

13th February, 2019

The National Stock Exchange of India Limited Exchange Plaza, 5 th Floor Plot No..C/1, G Block Bandra Kurla Complex Bandra(E) Mumbai – 400 051. Code: EIHOTEL	BSE Limited Corporate Relationship Dept. 1 st Floor,New Trading Ring Rotunda Building Phiroze Jeejeebhoy Towers Dalal Street, Fort Mumbai-400001 Code:500840	The Calcutta Stock Exchange Limited 7, Lyons Range Kolkata-700001 Code:05
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SUB: NOTICE OF POSTAL BALLOT

Sir / Madam

Intimation is given pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), regarding dispatch of Postal Ballot notice to the shareholders. Copy of the Notice dispatched to Shareholders is enclosed. Kindly take the above in your record and host on your website.

Thanking you,
Yours faithfully
For **EIH Limited**



Tejasvi Dixit
Asst. Company Secretary

EIH Limited

A MEMBER OF THE OBEROI GROUP

Corporate Office 7, Shamnath Marg, Delhi- 110054

Telephone: 91 11 23890505 Website: www.eihltd.com Email: isdho@oberoigroup.com

CIN: L55101WB1949PLC017981

POSTAL BALLOT FORM

S.No.

Name and address of Sole / First Holder

Joint Holder's Name (if any)

Folio / DP ID Client ID

No. of Shares

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 January 2019 by sending my/our assent or dissent to the said resolutions by placing a tick mark (✓) in the appropriate box below:

Item No.	Description	No. of Shares Held	I / We assent to the Resolution (FOR)	I / We dissent to the Resolution (AGAINST)
1.	Remuneration of Mr. Prithviraj Singh Oberoi (DIN: 00051894) as Executive Chairman in the Whole-time employment of the Company in accordance with Regulation 17(6)(e) of the Listing Regulations			
2.	Remuneration of Mr. Shib Sanker Mukherji (DIN: 00103770) as Executive Vice Chairman in the Whole-time employment of the Company in accordance with Regulation 17(6)(e) of the Listing Regulations			
3.	Remuneration of Mr. Vikramjit Singh Oberoi (DIN: 00052014) as Managing Director & Chief Executive Officer in the Whole-time employment of the Company in accordance with Regulation 17(6)(e) of the Listing Regulations			
4.	Remuneration of Mr. Arjun Singh Oberoi (DIN: 00052106) as Managing Director-Development in the Whole-time employment of the Company in accordance with Regulation 17(6)(e) of the Listing Regulations			
5.	Re-appointment of Mr Anil Kumar Nehru (DIN: 00038849) as a Non-executive Independent Director on the Board of the Company for a second term of five (5) consecutive years with effect from 1st April 2019 up to 31st March 2024, notwithstanding that he has attained the age of 75 years			

Place:

Date:

(Signature of Shareholder)

EVEN (Evoting Event Number)	USER ID	PASSWORD
110383		

Note: Please carefully read the instructions printed overleaf before exercising the vote.

INSTRUCTIONS

1. Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, assent or dissent of the members in respect of the Resolutions 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 Business Reply Envelope. The envelope bears the name of the Scrutinizer appointed by the Board of Directors 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 at the Company's Registered office at 4, Mangoe Lane, Kolkata-700001 or at the Company's Corporate Office at 7, Sham Nath Marg, Delhi-110 054.
4. The envelopes containing the Postal Ballot should reach the Scrutinizer not later than the close of business hours i.e. 5.00 P.M. on Friday, 15th March, 2019. 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 Form only. Assent or dissent to the proposed resolutions may be recorded by placing a tick mark (✓) in the appropriate column. Postal Ballot Form bearing (✓) mark 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 1st February, 2019.
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 Resolutions, if assented by requisite majority, shall be considered as passed on Saturday 16th March, 2019 (i.e. the date of Declaration of the Postal Ballot Result).
15. Remote E-VOTING: The Company is pleased to provide Remote E-Voting facility for all the Shareholders of the Company to enable them to cast their votes electronically instead of through physical Postal Ballot. 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 casts his vote through E-Voting facility as well as sends his vote through physical vote, the vote cast through Remote E- Voting shall only be considered and the voting through physical Postal Ballot 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 remote E Voting.

EIH Limited

A MEMBER OF THE OBEROI GROUP

Corporate Office 7, Shamnath Marg, Delhi- 110054
Telephone: 91 11 23890505 Website: www.eihltd.com Email: isdho@oberoigroup.com
CIN: L55101WB1949PLC017981

NOTICE OF POSTAL BALLOT

*(Pursuant to Section 110 of the Companies Act, 2013 read with the Companies
(Management & Administration) Rules, 2014)*

To the Members,

NOTICE is hereby given in accordance with Section 110 of the Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management & Administration) Rules, 2014 and other applicable provisions, if any of the Act (including any statutory modification or re-enactment thereof for the time being in force) and Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (hereinafter collectively referred to as "Listing Regulations"), the Company propose to pass the following resolutions by way of postal ballot / remote e-voting:-

1. **Remuneration of Mr. Prithviraj Singh Oberoi (DIN:00051894) as Executive Chairman in the Whole-time employment of the Company in accordance with Regulation 17(6)(e) of the Listing Regulations**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") (including any amendment, modification or re-enactment thereof) and rules made there under and Schedule V thereto and Regulation 17(6)(e) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), consent of the Company be and is hereby accorded for payment of remuneration to Mr. Prithviraj Singh Oberoi (DIN: 00051894) ("Mr. Oberoi"), Executive Chairman in the Whole-time employment of the Company on such terms and conditions approved by the Shareholders on 24th May 2017 notwithstanding that the remuneration payable to Mr. Oberoi in any year exceeds Rupees 5 crores or 2.5% of the net profits of the Company, whichever is higher or the aggregate annual remuneration of all the Executive Directors exceeds 5% of the net profits of the Company, during the remaining tenure of his appointment up to 26th June 2022".

RESOLVED FURTHER THAT the Board, be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution."

2. **Remuneration of Mr. Shib Sanker Mukherji (DIN:00103770) as Executive Vice Chairman in the Whole-time employment of the Company in accordance with Regulation 17(6)(e) of the Listing Regulations**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") (including any amendment, modification or re-enactment thereof) and rules made there under and Schedule V thereto and Regulation 17(6)(e) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), consent of the Company be and is hereby accorded for payment of remuneration to Mr. Shib Sanker Mukherji (DIN: 00103770) ("Mr. Mukherji"), Executive Vice Chairman in the

Whole-time employment of the Company on such terms and conditions approved by the Shareholders on 24th May 2017 notwithstanding that the remuneration payable to Mr. Mukherji in any year exceeds Rupees 5 crores or 2.5% of the net profits of the Company, whichever is higher or the aggregate annual remuneration of all the Executive Directors exceeds 5% of the net profits of the Company, during the remaining tenure of his appointment up to 26th June 2022”.

RESOLVED FURTHER THAT the Board, be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

3. Remuneration of Mr. Vikramjit Singh Oberoi (DIN:00052014) as Managing Director & Chief Executive Officer in the Whole-time employment of the Company in accordance with Regulation 17(6)(e) of the Listing Regulations

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) (including any amendment, modification or re-enactment thereof) and rules made there under and Schedule V thereto and Regulation 17(6)(e) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), consent of the Company be and is hereby accorded for payment of remuneration to Mr. Vikramjit Singh Oberoi (DIN: 00052014), Managing Director and Chief Executive Officer in the Whole-time employment of the Company on such terms and conditions approved by the Shareholders on 15th May 2014 notwithstanding that the remuneration payable to Mr. Vikramjit Singh Oberoi in any year exceeds Rupees 5 crores or 2.5% of the net profits of the Company, whichever is higher or the aggregate annual remuneration of all the Executive Directors exceeds 5% of the net profits of the Company, during the remaining tenure of his appointment up to 30th June 2019”.

RESOLVED FURTHER THAT the Board, be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

4. Remuneration of Mr. Arjun Singh Oberoi (DIN: 00052106) as Managing Director-Development in the Whole-time employment of the Company in accordance with Regulation 17(6)(e) of the Listing Regulations

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) (including any amendment, modification or re-enactment thereof) and rules made there under and Schedule V thereto and Regulation 17(6)(e) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), consent of the Company be and is hereby accorded for payment of remuneration to Mr. Arjun Singh Oberoi (DIN: 00052106), Managing Director-Development in the Whole-time employment of the Company on such terms and conditions approved by the Shareholders on 15th May 2014 notwithstanding that the remuneration payable to Mr. Arjun Singh Oberoi in any year exceeds Rupees 5 crores or 2.5% of the net profits of the Company, whichever is higher or the aggregate annual remuneration of all the Executive Directors exceeds 5% of the net profits of the Company, during the remaining tenure of his appointment up to 30th June 2019”.

RESOLVED FURTHER THAT the Board, be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

5. Re-appointment of Mr Anil Kumar Nehru (DIN: 00038849) as a Non-executive Independent Director on the Board of the Company for a second term of five (5) consecutive years with effect from 1st April 2019 up to 31st March 2024, notwithstanding that he has attained the age of 75 years

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any of the Companies Act, 2013 (the ‘Act’) and the Rules made thereunder and Regulations 16 and 17(1A) and other applicable provisions, if any, of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force) and on the recommendation of the Nomination and Remuneration Committee and the Board, consent of the Company be and is hereby accorded for re-appointment of Mr. Anil Kumar Nehru (DIN: 00038849) as a Non-executive Independent Director on the Board of the Company for a second term of five (5) consecutive years with effect from 1st April 2019 up to 31st March 2024, on the existing terms and conditions, notwithstanding that he has attained the age of 75 years;

RESOLVED FURTHER THAT the Board, be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

By Order of the Board

Registered Office:
4, Mangoe Lane,
Kolkata -700001
30th January 2019

S.N. Sridhar
Sr. 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 1st February 2019.
3. At the Board meeting held on 30th January 2019, the Board has appointed Mr. Ajay Kumar Jain, Advocate, Jurisprudent Consulting Partners, Advocates & Corporate Legal Advisors, as the Scrutinizer for conducting the postal ballot and remote e-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 Rule 22 the Companies (Management and Administration) Rules, 2014, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the Company is also offering remote e-voting facility to all the shareholders. For this purpose, the Company has signed an agreement with NSDL for facilitating remote e-voting and is pleased to offer remote 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.
5. (A) The instructions for remote e-voting are as under:

How do I vote electronically using NSDL e-voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1 : Log-in to NSDL e-voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.

3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

- a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:

- a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active voting cycles.
2. After click on Active voting cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
 - (B) The voting through postal ballot and remote e-voting period commences from 10.00 A.M. on Thursday, 14th February 2019 and ends at 5.00 P.M. on Friday, 15th March 2019. The remote e-voting module shall be disabled by NSDL for voting thereafter.
 - (C) In case of any query, 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.
6. 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 NSDL and to others by Registered Post along with the Postal Ballot Form. Shareholders have an option to vote either through remote 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.
7. 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. These 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 Friday, 15th March 2019. The consent or otherwise received after the said date will be treated as if reply from the Shareholder has not been received. Incomplete, unsigned, improperly ticked Postal Ballot will be rejected.
8. The Shareholders should opt for only one mode of voting, i.e. physical postal ballot or electronic voting.
9. If any Shareholder has voted in both physical as well as electronic mode, vote cast by way of remote e-voting only will be considered valid.
10. The Scrutinizer will submit his report to the Company after completion of scrutiny of the votes cast through Postal Ballot Forms and remote e-voting.
11. The results of the Postal Ballot will be announced by the Company on Saturday, 16th March 2019 at 5.00 P.M. The Results will be put up on the Notice Board at the registered office of the Company at 4, Mangoe Lane, Kolkata-700001 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 placed on the Company's website www.eihltd.com.

12. The Special 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 three times the number of votes cast against it.
13. The Board has appointed Mr. Vikramjit Singh Oberoi, Managing Director and CEO and Mr. S.N. Sridhar, Senior Vice President and Company Secretary as the persons responsible for the entire postal ballot process. For any query(ies)/grievance(s) relating to remote e-voting, please contact Investor Service Division, 7, Shamnath Marg, Delhi- 110054, phone: 011-23890505 email- isdho@oberoigroup.com.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item Nos. 1 to 4

The appointment and remuneration of Mr. Prithviraj Singh Oberoi and Mr. Shib Sanker Mukherji for a period of 5 years commencing from 27th June 2017 to 26th June 2022 was approved by the Shareholders by passing a Special Resolution in both the appointments on 24th May 2017.

The appointment and remuneration of Mr. Vikramjit Singh Oberoi and Mr. Arjun Singh Oberoi for a period of 5 years commencing from 1st July 2014 to 30th June 2019 was approved by the Shareholders by passing an Ordinary Resolution in both the appointments on 15th May 2014.

Regulation 17(6)(e) was inserted in the Listing Regulations vide SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 with effective from 1st April 2019. The said regulation prescribe that the fee or compensation payable to all the Executive Directors who are promoters or members of the promoter group, shall be subject to the approval of the Shareholders by special resolution in general meeting, if –

- i) the annual remuneration payable to such Executive Director exceeds rupees 5 crores or 2.5% of the net profits of the listed entity, whichever is higher; or
- ii) where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5% of the net profits of the listed entity:

Provided that the approval of the shareholders under this provision shall be valid only till the expiry of the term of such director.

Mr. Prithviraj Singh Oberoi, Mr. Shib Sanker Mukherji, Mr. Vikramjit Singh Oberoi and Mr. Arjun Singh Oberoi, Executive Directors, are the promoters or members of the promoter group and their aggregate annual remuneration exceeds 5% of the net profits of the Company.

In order to comply with the requirement of Regulation 17(6)(e) of the listing regulations, approval of the Shareholders is being sought by way of Special Resolution for the already approved remuneration of all the four (4) Executive Directors for the remaining part of the current term of each of the Executive Director, namely, Mr. Prithviraj Singh Oberoi, Mr. Shib Sanker Mukherji, Mr. Vikramjit Singh Oberoi and Mr. Arjun Singh Oberoi, commencing from 1st April 2019.

Item No 5

In accordance with Section 149 of the Act and rules made thereunder, Mr. Anil Kumar Nehru (DIN: 00038849) (“Mr. Nehru”) was appointed in the year 2014 as an Independent Director on the Board of the Company to hold office for a term of 5 (five) consecutive years by passing an ordinary resolution.

Regulation 17(1A) was inserted in the Listing Regulations through SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 with effect from 1st April 2019. This Regulation prescribe that no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of 75 (seventy five) years unless a special resolution is passed to that effect, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person.

Mr. Nehru is above 75 years of age. Therefore, in accordance with Regulation 17(1A) of the listing regulations, Mr. Nehru cannot be appointed or re-appointed on or after 1st April 2019 unless a special resolution is passed by the Shareholders. The Board of Directors at its Board Meeting held on 30th January 2019, on the recommendation of the Nomination and Remuneration Committee, approved and recommended to the Shareholders for its approval by way of a special resolution, re-appointment of Mr. Anil Kumar Nehru (DIN: 00038849) as a

Non-executive Independent Director on the Board of the Company for a second term of five (5) consecutive years with effect from 1st April 2019 up to 31st March 2024, on the existing terms and conditions, notwithstanding that he has attained the age of 75 years.

Justification for re-appointment of Mr. Nehru as a Non- executive Independent Director on the Board of the Company

1. Mr. Nehru 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 has 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, Mr. Nehru served as the Whole time Director in Pfizer Limited.
2. Mr. Nehru has been associated with the Company since 23rd November 2002. Presently, Mr. Nehru is the Chairperson of two important committees of the Board, namely, Audit Committee and Nomination and Remuneration Committee.
3. As Chairperson of the Audit Committee, Mr. Nehru is instrumental in guiding and setting up the following:
 - i) improvement in internal control procedure and processes;
 - ii) effective close monitoring of the said internal control procedure and processes;
 - iii) improvement and effective close monitoring of risk control matrix and processes;
 - iv) effective close monitoring of whistle blower mechanism;
 - v) effective close monitoring of sexual harassment cases;
 - vi) guiding the Chief Internal Auditor, MD & CEO and others involved in all the above.
4. As Chairperson of the Nomination and Remuneration Committee, Mr. Nehru plays an important and effective role in the following:
 - i) appointment and remuneration of executive directors;
 - ii) selection and appointment of non-executive directors;
 - iii) selection and appointment of Key Managerial Personnel and Core Management team;
 - iv) assessment of Key Managerial Personnel and Core Management Team and setting up processes and procedures for the same.
5. As Mr. Nehru is playing an important and effective role on all the above matters and being the Chairperson of both the above important Committees, it is in the interest of the Company to re-appoint Mr. Nehru as a Non-executive independent director on the Board of the Company for a second term of five (5) consecutive years with effect from 1st April 2019 up to 31st March 2024, notwithstanding that Mr. Nehru has attained the age of 75 years.
6. In accordance with Regulation 36 of the Listing Regulations, the particulars of Mr. Nehru as required under the said regulation is given in the Annexure.

Nature of concern or Interest and other particulars

1. No Director and their relatives, Key Managerial Personnel and their relatives other than Mr. Prithviraj Singh Oberoi, Mr. Shib Sanker Mukherji, Mr. Vikramjit Singh Oberoi and Mr. Arjun Singh Oberoi and Mr. Prithviraj Singh Oberoi (as a relative of Mr. Vikramjit Singh Oberoi) and Mr. Vikarmjit Oberoi (as a relative of Mr. Prithviraj Singh Oberoi) are concerned or interested in the proposed special resolutions 1 to 4;
2. No Director and their relatives, Key Managerial Personnel and their relatives other than Mr. Anil Kumar Nehru are concerned or interested in the proposed special resolution no. 5 for his re-appointment as a Non-executive independent director on the Board of the Company with effect from 1st April 2019 for a second term of five (5) consecutive years.

3. None of the Directors and the Key Managerial Personnel of the Company holds more than 2% of the shareholding in the Company as well as any other Public Company in which they may be Directors / Key Managerial Personnel and which may get affected.
4. The Nomination and Remuneration Committee (for Resolution No. 5) and the Board of Directors recommend the above resolutions for your approval.

By Order of the Board

Registered Office:
4, Mangoe Lane,
Kolkata - 700001
Date: 30th January 2019

S.N. Sridhar
Sr. Vice President &
Company Secretary

Annexure

INFORMATION ON DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT (PURSUANT TO REGULATION 36(3) OF THE LISTING REGULATIONS & SECRETARIAL STANDARD - 2)

Name of the Director	Mr. Anil Kumar Nehru
Date of Birth (Age)	02.05.1941 (77 years)
Date of first appointment on the Board	22.11.2002
Qualifications	M.S.(MIT,USA), Executive MBA, IIM Ahmedabad, Cambridge and Harvard
Experience and Expertise	Over 25 years in the Chemical Industry. Expertise in management of large organisation.
Terms and conditions of appointment / re-appointment along with details of remuneration to be paid	Re-appointment as a Non-Executive Independent Director for a second term of consecutive 5 years. Mr. Nehru is paid only sitting fee by the Company.
Shareholding in the Company	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	No Relationship
No. of Board Meetings attended / held during Financial Year 2018-19	6 / 6
Directorships held in other companies	1. EIH Associated Hotels Limited 2. Sanat Products Limited 3. Ayurved Limited
Chairmanship/ Membership of Committees in other companies	Audit Committee - EIH Limited - EIH Associated Hotels Limited - Sanat Products Limited - Ayurved Limited Nomination and Remuneration Committee - EIH Limited - EIH Associated Hotels Limited