

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Thirty-third Annual General Meeting of the Company will be held at 3.30 P.M. on Friday, 5th August, 2016, at Trident Chennai, 1/24 G.S.T. Road, Meenambakkam, Chennai- 600 027, to transact the following business:

As Ordinary Business:

1. To adopt the Audited Financial Statement for the Financial Year ended 31st March, 2016, together with the Directors' and Auditor's Reports thereon.
2. To declare a Final Dividend.
3. To appoint a Director in place of Mr. P.R.S. Oberoi (DIN 0051894), 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. **Regularise appointment of Mr. Akshay Raheja who was appointed in casual vacancy**

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 Section 152, 161 and other applicable provisions of the Companies Act, 2013 and rules thereunder, including any statutory modification(s) or re-enactment thereof for the time being in force, Mr. Akshay Raheja (DIN 00288397) who was appointed as Director with effect from 28th May, 2015 in the casual vacancy in place of Mr. Rajan Raheja, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a shareholder proposing his candidature for the office of director of the Company be and is hereby appointed as a Director of the Company being liable to retire by rotation;

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary, be and are hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this Resolution.

Registered Office :
1/24 G.S.T Road
Meenambakkam.
Chennai- 600 027

24th May, 2016

By Order of the Board

Indrani Ray
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 1/24, G.S.T. Road, Meenambakkam, Chennai-600 027 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 Wednesday, 27th July, 2016 to Friday, 29th July, 2016, both days inclusive, for the purpose of Annual General Meeting;
(b) The Final Dividend, if declared, will be paid on 6th August, 2016, to those shareholders whose names will appear in the Register of Shareholders as at the close of business on Tuesday, 26th July, 2016.
3. As required under the Regulation 36(3) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) particulars relating to Mr. P.R.S. Oberoi, 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 given in the Annexure are the particulars of Mr. Akshay Raheja who is to be appointed as a regular Director at the forthcoming Annual General Meeting.
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 shareholding. Any shareholder wishing to avail of this facility may submit to the Company’s Share Transfer Agent, EIH Limited, Investors Services Division (“ISD”), 7 Sham Nath Marg, New Delhi - 110 054, 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 Share Transfer Agent, EIH Limited, Investors Services Division (“ISD”), 7 Sham Nath Marg, New Delhi - 110 054.
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. Corporate members intending to send their authorized representative to attend the meeting are requested to send to the Company, a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.

8. 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.
9. Shareholders who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, circulars etc, from the Company electronically.
10.
 - i) Pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the Company is providing to the shareholders, the remote e-voting facility at the 33rd Annual General Meeting. The Company is offering remote e-voting option to all the shareholders. For this purpose, the Company has signed an agreement with National Securities Depository Limited (“NSDL”).
 - ii) The facility of ballot paper voting shall be made available at the meeting and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting. For abundant clarity, in the event of a 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 in the paid up equity share capital of the Company as on the cut off date. The poll process shall be conducted and the consolidated scrutinizer report thereon will be prepared in accordance with the provisions of Section 109 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Listing Regulations.
11. The members who have cast their vote electronically prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
12. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the member/beneficial owner (in case of electronic shareholding) as on the cutoff date *i.e.* Friday, 29th July, 2016. A person, whose name is recorded in the Register of Member or in the Register of Beneficial Owner maintained by depositories as on the cutoff date *i.e.* Friday, 29th July, 2016 shall be entitled to avail the facilities of remote e-voting/ballot voting.
13. The remote e-voting period shall commence at 9.00 a.m. on Tuesday, the 2nd August, 2016 and will end at 5.00 p.m. on Thursday, 4th August, 2016. The remote e-voting module shall be disabled by NSDL at 5.00 p.m. on Thursday, 4th August, 2016. 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.
14. Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of the Notice and holding shares as on the cut-off date *i.e.* Friday, 29th July, 2016, may obtain the login ID and password by sending an email to isdho@oberoigroup.com; evoting@nsdl.co.in or asimsecy@gmail.com (‘the Scrutinizer’) by mentioning their folio No./DP ID and

Client ID. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using "Forget User Details/ Password" option available on www.evoting.nsdl.com.

15. Process and Manner for Shareholders opting for remote e-voting is as under:-

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

- (i) Any member whose shares are in demat form and whose email address is registered with the Company/Depository Participant(s) will receive an e-mail from NSDL. Open e-mail and open PDF file viz. "**remote e-voting.pdf**" which contains your user ID & password for remote e-voting. The file can be opened with your Client ID or Folio No. as password. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the following **URL: <https://www.evoting.nsdl.com>**.
- (iii) Click on Shareholder – Login.
- (iv) Put user ID and Password as initial password noted in step (i) above. "**Click Login**".
- (v) Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of e-voting opens. Click on e-voting: active voting cycles.
- (vii) Select EVEN (Electronic voting event number) of EIH Associated Hotels Limited.
- (viii) Now you are ready for remote e-voting as cast vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "**Submit**" and also "**Confirm**" when prompted.
- (x) Corporate shareholders/institutional shareholders (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: asimsecy@gmail.com with a copy marked to evoting@nsdl.co.in.

(B) In case of Shareholders receiving Notice by Post:

- (i) Initial password is provided at the bottom of the attendance slip.
- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (x) as mentioned in (A) above, to cast vote.

(C) If you are already registered with NSDL for e-voting then you can use your existing User ID and Password for casting your vote.

(D) In case of any query, you may refer the frequently asked questions (FAQs) for shareholders and e-voting user manual for shareholders, available at 'Downloads' section of www.evoting.nsdl.com. You can also contact NSDL via email at evoting@nsdl.co.in or call on toll free no: 1800-222-990

For any other query regarding remote e-voting, you can contact the Company at 011-2389 0575 or email at isdho@oberoigroup.com.

16. 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.
17. The Board of Directors have appointed Ms. Indrani Ray, Company Secretary as the person responsible for the entire process of voting i.e. remote e-voting and voting at the AGM. Dr. Asim Kumar Chattopadhyay, Practicing Company Secretary, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
18. The scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company, and submit the consolidated scrutinizer's report of the votes cast in favor or against, if any, to the Chairman of the Meeting within 48 hours of conclusion of the meeting. The results along with the scrutinizer's report shall be placed on the website of the Company at www.eihassociatedhotels.in, NSDL at www.evoting.nsdl.com and Stock Exchanges at www.bseindia.com and www.nseindia.com.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ("THE ACT") RELATING TO SPECIAL BUSINESS:

Item No. 5

The Board appointed Mr. Akshay Raheja as a Director with effect from 28th May, 2015 in the causal vacancy caused due to the resignation of Mr. Rajan Raheja. Mr. Rajan Raheja would have retired by rotation at the forthcoming Thirty-third Annual General Meeting, if he had not vacated his office. Mr. Akshay Raheja is proposed to be appointed as a regular Director by the Shareholders at the Thirty-third Annual General Meeting.

Mr. Rajan Raheja is a relative of Mr. Akshay Raheja and is a Promoter, holding 46,666 (0.15%) shares in the Company. Apart from him, no Director or Key Managerial Personnel, is concerned or interested in the Resolution.

Particulars relating to Mr. Akshay Raheja, as required to be disclosed as per Regulation 36(3) of the Listing Regulations, are appended as an Annexure to this Notice.

No Director or key managerial personnel, is concerned or interested in the Resolution.

The Board recommends the Resolution for the approval of the Members.

Registered Office :
1/24 G.S.T Road
Meenambakkam.
Chennai-600 027

24th May, 2016

By Order of the Board

Indrani Ray
Company Secretary

**INFORMATION ON DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT
AT THE FORTHCOMING ANNUAL GENERAL MEETING**
(PURSUANT TO 36(3) OF THE LISTING REGULATIONS)

| Name of Director | Date of Birth (Age) | Date of Appointment | Expertise in specific Functional areas | Qualifications | Directorships in other Indian public limited companies | Committee Membership in other Indian public limited companies | Other Information | Remarks |
|-------------------|---------------------|---------------------|--|---|---|---|--|---|
| Mr. P.R.S.Oberoi | 03.02.1929 | 07.10.1988 | Hospitality Industry | Graduate in Hotel Management (Lusanne, Switzerland) | <ol style="list-style-type: none"> EIH Limited Mercury Travels Limited Mumtaz Hotels Limited Mercury Himalayan Explorations Limited Oberoi Kerala Hotels and Resorts Limited | Stakeholders Relationship Committee, EIH Limited | <p>Designation: Chairman</p> <p>Relationship: Father of Mr. Vikram Oberoi, Managing Director</p> <p>Shares held: 50820</p> <p>Attendance: Board Meetings held during 2015-16 : 6</p> <p>Attended: 5</p> | Retires by rotation at the forthcoming Annual General Meeting. |
| Mr. Akshay Raheja | 25.05.1982 | 28.05.2015 | General Management | B.Com., MBA, Columbia Business School, New York | <ol style="list-style-type: none"> Hathway Cable & Datacom Limited Raheja QBE General Insurance Co. Limited | Audit Committee, Raheja QBE General Insurance Co. Limited | <p>Designation: Director</p> <p>Relationship: Son of Mr. Rajan B Raheja, former Director</p> <p>Shares held: Nil</p> <p>Attendance: Board Meetings held during 2015-16 : 6</p> <p>Attended: 5 (3 out of which attended by video-conferencing)</p> | To be appointed as a regular Director at the forthcoming Annual General Meeting |

EIH Associated Hotels Limited

A member of  *The Oberoi Group*

Registered Office: 1/24 G.S.T. Road, Meenambakkam, Chennai – 600 027

Phone: +91-44-2234 4747; Fax: +91-33-2234 6699/4985

Website: www.eihassociatedhotels.in

CIN: L92490TN1983PLC009903

Form No. MGT-11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: L92490TN1983PLC009903

Name of the Company: **EIH Associated Hotels Limited**

Registered Office: 1/24 G.S.T. Road, Meenambakkam, Chennai – 600 027

Phone: +91-44-2234 4747; Fax: +91-33-2234 6699/4985

Website: www.eihassociatedhotels.in / Email: isdho@oberoigroup.com

33rd Annual General Meeting on Friday, 5th August, 2016

Sr. No.....

ATTENDANCE SLIP

33rd Annual General Meeting

| | |
|---|--|
| NAME (IN BLOCK LETTERS) | |
| ADDRESS | |
| REGISTERED FOLIO NO. / DP ID & CLIENT ID | |
| MEMBER / PROXY / AUTHORISED REPRESENTATIVE | |

I/We hereby record my/our presence at the 33rd Annual General Meeting of the Company being held on Friday, 5th August, 2016 at 3.30 P.M. at Trident Chennai, 1/24 G.S.T. Road, Meenambakkam, Chennai-600 027

Signature of Member / Proxy /
Authorised Representative

Note: Please fill up this attendance slip and hand it over at the entrance of the Meeting hall. Members are requested to bring their copies of the Annual Report to the AGM.

ELECTRONIC VOTING PARTICULARS

| EVEN (E-Voting Event Number) | USER ID | PASSWORD |
|---------------------------------|---------|----------|
| | | |

Notes:

- Each equity share of the Company carries one vote.
- Members are requested to read the instructions and Notes carefully before casting their votes.
- For security reasons, mobile phones, umbrellas and bags will not be allowed inside the Meeting hall

| | |
|--------------------------|--|
| Name of the Member (s) : | |
| Registered Address : | |
| E-mail Id : | |
| Folio No : | |
| Client Id : | |
| *DP ID : | |

I/We, being the member (s) of shares of the above named Company, hereby appoint

- Name: Address:
..... E-mail Id:
Signature:, or failing him
- Name: Address:
..... E-mail Id:
Signature:, or failing him
- Name: Address:
..... E-mail Id:
Signature:

as my /our proxy to attend and vote (on a poll) for me/us and on my /our behalf at the 33rd Annual General Meeting of the Company, to be held on Friday, 5th August, 2016 at Trident Chennai, 1/24 G.S.T. Road, Meenambakkam, Chennai-600 027 and at any adjournment thereof in respect of such Resolutions as are indicated below:

| | RESOLUTION | For | Against |
|----------------|---|-----|---------|
| Sl. No. | Ordinary Business | | |
| 1 | To adopt the Audited Financial Statement of the Company for the Financial Year ended 31st March 2016, together with the Directors' and Auditor's Reports thereon. | | |
| 2 | To declare Final Dividend | | |
| 3 | To appoint a Director in place of Mr. P.R.S. Oberoi (DIN 00051894), who retires by rotation and being eligible, offers himself for re-appointment. | | |
| 4 | To appoint Auditors and to fix their remuneration | | |
| | Special Business | | |
| 5 | To regularize appointment of Mr. Akshay Raheja (DIN 00288397) appointed in casual vacancy | | |

Signed this.....day of, 2016.

Affix
Revenue
Stamp
Signature

Signature of Member

Signature of Proxy holder(s)

Notes:-

- This Form should be signed across the stamp as per specimen signature registered with the Company.
- The Proxy, to be effective, should be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting.
- A proxy need not be a member of the Company.**
- A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- Please put a '✓' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate. This is only optional.

*Applicable for Investors holding shares in dematerialised form.



Route map to the Venue of 33rd Annual General Meeting

