



Registered Office: 4, Mangoe Lane, Kolkata – 700001
Telephone: 91-33-4000 2200 Facsimile: 91-33-22486785
e-mail: invcom@oberoigroup.com
CIN: L55101WB1949PLC017981
Website: www.eihltd.com

August 5, 2014

BSE Limited
Corporate Relationship Dept.
1st Floor, New Trading Ring
Rotunda Building
Phiroze Jeejebhoy Towers
Dalal Street, Fort
Mumbai – 400001.

National Stock Exchange of India Limited
Exchange Plaza, 5th Floor
Plot No. C/1, G Block
Bandra Kurla Complex
Bandra (E)
Mumbai – 400051.

The Calcutta Stock Exchange Limited
7, Lyons Range
Kolkata – 700001.

Dear Sirs,

Re: Minutes for Announcement of the Postal Ballot on 31st July, 2014

We submit herewith the Minutes for Announcement of the Postal Ballot on 31st July, 2014 at the Registered Office of the Company at 4, Mangoe Lane, Kolkata – 700001 for your information and record.

Thank you

Yours faithfully
EIH Limited

Secretary
Encl: as above

EIH Limited**Minutes of the Announcement of Result of the Postal Ballot on 31st July, 2014 at the Registered Office of the Company at 4, Mangoe Lane, Kolkata-700001.**

It is hereby recorded as follows:

1. At the Board Meeting held on 30th May, 2014, the Board had approved Postal Ballot Notice to be sent to the shareholders of the Company for passing a Resolution by Postal Ballot in respect of alteration of existing object clause (cc-10) of the Memorandum of Association of the Company by a Special Resolution.
2. At the same meeting, the Board had appointed Mr. Salil Banerjee, Practising Company Secretary as the Scrutinizer for conducting the Postal Ballot voting/e-voting process in accordance with law and in a fair and transparent manner.
3. In compliance with the 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 and the Circular No. CIR/CFD/DIL/6/2012 dated 13th July, 2012 of the Securities and Exchange Board of India (SEBI), the Company had offered e-voting to all its shareholders/ beneficial holders of shares in the depositories to enable them to cast their votes electronically instead of exercising their votes by physical postal ballot forms.
4. The Postal Ballot Notice along with the Ballot Paper and self-addressed postage prepaid envelopes were sent by Courier to all those Shareholders whose email ids were not registered with the Company/ Depositories and by electronic mode by National Securities Depository Limited (NSDL) to all those shareholders who have registered their email ids with the Company/Depositories. The Record Date for determining the Shareholders /List of beneficial owners who were entitled to be sent postal ballot notice was fixed as 13th June, 2014.
5. By newspaper advertisement published in The Times of India, Kolkata Edition (English) and Ei Somoy (Bengali) on 30th June, 2014, the Shareholders were informed about the completion of dispatch of Postal Ballot Forms and appointment of Mr. Salil Banerjee, Practising Company Secretary as Scrutinizer. Further, the shareholders were intimated the period upto which voting can be done, i. e. from 1st July, 2014 to 30th July, 2014 before 6.00 p.m. Postal Ballots received after the said date and time will be treated as if the reply from the Shareholder had not been received.

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6. Postal Ballot Notice referred to above contained the following:
 - i) The draft special resolution;
 - ii) Postal ballot form having instructions printed at the back;
 - iii) Postage prepaid envelope addressed to the Scrutinizer.

7. Completed Postal Ballot Forms in sealed envelope addressed to Scrutinizer received by Post from the Shareholders were handed over to Mr. Salil Banerjee from time to time for scrutiny, tabulation and for announcement of results. NSDL had also given to Mr. Salil Banerjee, Scrutinizer login id and Password to see the votes cast by the shareholders by electronic mode.

8. At 5.00 p.m on Thursday, 31st July, 2014, the Scrutinizer announced at the Registered Office of the Company that as per item 10 of the Notes to the Postal ballot Notice, Postal Ballots received after the above date and time will be treated as if reply from the shareholder has not been received. He then referred to relevant part of item 6 of the Notes which set out the following:

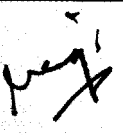
“The Postal Ballot Form duly completed and signed should be returned in the enclosed self addressed postage prepaid envelope to the Scrutinizer so as to reach the Scrutinizer before the close of working hours on or before 30th July, 2014. The consent or otherwise received after the said date will be treated as if reply from the member has not been received”.

9. In compliance with the above, the Scrutinizer attended the Registered office of the Company on 31st July, 2014 and at 5.00 p.m announced the completion of scrutiny, tabulation of all Postal Ballots, physical as well as electronic mode.

10. The result of the Postal Ballot as declared by Mr. Banerjee, Scrutinizer are summarized as follows:

a) Number of Shareholders opted for e- voting for Resolution	-	381
Number of shares for which e- votes cast in favour	-	30,88,21,755
Number of shares for which e-votes cast against	-	97,927

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- b) In the physical mode of voting, response was received from 691 shareholders. Out of the 691 forms received, 64 forms were rejected, being invalid.
- c) Taking into consideration both the modes of voting as above, final result of the poll, as submitted by the Scrutinizer, is as follows:

	<u>Number of shares</u>	<u>Percentage</u>
Votes cast in favour	35,04,42,922	99.97
Votes cast against	1,18,580	0.03

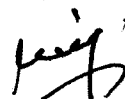
- 11. Mr. Salil Banerjee then declared that the Resolution has been passed by requisite majority:

As a Special Resolution

"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

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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."

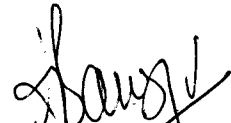
RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the Company be and is hereby authorised to do all such acts, matters, deeds and things as it may deem expedient in the interest of the Company."

Upon so declaring, Mr. Salil Banerjee handed over a signed copy of his report to the Company Secretary to be put up on the Company's Notice Board/website, to be published in the Press and for sending to the Stock Exchanges. A copy of Mr. Banerjee's Report, certified by the Company Secretary, is attached to this Minute.

12. Based on the above declaration of the Scrutinizer, Mr. S.N. Sridhar, Company Secretary, confirmed that the Special Resolution set out in the Notice dated 30th May, 2014, had been duly passed on 31st July, 2014.



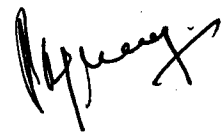
S. N. SRIDHAR
COMPANY SECRETARY



SALIL BANERJEE
SCRUTINIZER

Place: Kolkata

Dated 4th August, 2014



P. R. S. OBEROI
CHAIRPERSON