

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Sixty-fourth Annual General Meeting of the Company will be held at 11.30 A.M. on Wednesday, 6th August, 2014, at The Oberoi Grand, 15, Jawaharlal Nehru Road, Kolkata 700 013 to transact the following business:

1. To adopt the Audited Accounts of the Company for the year ended 31st. March, 2014, together with the Directors' and Auditor's Reports.
2. To declare a Dividend.
3. To appoint a Director in place of Mr. Manoj Harjivandas Modi, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Auditors and to fix their remuneration.

AS SPECIAL BUSINESS

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013, and rules made thereunder, Mr. S.K. Dasgupta be and is hereby appointed as an “Independent Director” of the Company for a term of 5 (five) consecutive years, not liable to retire by rotation”.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013, and rules made thereunder, Mr. Anil Nehru be and is hereby appointed as an “Independent Director” of the Company for a term of 5 (five) consecutive years, not liable to retire by rotation”.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013, and rules made thereunder, Mr. L. Ganesh be and is hereby appointed as an “Independent Director” of the Company for a term of 5 (five) consecutive years, not liable to retire by rotation”.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013, and rules made thereunder, Mrs. Renu Sud Karnad be and is hereby appointed as an “Independent Director” of the Company for a term of 5 (five) consecutive years, not liable to retire by rotation”.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013, and rules made thereunder, Mr. Rajeev Gupta be and is hereby appointed as an “Independent Director” of the Company for a term of 5 (five) consecutive years, not liable to retire by rotation”.

Registered Office :
4 Mangoe Lane
Kolkata 700 001

30th May, 2014

By Order of the Board

S.N. Sridhar
Company Secretary

NOTES:

1. **A shareholder entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself. A proxy need not be a shareholder of the Company. The proxy form must be deposited in original with the Company at its Registered Office at 4, Mangoe Lane, Kolkata – 700 001 no later than 48 hours before the commencement of the meeting. No photocopy/scanned copy of a completed proxy form will be accepted.**
2. (a) The Register of shareholders of the Company will remain closed from 25th July 2014 to 6th August, 2014, both days inclusive;
(b) The Dividend, if declared, will be paid on 7th August, 2014 to those Shareholders whose names will appear in the Register of Shareholders as at close of business on 24th July, 2014.
3. As required under the provisions of Clause 49(IV)(G)(i) of the listing agreement, particulars relating to Mr. Manoj Harjivandas Modi, Director retiring by rotation, and whose re-appointment is being proposed at the forthcoming Annual General Meeting, is given in the Annexure to this Notice. Also, particulars of Independent Directors who are proposed to be appointed is also given in the Annexure. Company has received notice(s) in writing from shareholder(s) under Section 160 of the Companies Act, 2013 alongwith the requisite fee proposing the candidature for the appointment of aforesaid Independent Directors.
4. Pursuant to the provisions of Section 72 of the Companies Act, 2013, Shareholders holding shares in physical mode are requested to file a Nomination Form in respect of their shareholdings. Any shareholder wishing to avail of this facility may submit to the Investors Services Division (“ISD”) in the prescribed statutory form SH-13. For any assistance, shareholders should get in touch with the ISD.
5. Shareholders are requested to notify immediately any change in their addresses to the Company’s ISD.

6. A shareholder or his proxy will be required to produce at the entrance to the meeting hall, the attendance slip sent herewith duly completed and signed. Neither photocopies nor torn/mutilated attendance slips will be accepted. However, shareholders who have received the Annual Report on e-mail can download and print the attendance slip themselves. These should be completed, signed and handed over at the entrance to the meeting hall. The validity of the attendance slip will, however, be subject to the shareholder continuing to hold equity shares as on the date of the meeting.
7. Shareholders are advised to bring their own copy of the Annual Report along with them for the meeting. Extra copies of the Annual Report will not be available at the meeting.
8. Pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 the shareholders have been provided e-voting facility to exercise their right to vote at the General Meeting by electronic means. The Company is offering e-voting option to all the shareholders. For this purpose, the Company has signed an Agreement with National Securities Depository Limited (“NSDL”) for facilitating e-voting to enable shareholders to cast their votes for all the items of business in the notice electronically.
9. The Instructions for e-voting are as under:
 - (A) (1) 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 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. Enter user ID and password as initial password noted in step (a) above. Click “Login”
 - e. The password change menu appears. Change the password with a new password of your choice with minimum 8 digits/characters or combination thereof. Please make a note of your 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.

1. 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.co.in.
 - (2) In case of shareholders receiving physical copy of the Notice by post/ courier [shareholders whose e-mail ID's are not registered with the Company/ Depository Participant(s)] :
 - (i) User ID and password as provided in the attendance slip;
 - (ii) Please follow all steps from Sr No. (a) to (l) as mentioned in (1) above, to cast your vote.
 - (B) The e-voting period starts from 30th July, 2014 and ends on the close of 1st August, 2014. The e-voting module will be disabled by NSDL for voting thereafter.
 - (C) If you are already registered with NSDL for e-voting you can use your existing user ID and password for casting your vote.
 - (D) In case of any queries, you may refer to 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.
 - (E) The results of the voting on the resolutions will be announced by the Company either at the Annual General Meeting of the Company on Wednesday, 6th August, 2014 at the meeting venue or after the meeting (in case a poll is held at the meeting). The result 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.
10. The Ordinary resolutions mentioned above shall be declared as passed on the date of the declaration of result if the number of votes cast in favour is more than the votes cast against.
 11. The Board of Directors have appointed Mr. S.N.Sridhar, Vice President and Company Secretary as the person responsible for the entire e-voting process and Mr Salil Banerjee, Practicing Company Secretary as a scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
 12. The e-voting shall remain open for 3 days from 30th July, 2014 to 1st August, 2014. During e-voting period, the shareholders of the Company holding shares either in physical form or in demat form as on the record date may cast their vote electronically provided once the vote on the resolution (s) is cast by the shareholders, he will not be allowed to change it subsequently.
 13. In case of shareholders who are entitled to vote but have not been able to exercise their right to vote by electronic means, in the larger interest of the shareholders, the Chairperson of the Company may order a poll on his own motion or on demand at the Meeting in terms of Section 109 of the Companies Act, 2013 for all the businesses

specified in the Notice. For abundant clarity, in the event of poll, please note that the shareholders who have exercised their right to vote by electronic means shall not vote by way of poll at the Meeting. The voting rights of the shareholders shall be in proportion to their shares of the paid up equity share capital of the Company. The poll process shall be conducted and scrutinizer report thereon will be prepared in accordance with Section 109 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014.

14. All documents referred to in the Notice and the accompanying Explanatory Statement including the draft letter of appointment proposed to be issued to the “independent directors” 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 meeting

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ("THE ACT") RELATING TO SPECIAL BUSINESS:**Items No. 5, 6, 7, 8 and 9**

Mr. S.K. Dasgupta, Mr. Anil Nehru and Mr. L. Ganesh have been acting as Independent Directors on the Board of the Company since 30.10.2000, 23.11.2002 and 30.1.2008 respectively. Mrs. Renu Sud Karnad was appointed as an Independent Director at the Annual General Meeting held on 7th August, 2012. Mr. Rajeev Gupta was appointed as an Independent Director by the Board at the Board Meeting held on 1st November, 2012 in the casual vacancy caused due to the resignation of Mr. Robert Henry Burns. All the above Independent Directors were appointed pursuant to clause 49 of the listing agreement.

Sub-section (10) of Section 149 of the Act requires appointment of Independent Directors who shall hold office for a term of 5 (five) consecutive years on the Board of the Company and shall be eligible for reappointment on passing a special resolution by the Company. Sub-section (11) of the said section provides that no Independent Director shall hold office for more than 2 (two) consecutive terms.

In view of the above, the aforesaid Independent Directors who are already on the Board of the Company need to be appointed for a term of 5 consecutive years from the date of the Annual General Meeting i.e. 6th August, 2014. The Board at its Meeting held on 30th May, 2014 after obtaining declaration of independence from the aforesaid directors and after satisfying itself about the independence of the aforesaid directors in accordance with Section 149(6) of the Act and the listing agreement, recommended the appointment of the aforesaid directors as Independent Directors on the Board for a terms of 5 (five) consecutive years.

The brief resume and nature of expertise of the aforesaid independent directors are given below:

Mr. S.K.Dasgupta

Mr. Santosh Kumar Dasgupta is an Independent Director of the Company. He is a member of the Institute of Chartered Accountants of India. He has over 55 years of experience in accountancy and financial management. He has served as the President of the Institute of Chartered Accountants of India.(ICAI).

Mr. Anil Nehru

Mr. Anil Kumar Nehru is an Independent Director of the Company. He holds a Bachelor's degree in Science and a Master of Sciences degree in Chemical Engineering from the Massachusetts Institute of Technology, United States. Mr. Nehru had completed Executive Business Management courses from the Indian Institute of Management, Ahmedabad, Harvard University and Columbia University, United States of America. Mr. Nehru has over 25 years of experience in the chemical industry. Previously, he served as a whole time director of Pfizer Limited.

Mr. L. Ganesh

Mr. Lakshminarayan Ganesh is an Independent Director of the Company. Mr. Ganesh is an Associate Member of the Institute of Chartered Accountants of India. Mr. Ganesh holds a Bachelor's degree in Commerce from Madras University and a Masters' degree in Business Administration from the Pennsylvania State University, United States.

Presently, Mr. Ganesh serves as the Chairman of the Rane Group. Mr. Ganesh has over 32 years of experience in the automotive industry and has previously served as the President of the Automotive Component Manufacturers Association of India and also as the President of the Madras Management Association. Mr. Ganesh has also been the Chairman of the Confederation of Indian Industry, Southern Region and is currently the Honorary Consul for New Zealand in South India.

Mrs. Renu Sud Karnad

Mrs. Renu Sud Karnad is an Independent Director of the Company. A post graduate in Economics and a degree holder in Law and also a Parvin Fellow from Woodrow Wilson School of International Affairs, Princeton University, USA, she joined HDFC Limited in 1978. After spending over two decades in various positions, she was inducted onto its Board as an Executive Director in 2000. She was elevated to the post of Managing Director in January, 2010. Owing to her successful spell in the mortgage sector, Mrs. Karnad served as President of the International Union for Housing Finance (IUHF). She has also served as Director, Asian Real Estate Society. Over the years Mrs. Karnad has had to her credit numerous awards and accolades. She was part of India Today Power list, 2011 (25 MOST INFLUENTIAL WOMEN PROFESSIONAL IN INDIA). She has featured in the ET - Corporate Dossier list of India Inc's 'top 15 powerful women CEO' in 2010 and in Business Today magazine's list of 'Most Powerful Women in Indian Business' for five years - 2004, 2006, 2007, 2008 and 2009. She was also featured amongst the list of '25 top non-banking women in finance' by U.S. Banker magazine in 2008 and was chosen as the 'Best Woman Corporate Leader' by Business and Economic Magazine for the year 2007-08. She was felicitated at the 'Woman Achievers Award-2007' by the FICCI Ladies Organisation. In 2006, Wall Street Journal Asia adjudged her among the 'Top Ten Powerful Women To Watch Out For in Asia'.

Mr. Rajeev Gupta

Mr. Rajeev Gupta is an Independent Director on the Board of the Company. Mr Gupta, 54 is a 1980 batch B.Tech from IIT, Varanasi. He is a 1982 batch MBA from Indian Institute of Management, Ahmedabad. Mr. Gupta has over 28 years of industry experience in Manufacturing, Investment Banking and Private Equity. He worked as a Category Manager for industrial abrasives in St. Gobains abrasives business. He also worked as CEO of Cosmo Ferrites Ltd. He was Head- M&A and Investment Banking and a Board Member of DSP Merrill Lynch. He worked as India Head of Carlyle Group as one of its 60 global partners. Mr Gupta has set up a M&A boutique firm, Arpwood Capital in 2011 which advises corporations and PE funds.

Other Particulars of the aforesaid Directors as required under the provisions of Clause 49(IV)(G)(i) of the listing agreement are given in the Annexure to the Notice.

None of the Directors of the Company other than the aforesaid Independent Directors are concerned or interested in their respective resolution for appointment as Independent Director.

The Board recommends the appointment of the aforesaid Independent Directors for a term of 5 (five) consecutive years from the date of the Annual General Meeting.

ANNEXURE TO ANNUAL
GENERAL MEETING NOTICE

**INFORMATION ON DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT
AT THE FORTHCOMING ANNUAL GENERAL MEETING
(PURSUANT TO CLAUSE 49(IV)(G)(i) OF THE LISTING AGREEMENT)**

Name of Director	Date of Birth	Date of Original Appointment	Expertise in specific Functional areas	Qualifications	Directorships in other Public Limited Companies	Membership of Committees in other Public Limited Companies	Other Information	Remarks
Mr. Manoj Harjivandas Modi	03.07.1957	31.10.2011	Professional Consultant	Chemical Engineer	1. Reliance Retail Ventures Limited 2. Reliance Jio Infocom Limited	A. Reliance Retail Ventures Limited • Audit Committee B. Reliance Jio Infocom Limited • Audit Committee	• Non-executive Non Independent Director • Shares held – Nil	Retires by rotation at the forthcoming Annual General Meeting.
Mr. S. K. Dasgupta	07.09.1933	30.10.2000	Financial Management	F.C.A.	1. Bengal Sunny Rock Estates Housing Development Company Limited 2. French Motor Car Company Ltd. 3. Sulekha Works Ltd.	French Motor Car Company Ltd • Audit Committee	• Non-executive Independent Director • Shares held – Nil	-
Mr. Anil Nehru	02.05.1941	22.11.2002	General Management Former Wholetime Director, Pfizer Limited	M.S.(MIT,USA)	1. EIH Associated Hotels Limited 2. Ayurvvet Limited 3. Sanat Products Limited 4. Rane Holdings Limited	A. EIH Associated Hotels Limited • Audit Committee B. Ayurvvet Limited • Audit Committee C. Rane Holdings Limited • Investors Service Committee • Audit Committee	• Non-Executive Independent Director • Shares held-Nil	-

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Mr. L.Ganesh	18.03.1954	30.01.2008	General Management	B.Com., A.C.A., M.B.A.	<ol style="list-style-type: none"> 1. EIH Associated Hotels Limited 2. JMA Rane Marketing Limited 3. Kar Mobiles Limited 4. Rane Brake Lining Limited 5. Rane Engine Valve Limited 6. Rane Holdings Limited 7. Rane (Madras) Limited 8. Rane NSK Steering Systems Limited 9. Rane TRW Steering Systems Limited 10. SasMos HET Technologies Limited 	<p>A. EIH Associated Hotels Limited</p> <ul style="list-style-type: none"> • Audit Committee <p>B. Kar Mobiles Limited</p> <ul style="list-style-type: none"> • Investors Service Committee <p>C. Rane Brake Lining Limited</p> <ul style="list-style-type: none"> • Audit Committee • Investors Service Committee <p>D. Rane Engine Valve Limited</p> <ul style="list-style-type: none"> • Investors Service Committee <p>E. Rane Holdings Limited</p> <ul style="list-style-type: none"> • Audit Committee • Investors Service Committee <p>F. Rane NSK Steering Systems Limited</p> <ul style="list-style-type: none"> • Audit Committee <p>G. Rane TRW Steering Systems Limited</p> <ul style="list-style-type: none"> • Audit Committee 	<ul style="list-style-type: none"> • Non-executive Independent Director • Shares held – Nil 	
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Mrs. Renu Sud Karnad	03.09.1952	31.10.2011	Corporate Finance, Present Managing Director of HDFC Limited	M.A. (Econ.,) LL.B. Parvin Fellow, USA.	<ol style="list-style-type: none"> 1. Bosch Limited 2. Credit Information Bureau (India) Ltd. 3. Gruh Finance Ltd. 4. Housing Development Finance Corporation Ltd. 5. HDFC Bank Ltd. 6. HDFC Asset Management Co. Ltd. 7. HDFC Ergo General Insurance Co. Ltd. 8. HDFC Property Ventures Ltd. 9. HDFC Standard Life Insurance Co. Ltd. 10. Akzo Nobel India Ltd. 11. Indraprastha Medical Corporation Ltd. 12. ABB Ltd. 	<ol style="list-style-type: none"> A. Bosch Limited <ul style="list-style-type: none"> • Audit Committee • Investor Grievance Committee B. Credit Information Bureau (India) Ltd. <ul style="list-style-type: none"> • Audit Committee C. HDFC Ergo General Insurance Co. Ltd. <ul style="list-style-type: none"> • Audit Committee D. Akzo Nobel India Ltd. <ul style="list-style-type: none"> • Audit Committee 	<ul style="list-style-type: none"> • Non-Executive Independent Director • Shares held - Nil 	-
Mr. Rajeev Gupta	19.03.1958	01.11.2012	Manufacturing, Investment Banking and Private Equity	B.Tech, MBA	<ol style="list-style-type: none"> 1. Cosmo Films Ltd. 2. Vardhaman Special Steel Ltd. 3. Dalmia Cement (Bharat) Ltd. 4. TVS Capital Funds Ltd. 5. VIP Industries Ltd. 	<ol style="list-style-type: none"> A. Cosmo Films Ltd. <ul style="list-style-type: none"> • Audit Committee B. Vardhaman Special Steel Ltd. <ul style="list-style-type: none"> • Audit Committee 	<ul style="list-style-type: none"> • Non-Executive Independent Director • Shares held- Nil 	-