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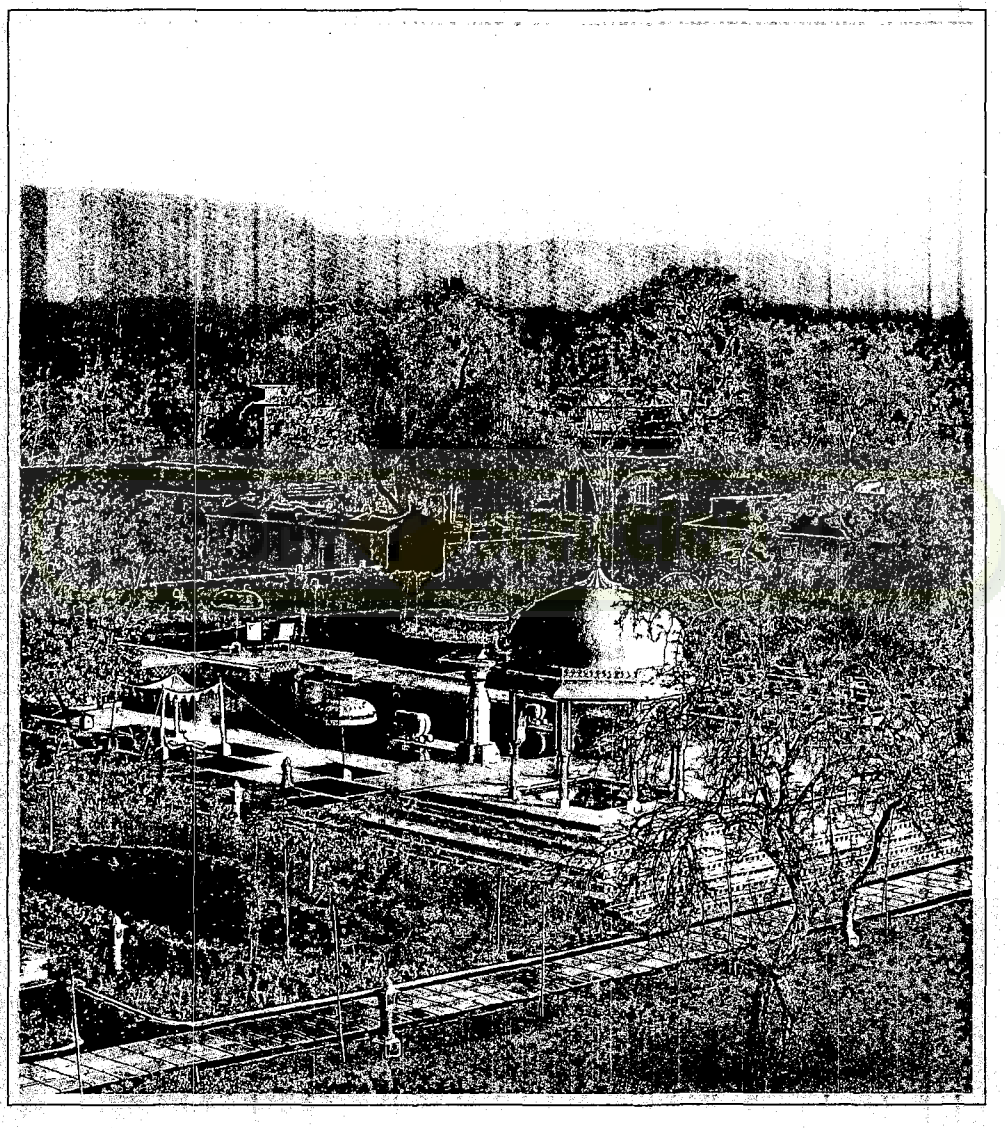

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Cover : RAJVILĀS, Jaipur
An Oberoi Hotel
The main swimming pool

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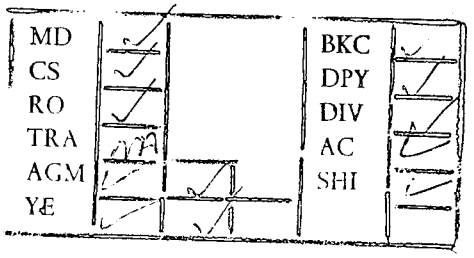

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P.R.S. Oberoi, *Chairman & Managing Director*

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EIH Associated Hotels Limited

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Fifteenth Annual General Meeting of the Members of the Company will be held at 'The Trident', 1/24, G.S.T. Road, Meenambakkam, Chennai 600 027 on Friday, 28th August, 1998 at 4.00 P.M. to transact the following business :

1. To adopt the Audited Accounts of the Company for the year ended 31st March, 1998 together with the Directors' and Auditors' Reports thereon.

2. To declare a dividend.

3. To elect Directors in place of those retiring by rotation.

4. To appoint Auditors and to fix their remuneration and for such purpose to pass the following resolution which will be proposed as a Special Resolution :

   "That pursuant to Section 224A of the Companies Act, 1956 Messrs. Ray & Ray, Chartered Accountants, Calcutta, be and they are hereby reappointed Auditors of the Company to hold office from conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company at such remuneration as will be determined by the Board of Directors of the Company."

AS SPECIAL BUSINESS

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5. To consider and, if thought fit, to pass the following resolution which will be proposed as a Special Resolution :

   "That the Articles of Association of the Company be altered in the manner following, that is to say —

   (1) by incorporating the following definitions, along with the serial number indicated against each, in the definitions provided in the existing Article 1:

   '(ii-a) "Beneficial owner" means a person whose name is recorded as such with a depository."

   '(iv-a) "Depository" means any company which has been granted a certificate of registration under Section 12(1A) of the Securities and Exchange Board of India Act, 1992 and wherein the securities of the Company are dealt with in accordance with the provisions in the Depositories Act, 1996.'

   '(vii-a) "Member" means a person as defined by Section 41 of the Act.'

   '(viii-a) "Participant" means a person registered as such under Section 12(1A) of the Securities and Exchange Board of India Act, 1992.'

   '(x-a) "Record" includes the records maintained in the form of books or stored in a computer or in such other form as may be determined by regulations made by SEBI in relation to the Depositories Act, 1996.'

   '(xiii-a) "SEBI" means the Securities and Exchange Board of India established under Section 3 of the Securities and Exchange Board of India Act, 1992.';

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(2) by incorporating after the existing Article 5(2) the following new Article numbered 5(3) along with the marginal note, namely —

'Numbering of shares	5(3)	Each share issued by the Company shall be distinguished by its appropriate number. Provided that nothing herein shall apply to the shares of the Company held with the depository.';

(3) by incorporating the following provisos at the end of the existing Article 6 :

'Provided that notwithstanding anything contained in the Act of in the Articles, where the securities of the Company are dealt with in a depository, the Company shall intimate the details of allotment of the relevant securities to the depository on allotment of such securities.'

'Provided further that where a person subscribing to securities offered by the Company opts to hold such securities with the depository instead of receiving the certificate for them, the Company shall intimate such depository the details of allotment of the securities.';

(4) by incorporating after existing Article 13 the following new Article numbered 13A along with the marginal note, namely —

'Purchase of own shares	13A	The Company shall have power, subject to and in accordance with the applicable provisions of the Act then prevailing, to purchase any of its fully paid shares and to make payment of capital in respect of such purchase, which purchase and payment shall not be deemed to be reduction of share capital within the meaning of the Act.';

(5) in the existing Article 14 by incorporating after the existing Sub-Article (5) thereof the following new Sub-Article numbered (6) along with the marginal notes, namely —

'Cancellation of certificates upon surrender by a person	(6) (i)	Upon receipt of certificate of securities on surrender by a person who has entered into an agreement with the depository through a participant, the Company shall cancel such certificate and substitute in its records the name of depository as the registered owner in respect of the said securities and shall also inform the depository accordingly.'
'Option to beneficial owner in respect of any security	(ii)	If a beneficial owner opts out of the depository in respect of any security of the Company and the Company receives due intimation thereof from the depository, the Company shall, within thirty days of receipt of the aforesaid intimation and of

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fulfilment of such conditions and on payment of such fees as may be specified by the Regulations made by SEBI, issue certificate of the said securities to the beneficial owner or the transferee, as the case may be.';

(6) by deleting the first sentence in the existing Article 16 reading 'No call shall exceed one-fourth of the nominal amount of a share, or be made payable within one month after the last preceding call was payable.';

(7) by incorporating the following proviso at the end of the existing Article 36 :

'Provided that nothing contained in this Article shall apply to transfer of shares effected by the transferor and the transferee both of whom are entered as beneficial owners in the records of the depository.';

(8) by incorporating the following proviso at the end of the existing Article 38 :

'Provided that nothing contained in this Article shall apply to transfer of shares effected by the transferor and the transferee both of whom are entered as beneficial owners in the records of the depository.';

(9) in the existing Article 39 , by substituting the following words and figures appearing at the beginning —

'Subject to the provisions of Section 111 of the Act read with Section 22A of the Securities Contracts (Regulation) Act, 1956'

by the following words and figure, namely —

'Subject to the provisions of section 111A of the Act';

(10) in the existing Article 42, by deleting the following words and figures appearing at the end :

'and where applicable comply with the provision of Section 22A of the Securities Contracts (Regulation) Act, 1956';

(11) by incorporating the following new Article numbered 42A after the existing Article 42 along with the marginal note, namely —

'Securities in Depository to be in fungible form	42A(1)	All securities of the Company held by the depository shall be dematerialised and shall be in a fungible form.
	(2)	Nothing contained in Sections 153, 153A, 153B, 187B, 187C and 372 of the Act shall apply in respect of the securities of the Company held by the depository on behalf of the beneficial owners.';

(12) by incorporating the following proviso at the end of the existing Article 62 :

'Provided that nothing contained in this Article shall apply to transfer of shares effected by the transferor and the transferee both of whom are entered as beneficial owners in the records of the depository.';

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(13) by incorporating the following new Article numbered 77A after the existing Article 77 along with the marginal note, namely —

'Rights of Depository and beneficial owner	77A	'Notwithstanding anything contained in these Articles or in the Act, a depository shall be deemed to be a registered owner in the records of the Company in respect of its securities but shall not have any voting rights or any other rights in respect of such securities except for the purposes of effecting transfer of ownership of such securities on behalf of beneficial owner(s).'; and

(14) by incorporating the following proviso at the end of the existing Article 178 :

'Provided that the register and index of the beneficial owners maintained by the depository under Section 11 of the Depositories Act, 1996 shall be deemed to be an index of members and register and index of debentureholders, as the case may be, for the purposes of the Registers under items (3) and (5) of this Article.' "

6. To consider and, if thought fit, to pass the following resolution which will be proposed as a Special Resolution :

"That Clause III of the Memorandum of Association of the Company be altered in the manner indicated below :

(a) by the incorporation of the following new sub-clause number (4-a) immediately after the existing sub-clause (4) in Part (A) :

'(4-a) To manufacture, procure, collect, exchange, buy, sell and deal in sculptures, statuettes, engravings, carvings, bronzes, enamels, decorative articles, ornamental articles, jewellery, ornaments, medals and medallions, gems, precious and semi-precious stones, and such other decorative objects, clothes, textiles, books, newspapers, periodicals, photographic materials, guest consumables, works of art and fancy articles as the Company may consider capable of being conveniently dealt in in relation to its business'; and

(b) by the deletion of the words "jewellery and other articles of use of ornaments' appearing in sub-clause (2) in Part (C)

AND further that authority be and is hereby given to the Company commencing and carrying on all or any of the businesses contemplated in the said new sub-clause (4-a) in Part (A) of Clause III in the Memorandum of Association."

Registered Office :
1/24, G.S.T. Road
Meenambakkam
Chennai 600 027
26th June, 1998

By Order of the Board

R. MITRA
Company Secretary

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NOTES :

1. A Member entitled to attend and vote at the meeting is entitled to appoint proxy to attend and vote instead of himself. A proxy need not be a Member of the Company.

2. In terms of the notice published on 17th April, 1998 in pursuance of Section 154 of the Companies Act, 1956 the Register of Members and Share Transfer Books of the Company remained closed from 12th May, 1998 to 22nd May, 1998 (both days inclusive) in connection with this Annual General Meeting. Dividend, if any, for the year ended 31st March, 1998 which may be declared at the Annual General Meeting will be paid, subject to the provisions of Section 206A of the Companies Act, 1956 to those Members whose names appeared on the Company's Register of Members at the close of business on 22nd May, 1998 or to their order. The Warrants for dividend, if declared, will be posted on 2nd September, 1998 or soon thereafter.

3. An Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 in relation to the Special Business of the Meeting is annexed hereto.

4. Members are requested to notify immediately changes, if any, in their respective addresses to the Company's Registered Office at 1/24, G.S.T. Road, Meenambakkam, Chennai 600 027, quoting their Folio numbers, to avoid unnecessary correspondence and to ensure prompt service by the Company.

5. A Member or his Proxy is requested to produce at the entrance of the Meeting Hall Attendance Slip forwarded to the Member duly completed and signed by him in accordance with the specimen signature registered with the Company. Xerox copy or torn Attendance Slip will not be accepted at the entrance of the Meeting Hall.

6. A Member or his Proxy is requested to bring the copy of Annual Report sent to the Members as extra copy thereof will not be supplied due to high cost of paper and printing.

7. Pursuant to Rule 4A of the Companies Unpaid Dividend (Transfer to General Revenue Account of the Central Government) Rules, 1978 the amounts of dividend declared at the Annual General Meeting of the Company held on 1st September, 1994 and remaining unpaid/unclaimed have been transferred to the General Revenue Account of the Central Government in terms of Section 205A (5) of the Companies Act, 1956. Any claim for payment of such unpaid/unclaimed dividend should be made by an application in Form II of the aforesaid Rules to The Registrar of Companies, Tamil Nadu, Shastri Bhawan, 26, Maddows Road, Chennai 600 006.

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