

EIH Associated Hotels Limited

A member of  *The Oberoi Group*

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

Website: www.eihassociatedhotels.in

CIN: L92490TN1983PLC009903

POSTAL BALLOT NOTICE

[Notice pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read together with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), that the Resolutions appended below be passed by the Members through postal ballot:-

1. Alteration/substitution of Memorandum of Association

To consider and if thought fit, to pass with or without modification(s), the following Resolution as a **Special Resolution** by means of postal ballot and e-voting:

"RESOLVED THAT pursuant to the provisions of Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof) and subject to necessary approval(s) if any, from the competent authorities, consent of the Company be and is hereby accorded to substitute the existing Memorandum of Association of the Company by a new set of Memorandum of Association;

RESOLVED FURTHER that any one of the Directors of the Company and/or Ms. Indrani Ray, Company Secretary be and are hereby jointly and severally authorised to do all such acts, deeds and things as may be necessary to give effect to this Resolution."

2. Alteration/substitution of Articles of Association

To consider and if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution by means of postal ballot and e-voting:

"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), consent of the Company be and is hereby accorded to substitute the existing Articles of Association of the Company by a new set of Articles of Association;

RESOLVED FURTHER that any one of the Directors of the Company and/or Ms. Indrani Ray, Company Secretary be and are hereby jointly and severally authorised to do all such acts, deeds and things as may be necessary to give effect to this Resolution."

3. Approve appointment of Ms. Radhika Vijay Haribhakti as an Independent Director

To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution by means of postal ballot and e-voting:

"RESOLVED THAT pursuant to Sections 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013, ("the Act") and the Rules made there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the applicable provisions of the Listing Agreement, Ms. Radhika Vijay Haribhakti (DIN – 02409519), who was appointed as an Additional Director of the Company by the Board of Directors with effect from August 8, 2014 in terms of Section 161 of the Companies Act, 2013, and the Articles of Association of the Company and who holds office up to the date of the ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act signifying his intention to propose Ms. Radhika Vijay Haribhakti as a candidate for the office

of director of the Company, be and is hereby appointed as an Independent Director of the Company for a term up to five consecutive years and shall be eligible for re-appointment thereafter on passing of a special resolution.”

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

by order of the Board of Directors
For EIH Associated Hotels Limited

Agra
March 25, 2015

Indrani Ray
Company Secretary

NOTES AND INSTRUCTIONS:

1. The Explanatory Statement pertaining to the aforesaid Resolution setting out the material facts concerning each item and reasons(s) thereof is annexed hereto with a Postal Ballot Form for your consideration.
2. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members/ List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL) as on March 27, 2015.
3. The Board of Directors of the Company has at its meeting held on 25th March, 2015 appointed Mr. Asim Kumar Chattopadhyay, Practicing Company Secretary, as the Scrutinizer for conducting the postal ballot voting process in accordance with law and in a fair and transparent manner.
4. In compliance with the provisions of Section 110 of Companies Act, 2014 read with Rule 22 of the Companies (Management and Administration) Rules 2014 and the Circular No. CIR/CFD/POLICY CELL/2/2014 dated April 17, 2014 of Securities and Exchange Board of India (“SEBI”), the Company is also offering e-voting option to all the shareholders. For this purpose, the Company has signed an agreement with NSDL for facilitating e-voting and is pleased to offer e-voting facility as an alternate, to the shareholders to enable them to cast their votes electronically instead of exercising their votes by physical Postal Ballot Form.

The instructions for e-voting are as follows:

- (A) In case of shareholders receiving email from NSDL
- a. Open email and open PDF file titled ‘eihassociatedhotels e-voting.pdf’ using your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that this password is the initial password.
 - b. Launch your internet browser and type the following URL: : <https://www.evoting.nsdl.com>
 - c. Click on Shareholder – Login
 - d. Enter the user ID and password (the initial password noted in step (a) above). Click on Login.
 - e. The Password change menu will appear. Change the password to a password of your choice. The new password should have a minimum of 8 digits/ characters or a combination thereof. It is strongly recommended that you do not share your password with any other person and take the utmost care to keep your password confidential.
 - f. The homepage of e-voting will open. Click on e-voting : Active Voting Cycles
 - g. Select ‘EVEN’(E Voting Event Number) of EIH Associated Hotels Limited
 - h. Now you are ready for e-voting as the Cast Vote page opens.
 - i. Cast your vote by selecting the option of your choice and click on ‘Submit’; and also remember to ‘Confirm’ when prompted.
 - j. On confirmation, the message ‘Vote cast successfully’ will be displayed.
 - k. After you have voted on the Resolution once, you will not be allowed to modify your vote.
 - l. Institutional members 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 authorized signatory(ies) who is/are authorized to vote, to the Scrutinizer via e-mail to asimsecy@gmail.com, with a copy marked to evoting@nsdl.co.in.

(B) In case of shareholders receiving Postal Ballot Form by Post:

a. Initial password is provided below:

EVEN (e-Voting Event Number)	USER ID	PASSWORD / PIN
101726	Your user ID has been printed on the Postal Ballot form/e-mail forwarding electronic notice.	Your unique password has been printed on the Postal Ballot form/e-mail forwarding electronic notice.

b. Please follow the instructions from a. to l. as mentioned above to cast your vote.

- (C) The e-voting period starts at 10.00 A.M. on April 20, 2015 and ends at the close of business hours, i.e. 6.00 P.M. on May 19, 2015. The e-voting module will be disabled by NSDL for voting thereafter.
- (D) If you are already registered with NSDL for e-voting you can use your existing user ID and password for casting your vote.
- (E) In case of any queries, you may refer to the Frequently Asked Questions (FAQs) and e-voting user manual for Members available in the ‘Downloads’ section of www.evoting.nsdl.com
5. Members who have registered their e-mail IDs for receipt of documents in electronic mode under the Green Initiative of MCA are sent Notice of Postal Ballot etc. by e-mail through NSDL and others are sent by post along with Postal Ballot Form. Members have an option to cast their vote either through e-voting or through Postal Ballot Form. Members, who have opted for Green Initiative and who wish to cast their vote through Postal Ballot Form can download Ballot Form from the link www.evoting.nsdl.com/www.eihassociatedhotels.in or seek duplicate from the Company and fill in the details and send the same to the Scrutinizer.
 6. Members desiring to exercise their votes by physical Postal Ballot are requested to read carefully the instructions printed in the attached Postal Ballot Form. Such members 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 i.e. 6.00 P.M. on May 19, 2015. The consent or otherwise received after the said date will be treated as if reply from the member has not been received.
 7. Members should opt for only mode of voting, i.e. physical postal ballot or electronic voting.
 8. If the Member has voted differently in both physical as well as electronic modes, votes cast by way of physical Postal Ballot would be considered valid.
 9. The Scrutinizer will submit his report to the Company after completion of scrutiny of the votes case through Postal Ballot Forms and e-voting.
 10. The results of the Postal Ballot will be announced by the Company on May 22, 2015 at 5.00 P.M. The Results will be put up on the Notice Board at the Registered Office of the Company at 1/24, G.S.T. Road, Meenambakkam, Chennai- 600 027 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.eihassociatedhotels.in .
 11. The Resolutions mentioned above shall be declared as passed on the date of declaration of result if assented to by requisite majority.
 12. The Board of Directors have appointed Mr. Vikram Oberoi, Managing Director and Ms. Indrani Ray, Company Secretary, as the persons responsible for the entire Postal Ballot process.
 13. All documents referred to in the Notice and accompanying Explanatory Statement 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 closure of the Postal Ballot.

Explanatory Statement pursuant to Sections 102 of the Companies Act, 2013 to the accompanying Notice dated March 25, 2015

Item No. 1

The existing Memorandum of Association (“MoA”) of the Company, based on Companies Act, 1956 (“1956 Act”) are no longer in conformity with the Companies Act, 2013 (“2013 Act”). With the enactment of 2013 Act, several clauses of MoA require alteration/deletion. Given this position, it is considered expedient to adopt the new set of Memorandum of Association (primarily based on Table A set out under Schedule I to the Act) in place of existing MoA, instead of amending it by alteration/incorporation of provisions of 2013 Act.

In terms of Section 13 of 2013 Act, consent of Members by way of a Special Resolution is required for adoption of a new set of Memorandum of Association. The entire set of proposed new Memorandum of Association is available in the website of the Company. Members can also obtain a copy of the same from the Company’s Registered Office.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the said Resolution.

The Directors recommend the aforesaid Resolution for the approval by the Members as Special Resolution.

Item No. 2

The existing Articles of Association (“AoA”) of the Company, based on the Companies Act, 1956 are no longer in conformity with the 2013 Act. With the coming into force of 2013 Act, several regulations of AoA require alteration/deletion. Given this position, it is considered expedient to adopt a new set of Articles of Association (primarily based on Table F set out under Schedule I to the Companies Act, 2013) in place of existing AoA, instead of amending it by alteration/incorporation of provisions of 2013 Act.

In terms of Section 14 of 2013 Act, consent of Members by way of a Special Resolution is required for adoption of a new set of Articles of Association. The entire set of proposed new Articles of Association is available in the website of the Company. The Members of the Company can also obtain a copy of the same from the Company’s Registered Office.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the said Resolution.

The Directors recommend the aforesaid Resolution for the approval by the Members as Special Resolution.

Item No. 3

Ms. Radhika Vijay Haribhakti was appointed as an Additional Director by the Board with effect from August 8, 2014 pursuant to Section 161 of the Companies Act, 2013, read with Article 92 of the existing Articles of Association of the Company. The above Director is an Independent Director within the meaning of Clause 49 of the Listing Agreement. Pursuant to the provisions of Section 161 of the Companies Act, 2013, Ms. Haribhakti will hold office up to the conclusion of the ensuing Annual General Meeting. The Company has received a notice in writing, under the provisions of Section 160 of the Companies Act, 2013, from a Member along with a deposit of requisite fee proposing the candidature of Ms. Haribhakti for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013. The Company has also received from the Director, a declaration to the effect that she meets the criteria of independence as provided in sub-section(6) of Section 149 of the Companies Act, 2013.

The Resolution seeks the approval of Members for the appointment of Ms. Radhika Vijay Haribhakti as an Independent Director of the Company for a term up five consecutive years pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder.

In the opinion of the Board of Directors, Ms. Haribhakti, the Independent Director proposed to be appointed, fulfils the conditions specified in the Act and the Rules made thereunder and is independent of the Management. A copy of the draft letter for the appointment of Ms.Haribhakti as an Independent Director setting out the terms and conditions is available for inspection without any fee by the Members at the Company’s Registered Office on all working days (except Saturday) between 11 A.M. to 1 P.M. up to May 19, 2015.

No director, key managerial personnel or their relatives, except Ms. Radhika Vijay Haribhakti, to whom the Resolution relates, is interested or concerned in the Resolution.

This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with Stock Exchanges.

The Directors recommend the aforesaid Resolution for the approval by the Members as Ordinary Resolution.

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by order of the Board of Directors
For EIH Associated Hotels Limited

Agra
March 25, 2015

Indrani Ray
Company Secretary

Additional information on Director recommended for appointment as required under Clause 49 of the Listing Agreement

Mr. Radhika Vijay Haribhakti was appointed as an Additional Director on August 8, 2014.

Ms. Haribhakti has over 30 years of experience in Commercial and Investment Banking with Bank of America, JM Morgan Stanley, DSP Merrill Lynch and RH Financial Services. She is the founder Director of RH Financial Services, a boutique financial advisory firm. Ms. Haribhakti is closely associated with issues of Financial Inclusion & Women Empowerment and is the former Chairperson of Friends of Women’s World Banking (FWWB) and Swadhaar Finaccess. She has served on CII’s National Committee on Women Empowerment and the Governing Council of Citigroup Micro Enterprise Award. Ms. Haribhakti is a commerce graduate from Gujarat University and holds a Post Graduate Diploma in Management (Finance) from Indian Institute of Management, Ahmadabad.

Companies (other than EIH Associated Hotels Limited) in which Ms. Radhika Vijay Haribhakti holds directorship and committee membership:

Directorship
Navin Fluorine International Limited
Rain Industries Limited
ICRA Limited

Chairperson of Board committees
None

Member of Board committees
Audit Committee, Rain Industries Limited
Audit Committee, ICRA Limited
Audit Committee, ICRA Techno Analytics Limited

Shareholding in the Company
None