

CALENDAR OF EVENTS

1	Date of Dispatch of Postal Ballot Notice to Shareholders whose name appear in the Register of Members/list of beneficial owners as received from NSDL/CDSL as on 6 th June,2014	26-06-2014
2	Date of completion of dispatch of notice along with Postal Ballot	26-06-2014
3	Date of appointment of scrutinizer	30-05-2014
4	Date on which consent given by the scrutinizer to act as scrutinizer	23-05-2014
5	Last date for receiving Postal Ballot papers by scrutinizer	30-07-2014
6.	Date of signing of the minutes book by the Chairman in which the results of ballot is recorded	31-07-2014
7.	Date of returning the Ballot papers, register required to be maintained by the scrutinizer under rule 5(e) of the Companies (passing of the resolutions by postal ballot) Rules, 2001 and other related papers to the Chairman by the Scrutinizer	31-07-2014
8.	Date of Board resolution authorizing one of the functional directors and the secretary to be responsible for the entire poll process	30-05-2014
9.	Date of handing over the ballot papers to the designated authority.	31-07-2014

EIH Limited


Secretary



A member of *The Oberoi Group*

Registered Office: 4, Mangoe Lane, Kolkata-700 001
Telephone : 91-2248 6751 Facsimile: 91-22-2248 6785
E-Mail:isdho@oberoigroup.com Website: www.eihltd.com
CIN: L55101WB1949PLC017981

NOTICE OF POSTAL BALLOT

To the Members,

NOTICE is hereby given in accordance with Section 110(1)(a) of the Companies Act, 2013 read with sub rule (16) of rule 22 of the Companies (Management and Administration) Rules, 2014, the Company proposes to pass the following Resolution by postal ballot for altering the object clause in the Memorandum of Association of the Company.

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

RESOLVED THAT pursuant to Section 13(1) and other applicable provisions, if any, of the Companies Act, 2013, the existing Clause (cc-10) in the Memorandum of Association of the Company be and is hereby altered and substituted by the following:

“(cc-10) To engage in the business of consultants, architects, scientific advisers, technical collaborations, designers, Contract and Project Management Consultancy and as Contractors in construction projects in India and abroad and to render all services to the Construction Industry such as project management, computer aided design, cost and time control systems, project finance services, procurement services and the various time control systems, and the various technologies and expertise relating to the Construction Industry, and to carry out in India or outside India contract and project management of complex projects in all fields such as hotels, housing, hospitals, office buildings, holiday resorts, amusement parks, various industrial projects, pipelines, transmission lines, water supply and sewage treatment plants, thermal energy and energy saving, pollution control and other projects by making the design and supervising the constructions process by integrating the various functions and activities on turnkey or any other basis as desired by the clients and also to buy and sell designs, plans specifications of the Construction Industry, buildings, works, plants, machinery, tools, appliances, apparatus and equipment to buy and sell the know-how of the process of manufacture, particularly in relation to building and construction industry and for water supply, waste management, urban maintenance, pollution control, thermal energy and energy saving and related business activities.”

RESOLVED FURTHER THAT for the purposes of giving effect to this Resolution, the Board of Directors of the Company be and is hereby authorised to do all such acts, matters, deeds and things as it may deem expedient in the interest of the Company.”

Registered Office:
4, Mangoe Lane,
Kolkata- 700001
30th May, 2014

By Order of the Board

S.N.Sridhar
Vice President & Company Secretary

NOTES AND INSTRUCTIONS:

1. An explanatory statement as required under Section 102 of the Companies Act, 2013, in respect of the business specified above is appended hereto.
2. The notice is being sent to all the shareholders, whose names appear on the Register of Members / list of beneficial owners as received from the National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as on 13th June, 2014.
3. The Board of Directors has, at its meeting held on 30th May, 2014, 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 110 of the Companies Act, 2013 read with sub-rule (15) of Rule 22 of the Companies (Management and Administration) Rules, 2014, 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 at "salil.banerjee@gmail.com" with a copy marked to evoting@nsdl.com

(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
100345	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 July, 2014 and ends on the close of 30th July, 2014. 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. In accordance with Rule 18 of the Companies (Management and Administration) Rules, 2014, this Notice is being sent to all those shareholders who have registered their e-mail ID's with the Company/ Depositories in electronic mode i.e by e-mail through National Securities Depository Ltd ("NSDL") and to others by post/ courier alongwith the Postal Ballot Form. Shareholders have an option to vote either through e-voting or through Postal Ballot Form. Shareholders who have not received the Postal Ballot Form can download the Ballot form from the link www.evoting.nsdl.com or www.eihltd.com or write to the Company for obtaining duplicate Postal Ballot Form.
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 the close of working hours on or before 30th July, 2014. The consent or otherwise received after the said date 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 the member has voted differently in both physical as well as electronic modes, 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 31st July, 2014 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 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. Arjun Oberoi, Chief Planning Officer and Joint Managing Director and Mr. S.N. Sridhar, Vice President and Company Secretary as the persons 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 102 of the Companies Act, 2013

To broadbase the Company's activity in case a need arises in the future, for taking on any business as a Contractor, it is proposed to include the said phrase in the existing object clause of the Memorandum of Association by substituting the existing clause (cc-10) with the altered clause as given in the proposed special resolution.

The Board recommends the Resolution to the shareholders for approval. None of the Directors of the Company, Key Managerial Personnel and their relatives if any, are concerned or interested in the said resolution.

By Order of the Board

Registered Office:
4, Mangoe Lane,
Kolkata- 700001
30th May, 2014

S.N. Sridhar
Vice President & Company Secretary



A member of *The Oberoi Group*

Registered Office: 4, Mangoe Lane, Kolkata-700 001
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POSTAL BALLOT FORM

No.

Registered Folio No.	DP ID	Client ID	No. of Shares held

Name and Address of the Sole/
First named Shareholder

Joint Holder's Name (if any)

I/We hereby exercise my/our vote in respect of the Resolution(s) to be passed through Postal Ballot for the businesses stated in the Notice of the Company dated 30th May, 2014 by sending my/our assent or dissent to the said resolution by placing a tick mark (v) in the appropriate box below:

Description	No.of Shares Held	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
Special Resolution pursuant to Section 13 (1) of the Companies Act, 2013 for altering the existing clause (cc-10) of the Memorandum of Association of the Company as specified in the Notice of Postal Ballot.			

Place: _____

Date _____

(Signature of the Shareholder)

ELECTRONIC VOTING PARTICULARS

EVEN (Electronic Voting Event Number)	USER ID	PASSWORD
100345		

INSTRUCTIONS

1. Pursuant to provisions of Section 110(1)(a) of the Companies Act, 2013 read with sub rule (16) of rule 22 of the Companies (Management and Administration) Rules, 2014, assent or dissent of the members in respect of the Resolution contained in the Postal Ballot Notice is being sought through Postal Ballot process.
2. A member desiring to exercise his/her vote by postal ballot, may send duly completed form in the enclosed self addressed postage pre-paid Business Reply Envelope. The envelope bears the name of Mr. Salil Banerjee, Practicing Company Secretary, appointed as the Scrutinizer by the Board of Directors of the Company and the address of the Company.
3. Postage on the Business Reply Envelope will be borne by the Company. However, envelopes containing Postal Ballot, if sent by courier or by Registered Post at the expense of the member will also be accepted. The Postal Ballot(s) may also be deposited personally.
4. The envelopes containing the Postal Ballot should reach the Scrutinizer not later than the close of business hours on Wednesday, the 30th day of July, 2014. A Postal Ballot Form received after this date and time will be strictly treated as if the reply from the member has not been received.
5. A Member has to convey his/her assent or dissent in the Postal Ballot only. Assent or dissent to the proposed resolution may be recorded by placing a tick mark (✓) in the appropriate column. Postal ballot form bearing (✓) mark on both the column will render the form invalid.
6. The Postal Ballot Form should be completed and signed by the Member. An unsigned Postal Ballot Form will be rejected.
7. In case of joint holding, the Postal Ballot Form should be completed and signed (as per the specimen signature registered with the Company / Depository) by the first named member and in the absence of such member, by the next named joint-holder. A Member may sign the Postal Ballot Form through an attorney; in such case certified true copy of the Power of Attorney should be attached to the Postal Ballot Form. There will be only one Postal Ballot Form for every folio irrespective of the number of joint Member(s).
8. In case of shares held by Companies, Trusts, Societies etc., a duly completed Postal Ballot Form should be signed by its authorized signatory. In such cases the duly completed Postal Ballot Form should also be accompanied by a certified copy of the Board Resolution/Authority together with the specimen signature(s) of the duly authorised signatory(ies).
9. A Member neither needs to use all his/her votes nor needs to cast all his/her votes in the same way.
10. An incomplete, unsigned, incorrectly completed, incorrectly ticked, defaced, torn, mutilated, over-written, wrongly signed Postal Ballot Form will be rejected. The Postal Ballot shall not be exercised by a proxy. The Scrutinizer's decision on the validity of Postal Ballot Form will be final.
11. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Member as on 13th June, 2014.
12. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later than the date and time specified in Point no. 4 above.
13. Members are requested not to send any other paper along with the Postal Ballot Form (except those authorised by the Company) in the enclosed self addressed postage prepaid envelope as all Postal Ballot(s) will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
14. The Resolution, if assented by requisite majority, shall be considered as passed on Thursday, the 31st day of July, 2014 (i.e. the date of Declaration of the Postal Ballot Result)
15. **E-VOTING: The Company is pleased to provide E-Voting facility as an alternate for all the Shareholders of the Company to enable them to cast their votes electronically instead of through physical Postal Ballot. E-Voting is optional. In case a member has voted through E-Voting facility, he does not need to send the physical Postal Ballot Form. In case a member cast his/her vote through E-Voting facility as well as sends his/her vote through physical Postal Ballot, the vote casted through physical Postal Ballot shall only be considered and the voting through E-Voting shall not be considered by the Scrutinizer. Members are requested to refer to the Postal Ballot Notice and Notes thereto, for detailed instructions with respect to electronic voting.**