

ElH Associated Hotels Limited

A member of  *The Oberoi Group*



Annual Report 2008-2009

EH Associated Hotels Limited

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Twenty-sixth Annual General Meeting of the Company will be held at 3.00 P.M. on Monday, 24th August, 2009, at Trident, 1/24, G.S.T. Road, Meenambakkam, Chennai 600 027 to transact the following business:

1. To adopt the Audited Accounts of the Company for the year ended 31st March, 2009, together with the Directors' and Auditor's Reports.
2. To declare a Dividend.
3. (a) To appoint a Director in place of Mr. S.S. Mukherji, who retires by rotation and being eligible, offers himself for re-appointment.
(b) To appoint a Director in place of Mr. Anil Nehru, 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** :
"THAT Mr. Sudipto Sarkar be and is hereby appointed a Director of the Company whose period of office shall be liable to determination by retirement by rotation."
6. To consider and, if thought fit, to pass, with or without modification, the following Resolution, which will be proposed as an **Ordinary Resolution** :
"THAT Mr. Rajesh Kapadia be and is hereby appointed a Director of the Company whose period of office shall be liable to determination by retirement by rotation."

Registered Office :
1/24, G.S.T. Road
Meenambakkam
Chennai 600 027
29th June, 2009

By Order of the Board

R.Mitra
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.**
2. An Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, in relation to the items of Special Business to be transacted at the Meeting is annexed hereto.
3. (a) The Register of Shareholders of the Company will remain closed from 3rd August, 2009 to 24th August, 2009, both days inclusive.
(b) The Dividend, if declared, will be paid to those Shareholders whose names will appear in the Register of Shareholders at the close of business on 31st July, 2009.
4. As required under Clause 49IV(G)(i) of the Listing Agreement, particulars relating to Mr. S.S. Mukherji and Mr. Anil Nehru, Directors retiring by rotation and whose re-appointments have been proposed at the forthcoming Annual General Meeting are enclosed in the Appendix to this Notice.
5. Pursuant to the provisions of Section 109A of the Companies Act, 1956, Shareholders are requested to file Nomination Forms in respect of their Shareholdings. Any Shareholder wishing to avail of this facility may submit the prescribed Form 2B to the Registrar and Share Transfer Agent and also contact them for any assistance.
6. Shareholders are requested to notify immediately any change in their addresses to the Company's Registrar and Share Transfer Agent, EIH Limited, Investors Services Division, 4, Mangoe Lane, Kolkata 700 001.
7. A Shareholder or his Proxy will be required to produce at the entrance to the Meeting Hall, the Attendance Slips sent herewith, duly completed and signed. Neither photocopies nor torn/mutilated Attendance Slips will be accepted. The validity of an Attendance Slip will, however, be subject to the Shareholder continuing to hold shares on the date of the Meeting.
8. A Shareholder or his Proxy is requested to bring his copy of the Annual Report to the Meeting as extra copies will not be provided.

EXPLANATORY STATEMENT RELATIVE TO THE SPECIAL BUSINESS PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956 ("THE ACT")**Item No. 5**

At a Board Meeting held on 28th March, 2009, Mr. Sudipto Sarkar was appointed an Additional Director pursuant to the provisions of Section 260 of the Act. Mr. Sarkar will hold office up to the date of the forthcoming Annual General Meeting. The Company has received a Notice alongwith the requisite deposit under Section 257 of the Act from a Shareholder signifying his intention to propose the appointment of Mr. Sarkar at the forthcoming Annual General Meeting. Mr. Sarkar has filed with the Company his consent under Section 264(1) of the Act to act as a Director, if appointed.

Mr. Sarkar graduated in Mathematics from Presidency College, Calcutta. He obtained his TRIPOS in law from Jesus College, Cambridge. He completed his post graduation in law also from Jesus College and was called to the Bar from the Gray's Inn, London. A noted lawyer and author of several authoritative legal texts, Mr. Sarkar, as a practising Senior Advocate, specialises in the areas of corporate law and intellectual property law.

The particulars relating to Mr. Sarkar, as are required to be disclosed in accordance with Clause 49 of the Listing Agreement, are enclosed in the Appendix to this Notice.

Mr. Sarkar, in his capacity as a Non-executive Independent Director, will bring to bear on the Company his wide and varied business experience and expertise which will prove invaluable to the Company. The Board, therefore, recommends his appointment as a Director subject to retirement of Directors by rotation.

No other Director, save and except Mr. Sarkar, may be deemed concerned or interested in the Resolution.

Item No. 6

At a Board Meeting held on 29th June, 2009, Mr. Rajesh Kapadia was appointed an Additional Director pursuant to the provisions of Section 260 of the Act. Mr. Kapadia will hold office up to the date of the forthcoming Annual General Meeting. The Company has received a Notice alongwith the requisite deposit under Section 257 of the Act from a Shareholder signifying his intention to propose the appointment of Mr. Kapadia at the forthcoming Annual General Meeting. Mr. Kapadia has filed with the Company his consent under Section 264(1) of the Act to act as a Director, if appointed.

A Graduate in Commerce, Mr. Kapadia is a Senior practising Chartered Accountant.

The particulars relating to Mr. Kapadia, as are required to be disclosed in accordance with Clause 49 of the Listing Agreement, are enclosed in the Appendix to this Notice.

Mr. Kapadia, in his capacity as a Non-executive Independent Director, will bring to bear on the Company his wide and varied business experience and expertise which will prove invaluable to the Company. The Board, therefore, recommends his appointment as a Director subject to retirement of Directors by rotation.

No other Director, save and except Mr. Kapadia, may be deemed concerned or interested in the Resolution.

Registered Office :
1/24, G.S.T. Road
Meenambakkam
Chennai 600 027
29th June, 2009

By Order of the Board

R.Mitra
Company Secretary

**INFORMATION ON DIRECTORS SEEKING RE-APPOINTMENT
AT THE FORTHCOMING ANNUAL GENERAL MEETING
(PURSUANT TO CLAUSE 49IV(G)(i) 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 Board Committees in other Public Limited Companies | Other information | Remarks |
|--------------------|---------------|------------------------------|--|---|--|--|--|---|
| Mr. S.S. Mukherji | 18.07.1948 | 07.10.1988 | General Management | F.C.A. | 1. EIH Flight Catering Services Limited 2. EIH Limited 3. Golden Jubilee Hotels Limited 4. Island Hotel Maharaj Limited 5. Mashobra Resort Limited 6. Mercury Car Rentals Limited 7. Oberoi Kerala Hotels and Resorts Limited | A. EIH Limited Investors' Grievances Committee B. Island Hotel Maharaj Limited Audit Committee | Non-executive Non Independent Director • Shares held: 3,370 | Retires by rotation at the forthcoming Annual General Meeting |
| Mr. Anil Nehru | 02.05.1941 | 22.11.2004 | General Management; Former Wholtime Director, Pfizer Limited | M.S. (MIT, USA) | 1. Ayurvvet Limited 2. EIH Limited 3. Sanat Products Limited | A. Ayurvvet Limited Audit Committee B. EIH Limited Audit Committee | Non-executive Independent Director • Shares held: Nil | Retires by rotation at the forthcoming Annual General Meeting |
| Mr. Sudipto Sarkar | 21.03.1946 | 28.03.2009 | General Management and Corporate Law | B.Sc. (Maths.Hons.) Law (Tripos) Cambridge, UK; of the Grays Inn-Barrister-at-Law | 1. Bombay Stock Exchange Limited 2. Descon Limited 3. JSW Steel Limited 4. Vesuvius India Limited | Vesuvius Limited 1. Audit Committee 2. Share Transfer and Investor Grievance Committee | Non-executive Independent Director • Shares held: Nil | Being proposed for appointment at the forthcoming Annual General Meeting as a Director liable to retire by rotation |
| Mr. Rajesh Kapadia | 02.11.1956 | 29.06.2009 | Finance and Accounts | B.Com(Hons.), F.C.A. | 1. Asianet Satellite Communications Limited 2. Bhoruka Power Corporation Limited 3. Diagold Designs Limited 4. Exide Industries Limited 5. Goldiam International Limited 6. Goldiam Jewellery Limited 7. H&R Johnson (India) Limited 8. ING Vysya Life Insurance Company Limited 9. Innovasynth Technologies (India) Limited 10. Nilkamal Limited 11. Prism Cement Limited 12. Raheja QBE General Insurance Co. Limited | A. Asianet Satellite Communications Limited Audit Committee B. Bhoruka Power Corporation Limited Audit Committee C. Exide Industries Limited Audit Committee D. Goldiam International Limited Audit Committee E. H&R Johnson (India) Limited Audit Committee F. ING Vysya Life Insurance Company Limited Audit Committee G. Prism Cement Limited Shareholders/Investor Committee 1. Shareholders/Investor Committee 2. Audit Committee | Non-executive Independent Director • Shares held: Nil | Being proposed for appointment at the forthcoming Annual General Meeting as a Director liable to retire by rotation |

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BOARD

Mr. P.R.S. Oberoi
Chairman

Mr. Vikram Oberoi
Managing Director

Mr. S.S. Mukherji

Mr. L. Ganesh

Mr. Rajan Raheja

Mr. Anil Nehru

Mr. Sudipto Sarkar

Mr. Rajesh Kapadia

COMPANY SECRETARY

Mr. Romit Mitra

REGISTRAR AND SHARE TRANSFER AGENT

EIH Limited
4, Mangoe Lane
Kolkata 700 001

AUDITORS

Ray & Ray
Chartered Accountants
6, Church Lane
Kolkata 700 001

REGISTERED OFFICE

1/24, G.S.T. Road
Meenambakkam
Chennai 600 027

The Oberoi Dharma

FUNDAMENTAL CODE OF CONDUCT

We, as members of OBEROI Organisation are committed to display through our behaviour and actions the following CONDUCT which applies to all aspects of our Business :

CONDUCT which is of the highest ethical standards—intellectual, financial and moral and reflects the highest levels of courtesy and consideration to others.

CONDUCT which builds and maintains Team work, with mutual trust as the basis of all working relationship.

CONDUCT which puts the customer first, the Company second and the self last.

CONDUCT which exemplifies care for the customer through anticipation of need, attention to detail, excellence, aesthetics and style and respect for privacy along with warmth and concern.

CONDUCT which demonstrates two-way communication accepting constructive debate and dissent whilst acting fearlessly with conviction.

CONDUCT which demonstrates that people are our key asset, through respect for every employee, and leading from the front regarding performance achievements as well as individual development.

CONDUCT which at all times safeguards the safety, security, health and environment of customers, employees and the assets of the Company.

CONDUCT which eschews the short-term quick-fix for the long-term establishment of healthy precedent.

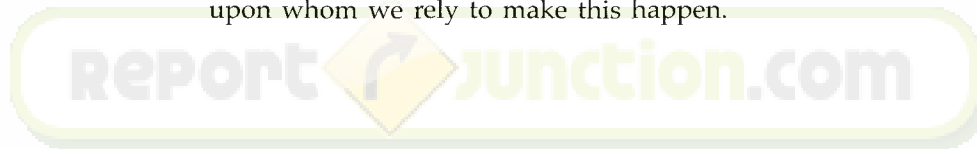
The Oberoi Group Mission

OUR GUESTS

We are committed to meeting and exceeding the expectations of our guests through our unremitting dedication to perfection, in every aspect of service.

OUR PEOPLE

We are committed to the growth, development and welfare of our people upon whom we rely to make this happen.



OUR DISTINCTIVENESS

Together we shall continue the Oberoi tradition of pioneering in the hospitality industry, striving for unsurpassed excellence in high potential locations all the way from the Middle East to Asia Pacific.

OUR SHAREHOLDERS

As a result, we will create extraordinary value for our stakeholders.