

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Thirty-second Annual General Meeting of the Company will be held at 3.30 P.M. on Friday, 7th August, 2015, at the Company's Registered Office 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 Statements for the year ended 31st March, 2015, together with the Directors' and Auditor's Reports thereon.
2. To declare a Dividend.
3. To appoint a Director in place of Mr. S.S.Mukherji, 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, the following Resolution, which will be proposed as an **Ordinary Resolution**:

"RESOLVED THAT the consent of the Company be and is hereby accorded to the re-appointment of Mr. Vikram Oberoi as the Managing Director of the Company for a further period of five years effective 23rd June, 2015. Mr. Vikram Oberoi will not receive any remuneration as the Managing Director of the Company."

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

28th May, 2015

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 24th July 2015 to 7th August, 2015, both days inclusive;
(b) The Dividend, if declared, will be paid on 8th August, 2015 to those Shareholders whose names will appear in the Register of Shareholders as at close of business on 23rd July, 2015.

3. As required under the provisions of Clause 49 of the Listing Agreement, particulars relating to Mr. S.S.Mukherji, 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.
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 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. 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. 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.
9.
 - i) 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.
 - ii) The facility of ballot paper voting shall be made available at the meeting and the members attending the meeting who have not already cast their vote by e-voting shall be able to exercise their right at the meeting. 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 the consolidated 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.

10. 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.
11. 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 cut of date *i.e* 31st July, 2015. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by depositories as on the cut off date *i.e* 31st July, 2015 only shall be entitled to avail the facility of e-voting/ ballot voting.
12. 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 “EIHAHL 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 person 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 Associated Hotels 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 asimsecy@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 4th August, 2015 at 9.00 A.M and ends on 6th August, 2015 at 5.00 P.M. 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 on or before Sunday, 9th August, 2015. 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.eihassociatedhotels.in
- 13. 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.
- 14. The Board of Directors have appointed Ms. Indrani Ray, Company Secretary as the person responsible for the entire e-voting process. 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.
- 15. The e-voting shall remain open for 3 days **from 9.00 A.M on 4th August, 2015 to 6th August, 2015 up to 5.00 P.M.** 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.

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

Item No. 5

Mr. Vikram Oberoi was appointed Managing Director of the Company for a period of 5 (five) years effective 23rd June, 2005. He was re-appointed for a further period of 5 years effective 23rd June 2010. His present tenure as Managing Director, therefore, expires on 22nd June, 2015. The Board of Directors of the Company, at its Meeting on 28th May, 2015, re-appointed Mr. Vikram Oberoi as the Managing Director of the Company for another period of 5 years effective 23rd June, 2015. This re-appointment is subject to the approval of the Shareholders at the forthcoming Annual General Meeting. Mr. Vikram Oberoi is the Managing Director and Chief Executive Officer of Elh Limited. He will not draw any remuneration from the Company.

Particulars relating to Mr. Vikram Oberoi, as are required to be disclosed as per Clause 49 of the Listing Agreement, are appended as an Annexure to this Notice.

No other Director, save and except Mr. Vikram Oberoi and Mr. P.R.S. Oberoi, Chairman, who is a relative of Mr. Vikram Oberoi, and no other key managerial personnel may be deemed to be concerned or interested in the Resolution.

The extent of shareholding interest of the Promoters of the Company in Elh Limited exceeding 2% of the paid-up share capital of that company are as follows:-

Oberoi Hotels Private Limited - 14.63%

Oberoi Holdings Private Limited - 6.17%

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

Pursuant to the provisions of Section 190 of the Companies Act, 2013 this may be treated as an abstract of the terms of the appointment of Mr. Vikram Oberoi as the Managing Director of the Company and the Memorandum of Interest of the Directors of the Company in such appointment.

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

28th May, 2015

By Order of the Board

Indrani Ray
Company Secretary

**INFORMATION ON DIRECTORS SEEKING RE-APPOINTMENT
AT THE FORTHCOMING ANNUAL GENERAL MEETING
(PURSUANT TO CLAUSE 49 VIII (E) 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. S.S. Mukherji	18.07.1948	07.10.1988	General Management	FC.A., A.M.P (Harvard)	1. EIH Limited 2. The Bengal Club Limited 3. Oberoi Kerala Hotels and Resorts Limited	A. EIH Limited Investors Grievances Committee	Non-executive Non Independent Director No. of shares held: 10,000	Retiring by rotation at the forthcoming Annual General Meeting
Mr. Vikram Oberoi	08.12.1963	22.03.1997	Travel, Tourism and Hospitality	B.Sc. (Hons.)	1. EIH Limited 2. Mumtaz Hotels Limited 3. Mashobra Resort Limited	A. EIH Limited Stakeholders' Relationship Committee B. Mumtaz Hotels Limited Audit Committee	<ul style="list-style-type: none"> Executive Director designated Managing Director Related to Mr. P.R.S. Oberoi, Chairman, within the meaning of the Companies Act, 2013 Shares held: Nil 	<ul style="list-style-type: none"> Present tenure as Managing Director expires on 22nd June, 2015. Being proposed for re-appointment as Managing Director for a fresh five year term effective 23rd June, 2015.