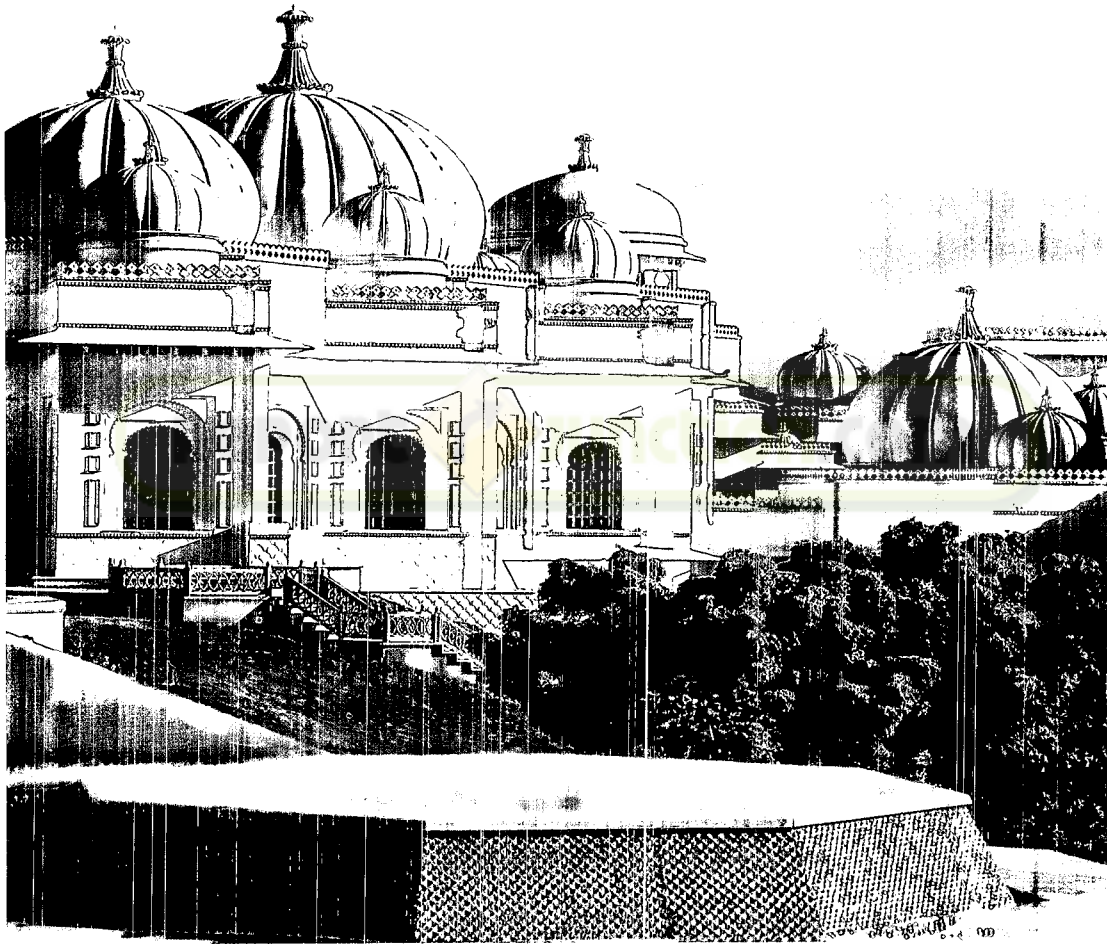


EH LIMITED

A member of  *The Oberoi Group*



Annual Report 2007 - 2008

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The Oberoi Udaivilās, Udaipur, India

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Fifty-eighth Annual General Meeting of the Company will be held at 11.30 A.M. on Thursday, 14th August, 2008, at The Oberoi Grand, 15, Jawaharlal Nehru Road, Kolkata 700 013 to transact the following business:

1. To adopt the Audited Accounts of the Company for the year ended 31st March, 2008, together with the Directors' and Auditor's Reports.
2. To declare a Dividend.
3. (a) To appoint a Director in place of Mr. L. Ganesh, who retires by rotation and being eligible, offers himself for re-appointment;
(b) To appoint a Director in place of Mr. Rajan Raheja, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Auditors and to fix their remuneration.

Registered Office :
4 Mangoe Lane
Kolkata 700 001
20th June, 2008

By Order of the Board

G. Ganguli
Secretary

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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. As required under the provisions of Clause 49(IV)(G)(i) of the Listing Agreement, particulars relating to Mr. L. Ganesh and Mr. Rajan Raheja, 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.
3. (a) The Register of Shareholders of the Company will remain closed from 29th July, 2008 to 14th August, 2008, both days inclusive;
(b) The Dividend, if declared, will be paid to those Shareholders whose names will appear in the Register of Shareholders as at the close of business on 28th July, 2008.
4. Shareholders are requested to notify immediately any change in their addresses to the Company's Investors Services Division.
5. A Shareholder or his Proxy will be required to produce at the entrance to the Meeting Hall, the Attendance Slip cum Entry Pass sent herewith duly completed and signed. Neither photocopies nor torn/mutilated Attendance Slips cum Entry Passes will be accepted. The validity of the Attendance Slip cum Entry Pass will, however, be subject to the Shareholder continuing to hold shares on the date of the Meeting.
6. 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.
7. 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 to the Investors Services Division the prescribed Statutory Form 2B. Should any assistance be desired, Shareholders should get in touch with the Investors Services Division.

**INFORMATION ON DIRECTORS SEEKING RE-APPOINTMENT
AT THE FORTHCOMING ANNUAL GENERAL MEETING
(PURSUANT TO CLAUSE 49(IV)(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. Rajan Raheja	17.06.1954	27.06.2002	General Management	B.Com	<ol style="list-style-type: none"> 1. Asianet Satellite Communications Limited 2. EIH Associated Hotels Ltd. 3. Exide Industries Limited 4. H&R Johnson (India) Limited 5. ING Vysya Life Insurance Company Limited 6. Juhu Beach Resorts Limited 7. Prism Cement Limited 8. Supreme Petrochem Limited 	<ol style="list-style-type: none"> 1. EIH Associated Hotels Ltd. • Audit Committee 2. Prism Cement Limited • Equity Share Transfer Committee • Remuneration Committee 3. Supreme Petrochem Limited • Investors' Grievance Committee 4. Juhu Beach Resorts Limited • Audit Committee 	<ul style="list-style-type: none"> • Non-executive Independent Director • Nil Shareholding in the Company 	Retires by rotation at the forthcoming Annual General Meeting
Mr. L. Ganesh	18.03.1954	30.01.2008	General Management	B.Com F.C.A. M.B.A.	<ol style="list-style-type: none"> 1. EIH Associated Hotels Ltd. 2. JMA Rane Marketing Ltd. 3. Kar Mobiles Limited 4. Rane Brake Lining Limited 5. Rane Diecast Limited 6. Rane Engine Valve Limited 7. Rane Holdings Limited 8. Rane Investments Limited 9. Rane (Madras) Limited 10. Rane NSK Steering Systems Limited 11. Rane TRW Steering Systems Limited 	<ol style="list-style-type: none"> 1. EIH Associated Hotels Ltd. • Audit Committee 2. Kar Mobiles Limited • Audit Committee • Share Transfer/Investors Service Committee 3. Rane Brake Lining Ltd. • Audit Committee • Investors Service Committee 4. Rane Engine Valve Ltd. • Investors Service Committee 5. Rane Holdings Limited • Audit Committee • Investors Service Committee 6. Rane NSK Steering Systems Limited • Audit Committee 7. Rane TRW Steering Systems Limited • Audit Committee 	<ul style="list-style-type: none"> • Non-executive Independent Director • Nil Shareholding in the Company 	Retires by rotation at the forthcoming Annual General Meeting

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Annual Report 2007-2008

CONTENTS

The Board of Directors	4
The Oberoi Dharma	6
The Oberoi Group Mission	7
Highlights	35
Chairman's Review	36
Directors' Report	38
Management Discussion and Analysis	41
Report on Corporate Governance	45
Statement pursuant to Section 212	57
Auditor's Report	58
Balance Sheet	64
Profit and Loss Account	65
Cashflow Statement	66
Schedules to Accounts	68
Consolidated Financial Statements	95

BOARD

Mr. P. R. S. Oberoi
Chairman & Chief Executive

Mr. S. S. Mukherji
Vice Chairman

Mr. Vikram Oberoi
Joint Managing Director (Operations)

Mr. Arjun Oberoi
Joint Managing Director (Development)

Mr. S. K. Dasgupta

Mr. Anil Nehru

Mr. Rajan Raheja

Mr. L. Ganesh

COMPANY SECRETARY

Mr. G. Ganguli

AUDITORS

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

REGISTERED OFFICE

4, Mangoe Lane
Kolkata 700 001



P.R.S. Oberoi, *Chairman*

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.