

# BENARES HOTELS LIMITED

CIN: L55101UP1971PLC003480

Corporate Office: Taj Palace, Sardar Patel Marg, New Delhi - 110021

Tel.: (011) 6650 3549/3704, 26110202

E-mail: investor@tajhotels.com | Website: www.benareshotelslimited.com

September 8, 2022

## **BSE Limited**

Corporate Relationship Department,  
1st Floor, New Trading Ring,  
Rotunda Building, P.J Towers,  
Dalal Street, Fort,  
Mumbai – 400 001

**Scrip Code: 509438**

**Sub: Regulation 30 and Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) - Summary of the Proceedings, Voting Results and Scrutinizer’s Report of the 51<sup>st</sup> Annual General Meeting (“AGM”) of the Company held on September 8, 2022**

The 51<sup>st</sup> AGM of the Company was held on **Thursday, September 8, 2022 at 3.00 p.m. (IST) via two-way Video Conference** to transact the business as stated in the Notice dated April 19, 2022, convening the AGM.

In this regard, please find enclosed the following:

1. Summary of the Proceedings at the 51<sup>st</sup> AGM of the Company, as required under Regulation 30, Para A of Schedule III of the Listing Regulations - **Annexure A**
2. Voting Results of the business transacted at the AGM, as required under Regulation 44(3) of the Listing Regulations - **Annexure B.**
3. Report of the Scrutinizer dated September 8, 2022, on remote e-Voting before/during the AGM, pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 - **Annexure C.**

The AGM concluded at 3.55 p.m. (IST).

The Voting Results along with the Scrutinizer's Report dated September 8, 2022 is also being made available on the Company's website at <https://www.benareshotelslimited.com/en-in/AGM-2022/> and on the Website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

You are requested to kindly take the same on record.

Thanking you,

Yours faithfully,  
for **Benares Hotels Ltd.**

**Vanika Mahajan**  
**Company Secretary**

Encl. a/a

**Registered Office: Nadesar Palace Compound, Varanasi - 221 002**

**Tel.: (0542) 666 0001**

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**Annexure A**

## **Summary of the proceedings of the 51<sup>st</sup> Annual General Meeting**

The 51<sup>st</sup> Annual General Meeting ('AGM') of the Members of Benares Hotels Limited was held on Thursday, September 8, 2022 at 3:00 p.m. (IST) and concluded at 3:55 p.m. via two-way Video Conferencing ('VC'). The Company, while conducting the Meeting, adhered to the circulars issued by the Ministry of Corporate Affairs ('MCA') and the Securities and Exchange Board of India ('SEBI').

The Company Secretary welcomed the Members to the Meeting and briefed them on certain points relating to the participation at the Meeting through VC.

Dr. Anant Narain Singh, Chairman of the Board, chaired the Meeting from Varanasi. After declaring the requisite quorum to be present, the Chairman called the meeting to order. The Registers as required under the Companies Act, 2013 and other relevant documents mentioned in the Notice were available for inspection. Since there was no physical attendance of Members and in compliance with the Circulars issued by MCA and SEBI, the requirement of appointing proxies was not applicable. The details of the authorized representatives received from corporate shareholders were informed to the Members.

All the Directors attended the Meeting through video conference including Mr. Moiz Miyajiwala, Chairperson of the Audit & Risk Management Committee and Nomination & Remuneration Committee; Dr. Anant Narain Singh, Chairperson of the Stakeholders' Relationship Committee. Mr. Vivek Sharma - CEO, Mr. Harish Kumar - CFO and Ms. Vanika Mahajan Company Secretary & Compliance Officer attended the Meeting through video Conference from their respective locations.

The representatives of PKF Sridhar & Santhanam, LLP, Statutory Auditors, D.S. Associates, Secretarial Auditors and the Scrutinizer, were also present at the Meeting through VC.

With the consent of the shareholders, the Notice convening the AGM was taken as read. The Members were informed that the Statutory Auditors' Report and Secretarial Audit Report did not have any qualifications.

The Chairman made his opening remarks with respect to the industry scenario, growth outlook, operations of the Company and response to COVID-19.

The Company Secretary informed the Members that the Company had provided its Members the facility to cast their vote electronically through the National Securities Depository Limited ('NSDL') system before the Meeting. She further informed that the remote e-voting facility was also made available during the AGM for the benefit of Members who were present during the Meeting and had not cast their votes earlier through remote e-voting.

The Chairman informed the Members that Mr. Arvind Kohli – Practicing Company Secretary (FCS 4434, CP 2818), was appointed as the Scrutinizer by the Board to scrutinize the votes cast during the Meeting and through remote e-voting, in a fair and transparent manner.

The Chairman announced that the e-Voting facility was open and the following resolutions set out in the Notice convening the GM were put to vote by remote e-Voting before/during the Meeting:

**Registered Office: Nadesar Palace Compound, Varanasi - 221 002**

**Tel.: (0542) 666 0001**



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The following items of business were transacted at the meeting:

Item No.	Details of the Agenda	Resolution Required
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2022 together with the Reports of the Board of Directors and the Auditors thereon.	Ordinary
2.	To declare a dividend on Equity Shares for the financial year ended March 31, 2022.	Ordinary
3.	To appoint a Director in place of Mr. Rohit Khosla (DIN: 07163135), who retires by rotation and, being eligible, offers himself for re-appointment	Ordinary
4.	Commission to Directors	Special

The Chairman then invited the Members to express their views, give suggestions and make enquiries on the operations and financial performance of the Company and related matters. The Members were given an opportunity to speak in the order in which they had registered their names. The Chairman then responded to all the queries raised and clarifications sought by the Members.

The Chairman authorized Ms. Vanika Mahajan, Company Secretary to carry out the voting process and conclude the Meeting. He also authorized the Company Secretary to accept and countersign the Scrutinizer's Report and declare the consolidated voting results.

He informed the Members that the combined results of the remote e-voting before as well as during the AGM would be announced within 48 hours of the conclusion of the Meeting and the results along with the Scrutinizer's Report would be intimated to the Stock Exchanges in terms of the Listing Regulations and would be placed on the websites of the Company and NSDL.

The Chairman then thanked the Members for their continued support and for attending and participating in the Meeting. He also thanked the Directors for joining the Meeting virtually. The e-voting facility was kept open for the next 15 minutes to enable the Members to cast their vote. Upon completion of the e-voting process the Company Secretary declared the Meeting concluded.

This is for your information and records.

Yours sincerely,  
for Benares Hotels Ltd.

*Vanika*  
Vanika Mahajan  
Company Secretary



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Annexure B

## BENARES HOTELS LIMITED

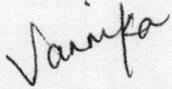
Voting Results: 51<sup>st</sup> AGM - 08.09.2022

Regulation 44(3) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015

Date of AGM	08-09-2022
Record date	01-09-2022
Total number of shareholders on record date	4587
<b>No. of shareholders present in the meeting either in person or through proxy</b>	
a) Promoters and Promoter group	N.A.
b) Public	N.A.
<b>No. of shareholders attended the meeting through video conferencing</b>	
a) Promoters and Promoter group	07
b) Public	25
<b>No. of resolution passed in the meeting</b>	4

Yours sincerely,

For Benares Hotels Limited



VANIKA MAHAJAN  
Company Secretary



Registered Office: Nadesar Palace Compound, Varanasi - 221 002

Tel.: (0542) 666 0001

### Resolution (1)

Resolution required: (Ordinary / Special)		Ordinary						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Description of resolution considered		to receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2022, together with the Report of the Board of Directors and the Auditors thereon						
Category	Mode of voting	No. of shares held	No. of votes polled	No. of votes polled	No. of votes in favour on votes polled	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		759688	96.0554	759688	0	100.0000	0.0000
	Poll	790885						
	Postal Ballot (if applicable)							
	Total	790885	759688	96.0554	759688	0	100.0000	0.0000
Public- Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public- Non Institutions	E-Voting		59704	11.7270	59704	0	100.0000	0.0000
	Poll	509115						
	Postal Ballot (if applicable)							
	Total	509115	59704	11.7270	59704	0	100.0000	0.0000
	Total	1300000	819392	63.0302	819392	0	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	



## Resolution (2)

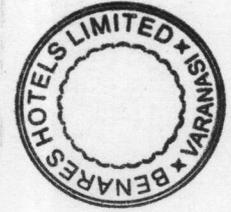
Resolution required: (Ordinary / Special)		Ordinary						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Description of resolution considered								
To declare a dividend on Equity Shares for the Financial Year ended March 31, 2022.								
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		759688	96.0554	759688	0	100.0000	0.0000
	Poll	790885						
	Postal Ballot (if applicable)							
	<b>Total</b>		759688	96.0554	759688	0	100.0000	0.0000
Public- Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>							
Public- Non Institutions	E-Voting		59704	11.7270	59704	0	100.0000	0.0000
	Poll	509115						
	Postal Ballot (if applicable)							
	<b>Total</b>		59704	11.7270	59704	0	100.0000	0.0000
<b>Total</b>			819392	63.0302	819392	0	100.0000	0.0000
<b>Whether resolution is Pass or Not.</b>						Yes		



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### Resolution (3)

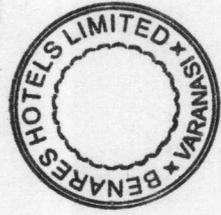
Resolution required: (Ordinary / Special)		Ordinary						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Description of resolution considered		To appoint a Director in place of Mr. Rohit Khosla (DIN: 07163135), who retires by rotation and, being eligible, offers himself for re-appointment.						
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		759688	96.0554	759688	0	100.0000	0.0000
	Poll	790885						
	Postal Ballot (if applicable)							
	<b>Total</b>		759688	96.0554	759688	0	100.0000	0.0000
Public- Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>							
Public- Non Institutions	E-Voting		59704	11.7270	59704	0	100.0000	0.0000
	Poll	509115						
	Postal Ballot (if applicable)							
	<b>Total</b>		59704	11.7270	59704	0	100.0000	0.0000
<b>Total</b>		1300000	819392	63.0302	819392	0	100.0000	0.0000
						Whether resolution is Pass or Not.		
						Yes		



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### Resolution (4)

Resolution required: (Ordinary / Special)		Special						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Description of resolution considered		Commission to Directors						
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		759688	96.0554	759688	0	100.0000	0.0000
	Poll	790885						
	Postal Ballot (if applicable)							
	<b>Total</b>	790885	759688	96.0554	759688	0	100.0000	0.0000
Public- Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>							
Public- Non Institutions	E-Voting		59704	11.7270	59704	0	100.0000	0.0000
	Poll	509115						
	Postal Ballot (if applicable)							
	<b>Total</b>	509115	59704	11.7270	59704	0	100.0000	0.0000
<b>Total</b>		1300000	819392	63.0302	819392	0	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	



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**REPORT OF SCRUTINIZER**  
**FORM NO. MGT-13**

[Pursuant to Section 108 of Companies Act, 2013 and Rule 20 of the Companies  
(Management and Administration) Rules, 2014 as amended by Companies  
(Management and Administration) Amendment Rules, 2015]

To,  
Mr. Anant Narain Singh  
Chairman  
**The Benares Hotels Limited**  
Nadesar Palace Compound  
Varanasi- 221 002.

Ref: 51<sup>st</sup> Annual General Meeting of the Equity Shareholders of “**Benares Hotels Limited**”,  
held on Thursday, September 8, 2022 at 3.00 p.m. IST through Video Conferencing.

**Sub: Scrutinizer’s Report**

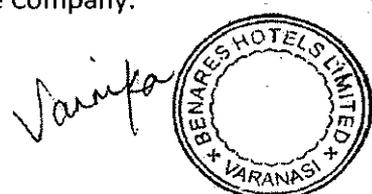
Dear Sir,

I, Arvind Kohli, appointed as a scrutinizer by the Board of Directors of Benares Hotels Limited (CIN: L55101UP1971PLC003480) having its Registered Office situated at Nadesar Palace Compound, Varanasi - 221002, for conducting the remote e-voting made on the under mentioned resolution(s), at the 51<sup>st</sup> Annual General Meeting (‘AGM’/‘Meeting’) of the Equity Shareholders of Benares Hotels Limited, held on Thursday, September 8, 2022 at 03.00 p.m. IST through Video Conferencing (‘VC’) pursuant to the Ministry of Corporate Affairs (MCA) Circulars dated April 08, 2020 read with Circulars dated April 13, 2020, May 5, 2020, January 13, 2021, December 14, 2021 and May 05, 2022, submit my report as under.

I was also appointed as Scrutinizer to scrutinize the voting process during the said AGM held on Thursday, September 8, 2022.

To enable wider participation by Shareholders, in the e-voting process and pursuant to provisions of Section 108 of the Companies Act, 2013 (the Act) and the Rules made there under and as required under SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 the Company had provided remote e-voting facility to its Shareholders. The remote e-Voting period commenced on Monday, September 5, 2022 at 9.00 a.m. (IST) and ended on Wednesday, September 7, 2022 at 5.00 p.m. (IST). During this period Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of Thursday, September 1, 2022 could cast their vote by remote e-voting.

The Company had availed the e-voting facility offered by National Securities Depository Limited for conducting remote e-voting by the Shareholders of the Company.





The Members who were present at the Meeting by VC but had not cast their votes by availing the remote e-voting facility, were allowed to vote electronically during the Meeting.

After the e-voting was concluded through VC, the electronic votes cast were unlocked by me in the presence of two witnesses who were not in the employment of the Company. Subsequently, the votes cast were reconciled with the records maintained by the Company and the authorizations lodged with the Company.

I now submit my consolidated report as under on the result of the remote e-voting prior to and during the AGM in respect of the said resolutions:

**Resolutions No. 1 : Ordinary Resolution**

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2022, together with the Reports of the Board of Directors and the Auditors thereon.

i. Voted in favour of the resolution:

Number of Members voting electronically	Number of votes cast by them	% of total number of valid votes cast
53	819392	100%

ii. Voted against the resolution:

Number of Members voting electronically	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

iii. Invalid votes:

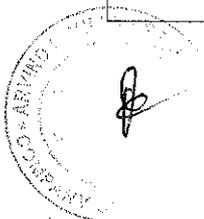
Number of Members voting electronically	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

**Resolution No. 2 : Ordinary Resolution**

To declare a dividend on Equity Shares for the financial year ended March 31, 2022.

i. Voted in favour of the resolution:

Number of Members voting electronically	Number of votes cast by them	% of total number of valid votes cast
53	819392	100%



*Vaishya*



ii. Voted against the resolution:

Number of Members voting electronically	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

iii. Invalid votes:

Number of Members voting electronically	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

**Resolution No. 3 : Ordinary Resolution**

To appoint a Director in place of Mr. Rohit Khosla (DIN: 07163135) who retires by rotation and, being eligible, offers himself for re-appointment.

i. Voted in favour of the resolution:

Number of Members voting electronically.	Number of votes cast by them	% of total number of valid votes cast
53	819392	100%

ii. Voted against the resolution:

Number of Members voting electronically.	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

iii. Invalid votes:

Number of Members voting electronically.	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

**Resolution No. 4 : Special Resolution**

**Commission to Directors**

i. Voted in favour of the resolution:

Number of Members voting electronically	Number of votes cast by them	% of total number of valid votes cast
53	819392	100%





ii. Voted **against** the resolution:

Number of Members voting electronically	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

iii. **Invalid** votes:

Number of Members voting electronically	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

I report that all the Resolutions have been passed by the Shareholders by the requisite majority.

Thank you,

Yours faithfully,

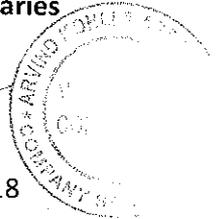
For ARVIND KOHLI & ASSOCIATES  
Company Secretaries

ARVIND KOHLI  
FCS 4434, CP 2818  
SCRUTINIZER

Date: September 08, 2022

Place: New Delhi

UDIN: F004434D000942987



For BENARES HOTELS LIMITED

VANIKA MAHAJAN  
ACS 34515  
COMPANY SECRETARY

Date: September 08, 2022

Place: New Delhi





**BENARES HOTELS LIMITED - Summary of e-voting - AGM – 08.09.2022**

Statement of voting received in respect of the Resolution proposed at the AGM of the Company held on Thursday, 08<sup>th</sup> September, 2022.

Resolution No.	Resolution	Assent	%	Dissent	%	Total	%	Invalid	%	Total Votes Cast
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2022 together with the Reports of the Board of Directors and the Auditors thereon.	819392	100	0	0	819392	100	0	0	819392
Resolution No.	Resolution	Assent	%	Dissent	%	Total	%	Invalid	%	Total Votes Cast
2.	To declare a dividend on Equity Shares for the financial year ended March 31, 2022.	819392	100	0	0	819392	100	0	0	819392
Resolution No.	Resolution	Assent	%	Dissent	%	Total	%	Invalid	%	Total Votes Cast
3.	To appoint a Director in place of Mr. Rohit Khosla (DIN: 07163135) who retires by rotation and, being eligible, offers himself for re-appointment.	819392	100	0	0	819392	100	0	0	819392
Resolution No.	Resolution	Assent	%	Dissent	%	Total	%	Invalid	%	Total Votes Cast
4.	Commission to Directors	819392	100	0	0	819392	100	0	0	819392



*Varnika*

