



A member of *The Oberoi Group*

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NOTICE PURSUANT TO SECTION 192A(2) OF THE COMPANIES ACT, 1956

To the Members,

NOTICE is hereby given in accordance with Section 192A(2) of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, the Company proposes to pass the following draft Resolutions by postal ballot:-

1. To consider and, if thought fit, to pass, with or without modification(s) the following as a **Special Resolution** by means of Postal Ballot and e-voting:

"RESOLVED THAT pursuant to Sections 198, 269, 309 and 317 and other applicable provisions, if any of the Companies Act, 1956 ("Act") (including Schedule XIII of the Act), consent of the Company be and is hereby accorded for variation in the terms of appointment of Mr. P.R.S. Oberoi ("Mr. Oberoi") under the Service Agreement dated 8th September, 2012 ("the Agreement") as under:

- (a) Subject to the superintendence, control and direction of the Board of the Company, Mr. Oberoi, as Executive Chairman, will look after the development of future projects. Further, he will continue to advise and guide in the management of the business and affairs of the Company to the Vice Chairman and Chief Executive Officer and other Executive Directors of the Company, as and when required, and the Board and, for this purpose shall have the powers to do all such matters, deeds and things on behalf of the Company as may be or are usual, necessary, expedient so to do and are not under the Act or any other law or by any direction of the Board or by the Memorandum and Articles of Association of the Company expressly forbidden to be done by a Director in the whole time employment of the Company;
- (b) Commission @ 2% of the net profits of the Company in a financial year, as computed in the manner laid down under Section 309(5) of the Act;
- (c) All other terms of appointment as set out in the agreement shall remain unchanged.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, and things as it may deem expedient including execution of the Supplementary Agreement, in the interest of the Company."

2. To consider and, if thought fit, to pass, with or without modification(s) the following as an **Ordinary Resolution** by means of Postal Ballot and e-voting:

"RESOLVED THAT pursuant to Sections 198, 269, 309 and 317 and other applicable provisions, if any of the Companies Act, 1956 ("Act") (including Schedule XIII of the Act), consent of the Company be and is hereby accorded for variation in the terms of appointment of Mr. S.S. Mukherji ("Mr. Mukherji") under the Service Agreement dated 8th September, 2012 ("the Agreement") as under:

- (a) Mr. Mukherji is re-designated as Vice Chairman and Chief Executive Officer of the Company;
- (b) Subject to the superintendence, control and direction of the Board, Mr. Mukherji shall faithfully and diligently conduct the business and affairs of the Company and, for this purpose, shall have the powers to do all such matters, deeds and things on behalf of the Company as may be or are usual, necessary or expedient so to do and are not under the Act or any other law or by any direction of the Board or by the Memorandum and Articles of Association of the Company expressly forbidden to be done by a Director in the whole time employment of the Company;
- (c) The remuneration of Mr. Mukherji is revised as under:
 - i) Salary - Rs. 15,00,000 per month with effect from 1st February, 2013;
 - ii) Commission @ 2% of the net profits of the Company in a financial year, as computed in the manner laid down under Section 309(5) of the Act.

(d) All other terms of appointment as set out in the agreement shall remain unchanged.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, and things as it may deem expedient including execution of the Supplementary Agreement, in the interest of the Company."

By Order of the Board

Registered Office:
4, Mangoe Lane,
Kolkata- 700001
30th January, 2013

S.N. Sridhar
Vice President & Company Secretary

NOTES:

1. An explanatory statement as required under Section 173(2) of the Companies Act, 1956, in respect of the resolutions 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 1st February, 2013.
3. The Board of Directors has, at its meeting held on 30th January, 2013, appointed Mr. Salil Banerjee, Practising Company Secretary as the Scrutinizer for conducting the Postal Ballot voting process in accordance with the law and in a fair and transparent manner.
4. In compliance with the provisions of Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 and the Circular No. CIR/CFD/DIL/6/2012 dated 13th July, 2012 of Securities and Exchange Board of India (SEBI), the Company is also offering e-voting option to all the shareholders. For this purpose, the Company has signed an agreement with NSDL for facilitating e-voting and is pleased to offer e-voting facility as an alternate, to its shareholders to enable them to cast their votes electronically instead of exercising their votes by physical Postal Ballot forms.

The instructions for e-voting are as under:

(A) In case of shareholders receiving e-mail from NSDL:

- a. Open e-mail and open PDF file viz "EIH e-voting pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that this password is an initial password.
- b. Launch internet browser by typing the URL <https://www.evoting.nsdl.com>
- c. Click on "Shareholder-login"
- d. Put user ID and password as initial password noted in step (a) above. Click "Login"
- e. Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other persons and take utmost care to keep your password confidential.
- f. Home page of "e-voting" opens. Click on "e-voting": Active Voting Cycles.
- g. Select E Voting Event Number (EVEN) of EIH Limited.
- h. Now you are ready for "e-voting" as "Cast Vote" page opens.
- i. Cast your vote by selecting appropriate option and click on "submit" and also "Confirm" when prompted.
- j. Upon confirmation, the message "Vote cast successfully" will be displayed.
- k. Once you have voted on the resolution, you will not be allowed to modify your vote.
- l. Institutional shareholders and bodies corporate (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote to the Scrutinizer through E-mail salil.banerjee@gmail.com with a copy marked to evoting@nsdl.co.in.

(B) In case of shareholders receiving Postal Ballot Form by Post:

a. Initial password is provided below:

EVEN (E Voting Event Number)	USER ID	PASSWORD / PIN
100051	Your user ID has been printed on the Postal Ballot form / e-mail forwarding electronic notice	Your unique password has been printed on the Postal Ballot form / e-mail forwarding electronic notice.

b. Please follow all steps from Sl. No. (b) to Sl No. (l) above, to cast your vote.

(C) The e-voting period starts from 1st March, 2013 and ends at 6.00 p.m. on 30th March, 2013. The e-voting module will be disabled by NSDL for voting thereafter.

(D) If you are already registered with NSDL for e-voting you can use your existing user ID and password for casting your vote.

(E) In case of any queries, you may refer the "Frequently Asked Questions (FAQs)" for shareholders and e-voting user manual for Shareholders available at the "downloads" section of NSDL website at www.evoting.nsdl.com.

5. Shareholders who have registered their e-mail IDs for receipt of documents in electronic mode under the Green Initiative of MCA are sent Notice of Postal Ballot etc. by e-mail through NSDL and others are sent by post along with Postal Ballot Form. Shareholders have an option to vote either through e-voting or through Postal Ballot Form. Shareholders, who have opted for Green Initiative and who wish to vote through Postal Ballot Form can download Ballot Form from the link www.evoting.nsdl.com / www.eihltd.com or seek duplicate from the Company and fill in the details and send the same to the Scrutinizer.
6. The shareholders desiring to exercise their votes by physical postal ballot are requested to carefully read the instructions printed in the attached Postal Ballot Form. Such shareholders are requested to exercise their voting rights by using the attached Postal Ballot Form only. No other form or photocopy of the form is permitted. The Postal Ballot Form duly completed and signed should be returned in the enclosed self-addressed postage prepaid envelope to the Scrutinizer so as to reach the Scrutinizer before 6.00 p.m. on Saturday, 30th day March, 2013. Postal Ballot received after the said date and time will be treated as if reply from the shareholder has not been received.
7. The shareholders should opt for only one mode of voting, i.e. physical postal ballot or electronic voting.
8. If a member has voted in both physical as well as electronic mode, vote cast by way of physical Postal Ballot would be considered valid.
9. The Scrutinizer will submit his report to the Company after completion of scrutiny of the votes cast through Postal Ballot Forms and e-voting.
10. The results of the Postal Ballot will be announced by the Company on Monday, the 1st April, 2013 at 5.00 p.m. at the Registered Office of the Company at EIH Limited, 4, Mangoe Lane, Kolkata – 700 001 and will also be published in newspapers and communicated to the stock exchanges where the shares of the Company are listed. The result will also be put on the Company's website www.eihltd.com.
11. The Special Resolution mentioned above shall be declared as passed on the date of declaration of result if the number of votes cast in its favour is not less than three times the number of votes cast against the said Special Resolution.
12. The Board of Directors have appointed Mr. S.N. Sridhar, Vice President and Company Secretary as the person responsible for the entire postal ballot process.
13. All documents referred to in the Notice and accompanying Explanatory Statement shall be open for inspection at the Registered Office of the Company on all working days (except Saturday) between 11 A.M. to 1 P.M. up to the date of the closure of the Postal Ballot.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

At the Annual General Meeting of the Company held on 7th August, 2012, the shareholders had approved appointment of Mr. P.R.S. Oberoi, as Executive Chairman and Mr. S.S. Mukherji, as Vice Chairman of the Company for a period of 5 years with effect from 27th June, 2012. Salient features of the Terms of Appointment of Mr. P.R.S. Oberoi and Mr. S.S. Mukherji were specified in the Explanatory Statement to the Notice issued to the Shareholders. Subsequently, on 8th September, 2012, Service Agreements ("Agreement") containing detailed terms and conditions of appointment were executed with Mr. P.R.S. Oberoi ("Mr. Oberoi") and Mr. S.S. Mukherji ("Mr. Mukherji").

The Board of Directors ("the Board") at its Meeting held on 30th January, 2013 had approved, subject to the approval of the Shareholders, the variation in the terms of appointments of Mr. Oberoi and Mr. Mukherji as under:

- a) Mr. Oberoi's role and responsibility will be altered and consequently the commission payable to him from the current 2.5% to 2% of the Net Profits of the Company in a financial year, as computed in the manner laid down under Section 309(5) of the Companies Act, 1956. As Executive Chairman, Mr. Oberoi will look after the development of future projects of the Company and continue to advise and guide the Vice Chairman and Chief Executive Officer and other Executive Directors, as and when required. All other terms of appointment as set out in the Agreement of Mr. Oberoi shall remain unchanged.
- b) The overall management responsibility and authority is handed over to Mr. Mukherji. As such the designation of Mr. Mukherji has been changed from Vice Chairman to Vice Chairman and Chief Executive Officer of the Company and also corresponding changes in his role, responsibility and authority. In his new role, Mr. Mukherji will get a salary of Rs.15,00,000 per month w.e.f 1st February, 2013 and commission @ 2% of the net profits of the Company in a financial year, as computed in the manner laid down under Section 309(5) of the Companies Act, 1956. All other terms of appointment as set out in the Agreement of Mr. Mukherji shall remain unchanged.

No Director other than Mr. Oberoi and Mr. Vikram Oberoi are concerned or interested in the Resolution proposing variation in the terms of appointment of Mr. Oberoi.

No Director other than Mr. Mukherji are concerned or interested in the Resolution proposing the variation in the terms of appointment of Mr. Mukherji.

This Explanatory Statement and the proposed resolutions should be treated as an abstract of the variation in the terms of appointment of Mr. Oberoi and Mr. Mukherji, in accordance with the provisions of Section 302 of the Companies Act, 1956.

The Supplementary Agreement entered into with Mr. Oberoi and Mr. Mukherji will be available for inspection at the Registered Office of the Company between 11 A.M. and 1 P.M. on any working day (excluding Saturday) upto the date of closure of the Postal Ballot.

The Board recommends the Resolutions for your acceptance.

By Order of the Board

Registered Office:
4, Mangoe Lane,
Kolkata- 700001
30th January, 2013

S.N. Sridhar
Vice President & Company Secretary