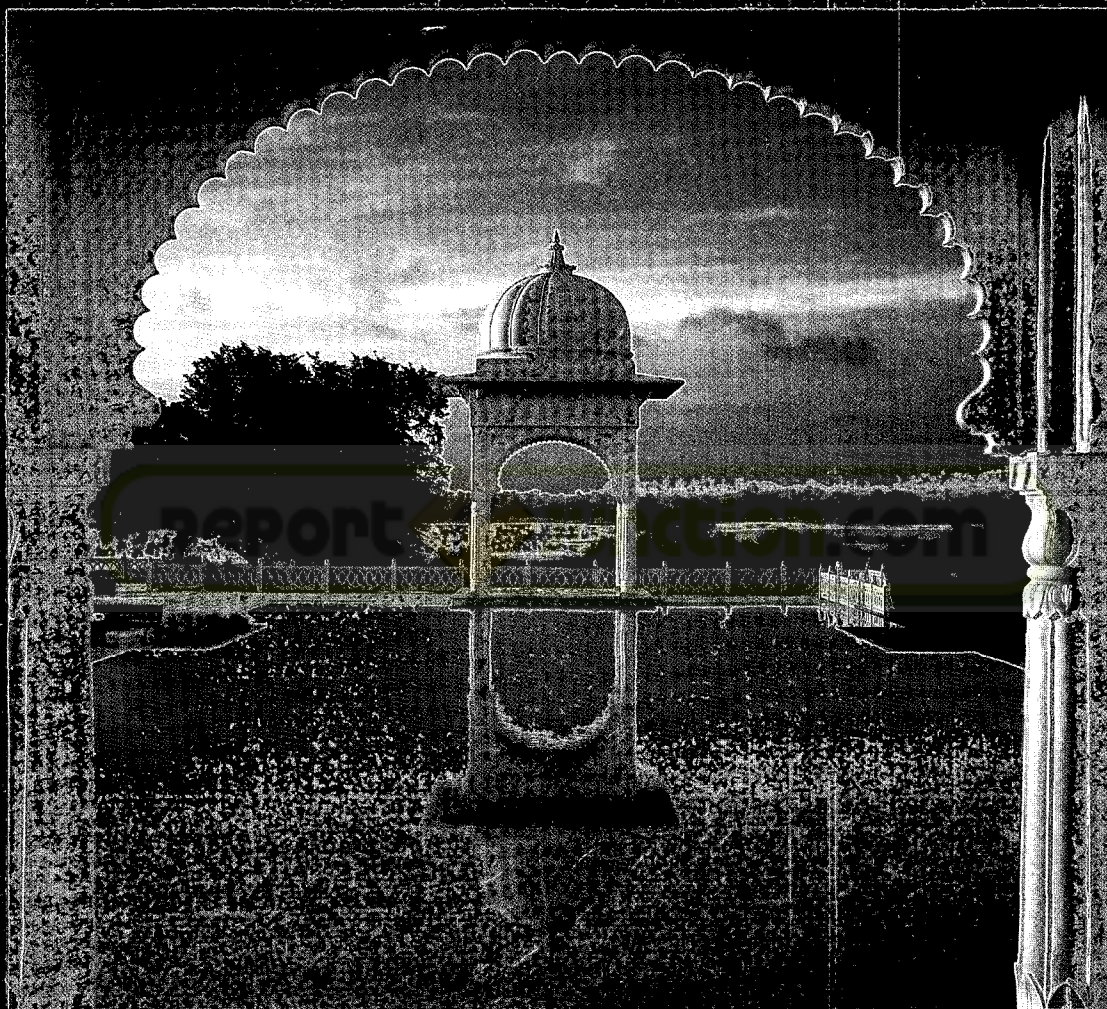


**EOH LIMITED**  
A member of *The Oberoi Group*



Annual Report 2008 - 2009

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*The Oberoi Udaivilās, Udaipur, India*

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Fifty-ninth Annual General Meeting of the Company will be held at 11.30 A.M. on Thursday, 20th August, 2009, 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, 2009, together with the Directors' and Auditor's Reports.
2. To declare a Dividend.
3. (a) To appoint a Director in place of Mr. Anil Nehru, who retires by rotation and, being eligible, offers himself for re-appointment.  
  
(b) To appoint a Director in place of Mr. Vikram Oberoi, 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 as an **Ordinary Resolution** :

"THAT pursuant to Sections 198, 269, 309 and other applicable Sections of the Companies Act, 1956, (including Schedule XIII thereto), the re-appointment of and payment of remuneration to Mr. Vikram Oberoi as a Joint Managing Director of the Company, for a period of five years from 1st July, 2009, in accordance with the terms and conditions contained in an Agreement (a draft of which initialled by the Chairman for purposes of identification is placed before the Meeting) to be entered into between the Company and Mr. Vikram Oberoi be and is hereby approved;

AND FURTHERMORE THAT for the purposes of giving effect to this Resolution, the Board of Directors of the Company be and is hereby authorised to do all such acts, matters, deeds and things as it may deem expedient in the interest of the Company."

6. To consider and, if thought fit, to pass, with or without modification, the following Resolution as an **Ordinary Resolution** :

"THAT pursuant to Sections 198, 269, 309 and other applicable Sections of the Companies Act, 1956 (including Schedule XIII thereto), the re-appointment of and payment of remuneration to Mr. Arjun Oberoi as a Joint Managing Director of the Company, for a period of five years from 1st July, 2009, in accordance with the terms and conditions contained in an Agreement (a draft of which initialled by the Chairman for purposes of identification is placed before the Meeting) to be entered into between the Company and Mr. Arjun Oberoi be and is hereby approved;

AND FURTHERMORE THAT for the purposes of giving effect to this Resolution, the Board of Directors of the Company be and is hereby authorised to do all such acts, matters, deeds and things as it may deem expedient in the interest of the Company."

**Registered Office :**  
4 Mangoe Lane  
Kolkata 700 001  
30th June, 2009

**By Order of the Board**

**G. Ganguli**  
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 20th 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 as at close of business on 31st July, 2009.
4. As required under the provisions of Clause 49IV(G)(i) of the Listing Agreement, particulars relating to Mr. Anil Nehru and Mr. Vikram Oberoi, Directors retiring by rotation and whose re-appointments are being 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 to the Investors Services Division the prescribed Statutory Form 2B. For any assistance, Shareholders should get in touch with the Investors Services Division.
6. Shareholders are requested to notify immediately any change in their addresses to the Company's Investors Services Division.
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 the Attendance Slips will, however, be subject to the Shareholder continuing to hold shares on the date of the Meeting.
8. A Shareholder or his Proxy is required 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

### Item No. 6 and 7

The respective terms of Mr. Vikram Oberoi and Mr. Arjun Oberoi, Joint Managing Directors expire as at close of business on 30th June, 2009.

The Board, at its Meeting held on 30th June, 2009, has re-appointed Mr. Vikram Oberoi and Mr. Arjun Oberoi as the Company's Joint Managing Directors for a further period of five years effective 1st July, 2009. The appointments together with their remuneration are subject to the approval of Shareholders at the forthcoming Annual General Meeting.

Mr. Vikram Oberoi and Mr. Arjun Oberoi are both Graduates in Economics from the Pepperdine University, USA and the University of Buckingham, UK, respectively. Both joined the Board of this Company as Non-executive Directors on 15th December, 1993. Appointed wholtime directors effective 1st July, 2004 for five years, they were designated first as Deputy Managing Directors from 1st July, 2004 to 26th June, 2007 and Joint Managing Directors thereafter.

The main terms of their re-appointment are as under:

#### I. Remuneration

##### (a) Base Salary

Mr. Vikram Oberoi and Mr. Arjun Oberoi will each be entitled to a Base Salary of Rs. 420,000 per month.

##### (b) Commission

Mr. Vikram Oberoi and Mr. Arjun Oberoi will each be entitled to a Commission of 0.75% of the Net Profits of the Company computed in the manner laid down in Section 309(1) of the Companies Act, 1956.

##### (c) Contributions to Provident Fund and Gratuity Fund as per the Rules of the Company.

##### (d) Perquisites and Benefits

Perquisites and benefits admissible to Mr. Vikram Oberoi and Mr. Arjun Oberoi each to include the following:

- (i) Company owned/leased accommodation or reasonable house rent for comparable accommodation and reimbursement of actual house maintenance expenses along with other expenses on gas, electricity, water and furnishings for the accommodation including maintenance, and repairing thereof, whether residing in own accommodation or Company owned/leased accommodation.



- (ii) Payment/Reimbursement of all domiciliary medical expenses actually incurred and all other actual expenses for hospitalisation, nursing home benefits, nursing, dental and optical treatment for self and family.
  - (iii) Leave Travel Assistance, once a year, comprising of First Class Air fare or, at his option, First Class Air-conditioned Railway fare for self and family to and from any destination in India and abroad plus all boarding, lodging and surface and/or water travel expenses. While abroad, such boarding, lodging and surface and/or water travel expenses to be borne in foreign exchange subject to the Reserve Bank of India Regulations prevailing at the relevant time.
  - (iv) Reimbursement of club fees including entrance fees.
  - (v) Benefit of Personal Accident Insurance of an amount agreed to between Mr. Vikram Oberoi and Mr. Arjun Oberoi individually with the Company.
  - (vi) Free use of Car with chauffeur.
  - (vii) Free use of telephone and internet facility at residence.
  - (viii) Entitlement of one month's leave with the above benefits as per Rules of the Company for every eleven months' service, including encashment of unavailed leave.
- II. Minimum Remuneration: In the event of absence or inadequacy of profits of the Company in the years during the period of their respective appointments, Mr. Vikram Oberoi and Mr. Arjun Oberoi will each be entitled to such remuneration by way of salary along with perquisites and other allowances as stated under Clause I above, such that the total remuneration to each does not exceed the ceilings provided in Section II of Part II of Schedule XIII of the Companies Act, 1956, ("the Act") or such statutory modifications or re-enactments thereof as may be in force at the material time.
- III. Powers of Management: Mr. Vikram Oberoi and Mr. Arjun Oberoi will have such powers of Management as may be entrusted to them from time to time.
- IV. Termination: Either Mr. Vikram Oberoi or Mr. Arjun Oberoi may terminate their respective Agreements after giving the Company six months notice in writing. The Company may likewise terminate the Agreements upon giving each six months notice in writing. A termination by the Company will, however, be subject to the provisions of Section 318 of the Act.
- V. Other terms and conditions of the Agreements are such as are customarily contained in similar Agreements.

Mr. Vikram Oberoi is the Managing Director of EIH Associated Hotels Limited but does not draw any remuneration from that Company. He will continue to do so.

Mr. Arjun Oberoi is the Managing Director of Mashobra Resort Limited, a Subsidiary, but does not draw any remuneration from that Company. He will continue to do so.

Mr. Vikram Oberoi and Mr. Arjun Oberoi should be deemed interested in their respective appointments. Mr. P.R.S. Oberoi, being a relative of Mr. Vikram Oberoi in accordance with Section 6 of the Act, should also be deemed interested in Mr. Vikram Oberoi's appointment. No other Director has any concern or interest in the Resolutions.

This Explanatory Statement is and should be treated as an abstract under Section 302 of the Act of the Agreements to be entered into between the Company and Mr. Vikram Oberoi and Mr. Arjun Oberoi.

The draft Agreements referred to above would be available for inspection at the Registered Office of the Company between 11 a.m. to 1 p.m. on any working day (excepting Saturday) and also at the Meeting.

As required under the provisions of Clause 49IV(G)(i) of the Listing Agreement, particulars of Mr. Vikram Oberoi and Mr. Arjun Oberoi are enclosed in the Appendix to the Notice.

The Resolutions, being in the interest of the Company, are recommended to Shareholders for acceptance.





**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. Anil Nehru	02.05.1941	22.11.2002	General Management; Former Wholetime Director, Pfizer Limited.	M.S. (MIT, USA)	1. Ayurvet Limited 2. EIH Associated Hotels Limited 3. Sanat Products Limited	A. Ayurvet Limited Audit Committee B. EIH Associated Hotels Limited Audit Committee	Non-executive Independent Director • Shares held - Nil	Retires by rotation at the forthcoming Annual General Meeting
Mr. Vikram Oberoi	08.12.1963	15.12.1993	Travel, Tourism and Hospitality	B.Sc. (Hons.)	1. EIH Associated Hotels Limited 2. Island Hotel Maharaj Limited 3. Mumtaz Hotels Limited	A. EIH Associated Hotels Limited Investors' Grievances Committee B. Island Hotel Maharaj Limited Audit Committee C. Mumtaz Hotels Limited Audit Committee	Executive Director designated Joint Managing Director. Related to Mr. P.R.S. Oberoi, Chairman and Chief Executive, within the meaning of the Companies Act, 1956 • Shares held – 3,993,480	• Retires by rotation at the forthcoming Annual General Meeting. • Present tenure as Executive Director expires on 30th June, 2009. Being proposed for re-appointment as Joint Managing Director for a fresh five year term effective 1st July, 2009
Mr. Arjun Oberoi	21.12.1966	15.12.1993	Travel, Tourism and Hospitality	B. Sc. (Hons.)	1. Mashobra Resort Limited 2. Mumtaz Hotels Limited	A. Mashobra Resort Limited Audit Committee B. Mumtaz Hotels Limited Audit Committee	Executive Director designated Joint Managing Director. • Shares held – 5,024,790	Present tenure as Executive Director expires on 30th June, 2009. Being proposed for re-appointment as Joint Managing Director for a fresh five year term effective 1st July, 2009.



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