:00 A.M on Thursday, 15th February 2024 and end at 05:00 P.M. on Friday, 15th March 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, 9th February 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 resolution, if approved by the requisite majority, shall be deemed to have been passed on last date of e-voting i.e. Friday, 15th March 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
<p>Individual Shareholders holding securities in Demat mode with CDSL Depository</p>	<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 evoting 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 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 evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<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.

	<p>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</p> <p>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>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</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 provider website for casting your vote during the remote e-Voting period.</p>

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.
PAN	Enter your 10 digits alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <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)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • 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; isdho@oberoigroup.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

1. For Physical shareholders- please provide 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

Based on the recommendation of Nomination and Remuneration Committee Mrs. Renu Sud Karnad (DIN: 00008064) was appointed as an Additional Director under the category of Non-Executive Independent Director by the Board of Directors with effect from 5th January 2024.

Mrs. Renu Sud Karnad (DIN: 00008064) is proposed to be appointed as Non-Executive Independent Director for a term of 5 (five) consecutive years w.e.f. 5th January 2024, and she shall not be liable to retire by rotation.

In accordance with the provisions of Sections 149, 150, 152, 160, 161, Schedule IV of the Act and the Rules framed thereunder and Regulation 25(2A), 17(1A) of the Listing Regulations, an Independent Director shall be appointed on the Board of the Company with the approval of Shareholders by way of a special resolution. In terms of Regulation 17(1A) of the Listing Regulations, the Company is required to obtain prior approval of members by passing a special resolution, if the Director will attain the age of seventy five years. Since she will attain age of seventy five years on 3rd September 2027 during the currency of her tenure as Independent Director, your approval by way of special resolution is sought.

Mrs. Renu Sud Karnad has given her consent in form DIR-2 to act as Director in terms of Section 152(5) of the Act and declaration in form DIR-8 that she is not disqualified from being appointed as a Director in terms of Section 161(1) and 164 (2) of the Act and a declaration to the effect she has registered herself with the Indian Institute of Corporate Affairs for inclusion of her 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 Mrs. Renu Sud Karnad (DIN: 00008064) 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 Mrs. Renu Sud Karnad stating that she meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations.

The Company has received a notice in writing by a member proposing her candidature under Section 160(1) of the Act.

In the opinion of the Board of Directors, Mrs. Renu Sud Karnad possess the identified core skills, expertise and competencies fundamental for effective functioning in her role as an Independent Director of the Company and her association would be of immense benefit to the Company. The Board was satisfied that the appointment is justified due to the following reasons:

- She has deep knowledge and expertise in business operations and risk management
- She has experience of serving on the boards of various public listed companies

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 p.m., 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.

Mrs. Renu Sud Karnad is interested in the resolution set out in the Notice with regard to her appointment. The relatives of Mrs. Renu Sud Karnad may be deemed to be interested in the aforesaid resolution to the extent of their shareholding, if any, in the Company.

Save and except the above, none of the other Directors and Key Managerial Personnel of the Company and their relatives, is in anyway concerned or interested, financially or otherwise, in the resolution set out in the Notice.

The Board recommends a special resolution as set out in Item no. 1 of this notice for the approval of members.

Brief resume and nature of expertise:

Mrs. Renu Sud Karnad (DIN 00008064) was Managing Director of Housing Development Finance Corporation Limited till 30th June 2023. From 1st July 2023, she is a non-executive Director on the Board of HDFC Bank Ltd.

Mrs. Renu Sud Karnad is the Chairperson of GlaxoSmithKline Pharmaceuticals Limited. She holds a Master's degree in Economics from the University of Delhi and a Bachelor's degree in Law from the University of Mumbai. She is a Parvin Fellow – Woodrow Wilson School of Public and International Affairs, Princeton University, USA. Mrs. Renu Sud Karnad has had to her credit, numerous awards, and accolades. Prominent among them being featured in list of '25 top non-banking women in finance' by U.S. Banker magazine, listed by Wall Street Journal Asia as among the 'Top Ten Powerful Women to Watch Out for in Asia'. "Outstanding, Woman Business Leader" by CNBC TV18, 25 Most Influential Women Professionals in India by India Today. Mrs. Renu Sud Karnad is currently the President of the International Union for Housing Finance (IUHF), an association of global housing finance firms.

In accordance with Regulation 36(3) of the Listing Regulations and Secretarial Standards-2, other particulars of Mrs. Renu Sud Karnad is given in the *Annexure I*.

Registered Office:
N-806-A, 8th Floor, Diamond Heritage
Building, 16, Strand Road,
Fairley Place, Kolkata - 700 001
Date: 06/02/2024

By order of the Board

Lalit Kumar Sharma
Sr. Vice President & Company Secretary

Annexure 1**Details of the Director seeking appointment / revision in remuneration
[Pursuant to Secretarial Standard on General Meetings (SS-2) and Regulation
36 of the Listing Regulations]**

Name of the Director	Mrs. Renu Sud Karnad
DIN	00008064
Date of Birth (Age)	03/09/1952 (71 years)
Date of first appointment on the Board	05/01/2024
Qualifications	As per explanatory statement
Experience in years	Over 45 Years
Brief Profile and nature of expertise	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
Terms and conditions of appointment / re-appointment along with details of remuneration to be paid	Appointment as a Non- Executive Independent Director for a term of five (5) consecutive years, not liable to retire by rotation. She will not be paid any remuneration except sitting fee for attending Board and Committee meetings.
Remuneration last drawn, if applicable	NIL
Shareholding in the Company	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None
No. of Board Meetings attended/held during Financial Year 2023-24	1/1
Directorships held in other Companies (excluding foreign Companies)	As per Annexure 2
Membership/Chairmanship of Committees in other Companies	As per Annexure 2
Name of Listed Company from where they have resigned in last three years	<ol style="list-style-type: none">1. Housing Development Finance Corporation Limited2. HDFC Life Insurance Company Limited3. ABB India Limited4. Unitech Limited

Annexure 2

Sr. No.	Names of the Companies /bodies corporate (including Foreign Companies)/ firms/ association of individuals	Nature of interest or concern/ Change in interest or concern
Listed Companies (entities which have its equity shares listed on any recognized stock exchange)		
1.	HDFC Asset Management Company Ltd.	Director
2.	GlaxoSmithKline Pharmaceuticals Ltd.	Chairperson
3.	HDFC Bank Ltd.	Director (Non-Executive)
Unlisted Public Limited Companies		
1.	HDFC ERGO General Insurance Company Ltd.	Director
2.	Bangalore International Airport Ltd.	Nominee Director
3.	HDFC Capital Advisors Ltd.	Additional Director (Non-Executive)

A. LIST OF COMMITTEES (AUDIT AND STAKEHOLDERS RELATIONSHIP COMMITTEE IN PUBLIC COMPANIES)

Sr. No.	Name of the Company	Nature of Committee	Member/Chairman
1.	Bangalore International Airport Ltd.	Audit Committee	Chairperson
2.	HDFC Asset Management Company Ltd.	Stakeholders Relationships Committee	Member
3.	GlaxoSmithKline Pharmaceuticals Ltd.	Audit Committee	Member
		Stakeholders Relationship	Chairperson
4.	HDFC Bank Ltd.	Stakeholders Relationship	Member
5.	HDFC ERGO General Insurance Co. Ltd.	Stakeholders Relationship cum Allotment Committee	Member

B. LIST OF OTHER COMMITTEES

Sr. No.	Name of the Company	Nature of Committee	Member/Chairperson
1.	HDFC Asset Management Co. Ltd.	Risk Management Committee	Member
2.	HDFC ERGO General Insurance Co. Ltd.	Nomination & Remuneration Committee	Member
		Corporate Social Responsibility Committee	Member
		Risk Management Committee	Member
3.	Bangalore International Airport Ltd.	Nomination & Remuneration Committee	Chairperson
		Corporate Social Responsibility Committee	Member
4.	GlaxoSmithKline Pharmaceuticals Ltd.	Nomination and Remuneration Committee	Member

		Risk Management Committee	Member
5.	HDFC Bank Ltd.	Risk Policy and Monitoring Policy Committee	Member
		Corporate Social Responsibility and ESG Committee	Member
6.	HDFC Capital Advisors Ltd.	Corporate Social Responsibility Committee	Member