

BENARES HOTELS LIMITED

54th Annual Report 2024-2025





JAMSETJI NUSSERWANJI TATA
03 March 1839 to 19 May 1904

In a free enterprise,
the community is not just
another stakeholder in business,
but is in fact the very purpose
of its existence

Remembering Mr. Tata



PADMA VIBHUSHAN
MR. RATAN N. TATA
28.12.1937 – 09.10.2024

It is with a profound sense of loss that we bid farewell to Mr. Ratan Naval Tata, a truly uncommon leader whose immeasurable contributions have shaped not only the Tata Group but also the very fabric of our nation.

For the Tata Group, Mr. Tata was more than a chairperson. He inspired by example. With an unwavering commitment to excellence, integrity and innovation, the Tata Group under his stewardship expanded its global footprint while always remaining true to its moral compass.

Mr. Tata's dedication to philanthropy and the development of society has touched the lives of millions. From education to healthcare, his initiatives have left a deep-rooted mark that will benefit generations to come.

His legacy will continue to inspire us as we strive to uphold the principles he so passionately championed.

Corporate Information

Board of Directors

DR. ANANT NARAIN SINGH	Chairman
MOIZ MIYAJIWALA	Non-Executive - Independent Director
PUNEET RAMAN	Non-Executive - Independent Director
ANITA BELANI	Non-Executive - Independent Director
ROHIT KHOSLA	Non-Executive - Non Independent Director
BEEJAL DESAI	Non-Executive - Non Independent Director

Company Secretary

Vanika Mahajan

Auditors

PKF Sridhar & Santhanam, LLP
Chartered Accountants

Registered Office

Taj Ganges
Nadesar Palace Compound
Varanasi - 221 002
Phone: 0542-6660001
Website: www.benareshotelslimited.com
CIN: L55101UP1971PLC003480

Corporate Office

Taj Palace
Sardar Patel Marg,
New Delhi - 110 021
Phone: 011-66503589
Email: investor@tajhotels.com

Registrar and Share Transfer Agent

MUFG Intime India Private Limited
(Erstwhile Link Intime India Private Limited)
(Unit: Benares Hotels Limited)
Noble Heights, 1st Floor, Plot No. NH 2, LSC
C-1 Block, Near Savitri Market, Janakpuri,
New Delhi-110058
Phone: 011 4941 1000/ 011 41410593
Fax: +91 11 4141 0591
Email: delhi@linkintime.co.in
Website: www.in.mpms.mufig.com

BENARES HOTELS LIMITED
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HIGHLIGHTS	2024-25	2023-24
	₹ Lakhs	₹ Lakhs
Gross Revenue	14,066.82	12,379.87
Profit Before Tax	5,810.97	4,808.62
Profit After Tax	4,324.95	3,604.28
Total Comprehensive Income	4,296.95	3,582.15
Retained Earnings	17,141.59	13,169.64
Total Assets	19,539.40	15,607.41
Net Worth	17,271.59	13,299.64
Borrowings	—	—
Debt : Equity Ratio	—	—
Net Worth Per Equity Share (₹ 10/- Each)	₹ 1,328.58	₹ 1,023.05
Earnings Per Equity Share (₹ 10/- Each)	₹ 332.69	₹ 277.25
Profit before Tax Ratio to Turnover	41.31%	38.84%

Notice to the Members

Notice is hereby given that the Fifty Fourth (54th) Annual General Meeting of BENARES HOTELS LIMITED will be held on Tuesday, August 12, 2025 at 03:00 p.m. IST through Video Conferencing / Other Audio-Visual means, to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2025, together with the Reports of the Board of Directors and the Auditors thereon.
2. To declare a dividend on Equity Shares for the financial year ended March 31, 2025.
3. To appoint a Director in place of Mr. Beejal Desai (DIN: 03611725), who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

4. **Appointment of Secretarial Auditors of the Company.**

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modifications or re-enactment thereof for the time being in force and pursuant to Regulation 24A of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, as amended from time to time, and based on the recommendations of the Board of Directors, the consent of the Members be and is hereby accorded to the appointment of M/s. D. S. Associates, Practicing Company Secretary (C.P. No. 7347), as the Secretarial Auditors of the Company to hold office for a period of five consecutive financial years commencing from FY 2025-26 to FY 2029-30, to conduct the

secretarial audit of the Company on such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Secretarial Auditors from time to time;

RESOLVED FURTHER THAT the Board of Directors of the Company, or the Company Secretary be and are hereby authorized to finalize the terms and conditions of the appointment, including the remuneration, and to do all such acts, deeds, matters, and things as may be necessary, expedient, or incidental to give effect to this resolution.”

NOTES

1. The Ministry of Corporate Affairs (MCA) vide its General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, and subsequent circulars issued in this regard, the latest being 09/2024 dated September 19, 2024 (collectively referred to as 'MCA Circulars') has permitted the holding of the Annual General Meeting (AGM) through Video Conferencing / Other Audio-Visual means ('VC/OAVM'), without the physical presence of the Members at a common venue. Further, the Securities and Exchange Board of India ('SEBI') vide its circulars dated May 12, 2020, and subsequent circulars issued in this regard, the latest being October 3, 2024 ('SEBI Circulars') has provided certain relaxations from compliance with certain provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations').
2. In compliance with the applicable provisions of the Companies Act, 2013 ('the Act'), the SEBI Listing Regulations, and the MCA Circulars, the 54th AGM of the Company is being held through VC / OAVM on Tuesday, August 12, 2025 at 03:00 P.M. (IST). The proceedings of the 54th AGM shall be deemed to be conducted at the Registered Office of the Company at Taj Ganges, Nadesar Palace Compound, Varanasi 221002.
3. PURSUANT TO THE PROVISIONS OF THE ACT AND SEBI LISTING REGULATIONS, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS

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ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC OR OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.

4. Institutional/Corporate Shareholders (i.e. other than Individuals, HUF, NRIs, etc.) are required to send scanned copy (PDF/JPG Format) of their respective Board or governing Body Resolution/Authorization, etc. authorizing their representative to attend the AGM through VC/OAVM and to vote through remote e-Voting with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote. The said Resolution/ Authorization shall be sent to the Scrutinizer by e-mail to investor@tajhotels.com, with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e., other than Individuals, HUF, NRI etc.) can also upload their Board Resolution/ Power of Attorney/ Authority Letter etc. by clicking on "Upload Board Resolution/ Authority Letter" displayed under "e-Voting" tab in their login.
5. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company as of the cut-off date will be entitled to vote at the AGM.
6. The Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the business under Item No. 4 of the Notice is annexed hereto. The Board of Directors have considered and decided to include Item No. 4 as given above, in the forthcoming AGM as it is unavoidable in nature. The relevant details with respect to Item

No. 4 of the Notice pursuant to Regulation 36(5) of the SEBI Listing Regulations in respect of the appointment of Secretarial Auditors at this AGM is annexed. Requisite declarations have been received from the Secretarial Auditor seeking appointment.

7. The Members can join the AGM in VC/OAVM mode 30 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in this Notice. The Members will be able to view the live proceedings on National Securities Depository Limited's ('NSDL') e-Voting website at www.evoting.nsdl.com. The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 Members on a first come first served basis as per the MCA Circulars. The large shareholders (i.e. shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit and Risk Management Committee, the Nomination and Remuneration Committee and the Stakeholders' Relationship Committee, the Auditors, etc. may be allowed to attend the meeting without any restrictions on first come first served basis.
8. The attendance of the Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
9. In line with the MCA Circulars and SEBI Circulars, the Annual Report including the Notice of the AGM for FY 2024-25 is being sent by electronic mode to all the Members whose e-mail addresses are registered with the Company / NSDL and the Central Depository Services (India) Limited ('CDSL'), collectively 'Depositories'. In accordance with the provisions of the SEBI Listing Regulations, the Company has sent a letter to those shareholders who have not registered their e-mail addresses with the Company or Depository participants containing the web-link, along with the exact path, to access the complete Annual Report, including the Notice of the AGM. Members are requested to access the Annual Report electronically to support the Green Initiative.

The Company shall send a physical copy of the Annual Report to those Members who specifically request for the same at investor @tajhotels.com mentioning their Folio No. / DP ID and Client ID. The Notice convening the AGM and the Annual Report have been uploaded on the website of the Company at <https://www.benareshotelslimited.com/en-in/agm-2025> and may also be accessed from the relevant section of the website of the Stock Exchange where the equity shares of the Company is listed i.e. BSE Limited at www.bseindia.com and the website of NSDL at www.evoting.nsdl.com.

10. Record Date and Dividend:

The Company has fixed Tuesday, August 5, 2025 as the 'Record Date' for determining entitlement of Members to final dividend for the financial year ended March 31, 2025, if approved at the AGM.

The dividend of Rs. 25/- per equity share of Rs. 10 each (250%), if approved at the AGM, will be paid subject to deduction of tax at source (TDS) on or after Friday, August 22, 2025, by way of electronic mode as under:

- (a) **For shares held in electronic form:** To all the Beneficial Owners as of close of the business hours on Tuesday, August 5, 2025 as per the list of beneficial owners made available by the Depositories; and
- (b) **For shares held in physical form:** To all Members whose names appear in the Company's Register of Members, after giving effect to valid transmission and transposition in respect of valid requests lodged with the Company latest by the close of the business hours on Tuesday, August 5, 2025.

11. Following the acquisition of Link Group by Mitsubishi UFJ Trust & Banking Corporation (MUTB), the name of the Registrar and Transfer Agent of the Company has been changed from Link Intime India Private Limited to MUFG Intime India Private Limited effective December 31, 2024. The name change has no impact on the company's business operations or contractual obligations.

12. Pursuant to the Finance Act, 2020, dividend income is taxable in the hands of the Shareholders and the Company is required to deduct TDS from dividend paid to the Members at prescribed rates in the Income Tax Act, 1961 ('the IT Act'). In general, to enable compliance with TDS requirements, Members are requested to complete and / or update their Residential Status, Permanent Account Number ('PAN'), Category as per the IT Act with their DPs or in case shares are held in physical form, with the Company / MUFG Intime Private Limited ('RTA') by updating the same at: <https://web.in.mpms.mufig.com/formsreg/submission-of-form-15g-15h.html> on or before Friday, August 1, 2025 in order to enable the Company to determine and deduct appropriate TDS / withholding tax rate. No communication/ documents on the tax determination/deduction shall be considered post 11:59 PM (IST) of Friday, August 1, 2025.

A communication providing information and detailed instructions with respect to tax on the dividend for the financial year ended March 31, 2025 was also sent separately to the Members of the Company whose e-mail addresses are registered with the Company/ Depositories.

13. Updation of mandate for receiving dividend directly in bank account through Electronic Clearing System or any other means in a timely manner:

Shares held in Physical form: Folios of members holding shares in physical form should be KYC compliant to receive dividends directly in their bank accounts in a timely manner through Electronic Clearing Service or any other means. Members are requested to follow the below instructions and send the following documents in original to the RTA, latest by Friday, August 1, 2025:

- a) Form ISR-1 duly filed and signed along with the supporting documents. The said form is available on the website of the Company at <https://www.benareshotelslimited.com/en-in/disclosures/> and on the website of the RTA at www.in.mpms.mufig.com.
- b) Cancelled cheque in original, bearing the name of the Member or first holder, in case

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shares are held jointly. In case name of the holder is not available on the cheque, kindly submit the following documents:

- i) Cancelled cheque in original
- ii) Bank attested legible copy of the first page of the Bank Passbook/ Bank Statement bearing the names of the account holders, address, same bank account number and type as on the cheque leaf and full address of the bank branch.
- c) Self-attested photocopy of the PAN Card of all the holders; and
- d) Self-attested photocopy of any document (such as Aadhaar Card, Driving License, Election Identity Card, Passport) in support of the address of the first holder as registered with the Company.

Shares held in electronic form: Members may please note that their bank details as furnished by the respective Depository Participants (DPs) to the Company will be considered for remittance of dividend as per the applicable regulations of the DPs and the Company will not be able to accede to any direct request from such Members for change/ addition/ deletion in such bank details. Accordingly, Members holding shares in electronic form are requested to ensure that their Electronic Bank Mandate is updated with their respective DPs by Friday, August 1, 2025.

Further, please note that instructions, if any, already given by Members in respect of shares held in physical form, will not be automatically applicable to the dividend paid on shares held in electronic form.

14. Members are requested to note that dividends, if not encashed within a period of seven years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). Further, all the shares on which dividends remain unpaid or unclaimed for a period of seven consecutive years or more shall be transferred to the demat account of the IEPF Authority as notified by the Ministry of Corporate Affairs. In view of this, Members / Claimants are requested to claim their dividends from the Company, within the stipulated timeline. The details of unclaimed

dividend to be transferred to IEPF is available on the website of the Company at www.benareshotelslimited.com. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority, in Form No. IEPF-5 available on www.iepf.gov.in. The Members/Claimants can file only one consolidated claim in a financial year as per the IEPF Rules. For details, please refer to the Report on Corporate governance, which is a part of the Annual Report.

15. Updation of KYC, PAN and other details:

Pursuant to SEBI Master Circular no. SEBI/HO/MIRSD/ POD-1/P/CIR/2024/37 dated May 7, 2024 issued to the Registrar and Transfer Agents and SEBI Circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023, as amended, SEBI has mandated that, with effect from April 1, 2024, dividend to the security holders holding shares in physical mode shall be paid only through electronic mode. Such payment to the eligible shareholders holding physical shares shall be made only after they have furnished their PAN, Contact Details (Postal Address with PIN and Mobile Number), Bank Account Details, Specimen Signature, etc., for their corresponding physical folios with the Company or its RTA. Relevant FAQs have been published by SEBI in this regard. The FAQs and the abovementioned SEBI Master Circular and SEBI Circular are available on SEBI's website and the website of the Company at www.benareshotelslimited.com

The forms for updation of PAN, KYC, Bank details and Nomination viz. Forms ISR-1, ISR-2, ISR-3 and SH-13 are available on our website at

<https://www.benareshotelslimited.com/en-in/disclosures/>. In view of the above, we urge Members holding shares in physical form to submit the required forms duly filled up and signed, along with the supporting documents at the earliest to the RTA. Towards this the Company is sending letters to the Members holding shares in physical form, in relation to applicable SEBI Circular(s). Members who hold shares in dematerialized form and wish to update their PAN, KYC, Bank details and

Nomination, are requested to contact their respective DPs. Further, Members holding shares in physical form are requested to ensure that their PAN is linked to their Aadhaar card.

16. Members are also requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, PAN, registration of nomination, power of attorney registration, Bank Mandate details, etc. to their DPs in case the shares are held in electronic form and to the RTA at delhi@in.mpms.mufig.com in case the shares are held in physical form, quoting their folio number. Changes intimated to the DP will then be automatically reflected in the Company's records. Further, Members may note that SEBI has mandated the submission of PAN by every member in the Securities Market.
17. Members may please note that SEBI vide its Circular dated January 25, 2022, has mandated the Listed Companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/ Exchange of securities certificate; Endorsement; Sub-division/ Splitting of securities certificate; Consolidation of securities certificates/folios; Transmission and Transposition.
18. Accordingly, shareholders are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the website of the Company at <https://www.benareshotelslimited.com/en-in/disclosures/> and on the website of the RTA at <https://web.in.mpms.mufig.com/client-downloads.html> under the General tab. It may be noted that any service request can be processed only after the folio is KYC Compliant.
19. In accordance with Regulation 40 of the SEBI Listing Regulations, as amended, all requests for transfer of securities including transmission and transportation requests shall be processed only in dematerialized form. In view of the same and to get inherent benefits of dematerialisation, Members holding shares of the Company in physical form, are requested to kindly get their shares converted into

dematerialised form. Members can contact the Company's RTA at delhi@in.mpms.mufig.com for assistance in this regard.

20. SEBI vide its Circulars dated July 31, 2023, and August 4, 2023, read with Master Circular dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market.

Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>).
21. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or Form SH-14, as the case maybe. The said forms can be downloaded from the Company's website at <https://www.benareshotelslimited.com/en-in/disclosures> and from the website of the RTA at <https://web.in.mpms.mufig.com/client-downloads.html> under the General tab. Members are requested to submit the said form to their DP in case the shares are held by them in electronic form and to the RTA at delhi@in.mpms.mufig.com in case the shares are held in physical form, quoting their folio no.
22. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form only.
23. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible.

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Members are also advised to not leave their Demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified from time to time.

24. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act; the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act, will be available electronically for inspection before and during the AGM. Members seeking to inspect such documents can send a request to the Company at investor@tajhotels.com stating their name and DP / Client ID or Folio Nos.

25. Process for registering e-mail addresses to receive the Notice of AGM and the Annual Report for FY 2024-25 and cast votes electronically:

I. Registration of email addresses with RTA:

The Company has made special arrangements with the RTA for registration of e-mail addresses of those Members (holding shares either in electronic or physical form) who wish to receive this Notice electronically and cast votes electronically. Eligible Members whose e-mail addresses are not registered with the Company/ DPs are required to provide the same to the RTA on or before 5:00 p.m. IST on Friday, August 1, 2025.

Process to be followed for registration of e-mail address is as follows:

- a) Visit the link:
https://web.in.mpms.mufg.com/EmailReg/Email_Register.html
- b) Select the name of the Company from drop-down viz. **Benares Hotels Limited**;
- c) Enter the Folio No./DP ID, Client ID, Shareholder Name, PAN details, Mobile no. and email address.

Members holding shares in physical form are additionally required to enter one of their share certificate numbers and upload a self-attested copy of the PAN

Card and address proof viz. Aadhaar Card or Passport and front and backside of their share certificate.

- d) The system will send OTP on mobile no. and e-mail address
- e) Enter OTP received on Mobile no. and e-mail address
- f) The system will then confirm the e-mail address for the limited purpose of service of Notice of AGM along with Annual Report 2024-25 and e-voting credentials.

After successful submission of the e-mail address, NSDL will e-mail a copy of this AGM Notice and Annual Report & Annual Accounts for FY 2024-25 along with the e-Voting user ID and password. In case of any queries, Members may write to evoting@nsdl.com.

In case of any queries, Members may raise a service request by clicking on "Service Request" option under "Investor Services" tab available on the website of the RTA at

<https://www.in.mpms.mufg.com/> or

<https://www.evoting.nsdl.com/>.

II. Registration of e-mail address permanently with Company/DP:

To support the Green Initiative, Members are requested to register their e-mail address with their concerned DPs, in respect of electronic holding and with the RTA, in respect of physical holding, by submitting their queries by clicking on "Service Request" option under "Investor Services" tab available on the website of the RTA at <https://www.in.mpms.mufg.com/>. Further, those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated/ updated with their DPs/ RTA to enable servicing of notices/ documents/ Annual Reports and other communications electronically to their e-mail address in future.

III. Alternatively, those Shareholders who have not registered their e-mail addresses are required to send an e-mail request to

evoting@nsdl.com along with the following documents for procuring user id and password for remote e-Voting for the resolutions set out in this Notice:

- In case shares are held in **physical mode**, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), self-attested scanned copy of PAN card, and self-attested scanned copy of Aadhar Card.
- In case shares are held in **electronic mode**, please provide DP ID-Client ID (8-digit DP ID + 8-digit Client ID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, self-attested scanned copy of PAN card, self-attested scanned copy of Aadhar Card. If you are an Individual share-holder holding securities in electronic mode, you are requested to refer to the login method explained at para X below under step 1 (A) i.e., Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in electronic mode.

26. Process and manner for remote e-Voting before/during the AGM:

- I. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, Secretarial Standard-2 on General Meetings issued by ICSI, Regulation 44 of the SEBI Listing Regulations (as amended) read with the MCA Circulars and SEBI Circular dated December 9, 2020, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has engaged the services of NSDL for facilitating remote e-voting before as well as during the AGM to enable the members to cast their votes electronically.
- II. Members of the Company holding shares either in physical form or in electronic form as on the cut-off date of Tuesday, August 5, 2025 may cast their vote by

remote e-Voting. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting, before as well as during the AGM. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.

- III. The remote e-Voting period commences on **Friday, August 8, 2025 at 9.00 a.m. (IST) and ends on Monday, August 11, 2025 at 5.00 p.m. (IST)**. The remote e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. The voting rights of the Members (for voting through remote e-Voting before and during the AGM) shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date of Tuesday, August 5, 2025.
- IV. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a member of the Company after the dispatch of the Notice and holding shares as on the cut-off date, i.e., Tuesday, August 5, 2025, may obtain the Login ID and password by sending a request at evoting@nsdl.com. However, if the member is already registered with NSDL for remote e-voting, then the member can use the existing user ID and password for casting their vote. If you forget your password, you can reset your password by using "Forgot User Details/ Password" or "Physical User Reset Password" option available on <http://www.evoting.nsdl.com> or call on 022 - 4886 7000. In case of Individual Shareholders holding securities in Demat mode who acquires shares of the Company and become a Member of the Company after the dispatch of the Notice and holding shares as of the cut-off date i.e., Tuesday, August 5, 2025, may follow

steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".

- V. Members will be provided with the facility for voting through remote e-voting system during the VC/OAVM proceedings at the AGM and Members participating at the AGM, who have not already cast their vote by remote e-Voting, and are otherwise not barred from doing so, will be eligible to exercise their right to vote on such resolutions upon announcement by the Chairman. The remote e-voting module during the AGM shall be disabled by NSDL for voting 15 minutes after the conclusion of the meeting. Members who have cast their vote by remote e-Voting prior to the AGM will also be eligible to participate at the AGM but shall not be entitled to cast their vote again on such resolution(s) for which the member has already cast the vote through remote e-Voting.
- VI. Mr. Arvind Kohli, Practising Company Secretary (FCS No. 4434, COP No. 2818) has been appointed as the Scrutiniser by the Board of Directors of the Company to scrutinize the remote e-voting process before and during the AGM in a fair and transparent manner.
- VII. The Scrutinizer shall, after completion of the scrutiny of the e-Voting (votes cast through remote e-Voting before and during the AGM), submit his report to the Chairman or to any other person authorized by the Chairman, not later than 2 working days from the conclusion of the AGM.
- VIII. The Results declared, along with the Scrutiniser's Report, shall be placed on the Company's website at <https://www.benareshotelslimited.com/en-in/agm-2025> and on the website of NSDL at www.evoting.nsdl.com, immediately after the declaration of the result by the Chairman or a person authorised by him in writing. The results shall also be immediately forwarded to the Stock Exchange where the Company's

Equity Shares is listed i.e., BSE Limited and be made available on its website viz. www.bseindia.com. The Result will also be displayed at the Registered Office of the Company.

IX. The instructions for members for attending the AGM through VC/OAVM are as under:

- i. The Members will be provided with a facility to attend the AGM through VC/OAVM or view the live webcast through the NSDL e-Voting system. Members may access the same by following the steps mentioned below for 'Access to NSDL e-Voting system'. The link for VC/OAVM will be available in 'Member login' where the E-voting Event Number (EVEN) of Company will be displayed. After successful login, the Members will be able to see the link of 'VC/ OAVM link' placed under the tab 'Join Meeting' against the name of the Company. On clicking this link, the Members will be able to attend and participate in the proceedings of the AGM through a live webcast of the meeting and submit votes on announcement by the Chairman.
- ii. Members may join the Meeting through Laptops, Smartphones, Tablets and iPads for better experience. Further, Members will be required to use Internet with a good speed to avoid any disturbance during the Meeting. Members will need the latest version of Chrome, Safari, Internet Explorer 11, MS Edge or Firefox. Please note that participants connecting from Mobile Devices or Tablets or through Laptops connecting via mobile hotspot may experience Audio/ Video loss due to fluctuation in their respective network. It is therefore, recommended to use stable Wi-Fi or LAN connection to mitigate any glitches.
- iii. Members are encouraged to submit their questions in advance with regard

to the financial statements or any other matter to be placed at this AGM, from their registered e-mail address, mentioning their name, DP ID and Client ID number /folio number and mobile number, to reach the Company's e-mail address at investor@tajhotels.com before 5.00 p.m. (IST) on Thursday August 7, 2025. Such queries will be appropriately responded by the Company.

- iv. Members who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/folio number, PAN and mobile

number at investor@tajhotels.com between Tuesday, August 5, 2025 (9:00 a.m. IST) and Thursday, August 7, 2025 (5:00 p.m. IST).

- v. Members who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.com or call on 022 - 4886 7000 or 022 - 2499 7000 or contact Mr. Amit Vishal, Deputy Vice President - NSDL or Ms. Pallavi Mhatre, Senior Manager - NSDL at evoting@nsdl.com.

X. The instructions for remote e-voting before/during the AGM are as under:

The way to vote electronically on NSDL e-Voting system consists of 'Two Steps' which are mentioned below:

Step 1: Access to NSDL e-Voting system





A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in electronic mode

In terms of the Circular issued by the SEBI dated December 9, 2020, in relation to e-Voting facility provided by Listed Companies, Individual shareholders holding securities in electronic mode are allowed to vote through their Demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their Demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in electronic mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in electronic mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS', section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e., NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

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Type of shareholders	Login Method
	<p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e., your sixteen-digit Demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; align-items: center;"> <div style="text-align: center; margin: 0 10px;">  <p>App Store</p>  </div> <div style="text-align: center; margin: 0 10px;">  <p>Google Play</p>  </div> </div>
Individual Shareholders holding securities in electronic mode with CDSL	<p>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website http://www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.</p> <p>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>

Individual Shareholders (holding securities in electronic mode) login through their depository participants	You can also login using the login credentials of your Demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in electronic mode for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login Method	Helpdesk details
Individual Shareholders holding securities in electronic mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in electronic mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for the Members other than Individual Members holding securities in electronic mode and shareholders holding securities in physical mode

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e., IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e., Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e., Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 134224 then user ID is 001***

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5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e., a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on **“Forgot User Details/Password?”**(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **“Physical User Reset Password?”** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, home page of e-Voting will open.

Step 2: Cast your vote electronically and join the AGM on NSDL e-Voting system.

How to cast your vote electronically and join the AGM on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e., assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Members

- I) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot User Details/Password?' or 'Physical User Reset Password?' option available on <http://www.evoting.nsdl.com> to reset the password.
- ii) In case of any queries /grievances pertaining to remote e-Voting (before the AGM and during the AGM), you may refer to the Frequently Asked Questions (FAQs) for shareholders and e-Voting user manual for shareholders available in the download section of <http://www.evoting.nsdl.com/> or call on: 022 - 4886 7000 or send a request at evoting@nsdl.com. In case of any grievances connected with facility for e-Voting, please contact Ms. Pallavi Mhatre, Senior Manager, T301, 3rd Floor, Naman Chambers, G Block, Plot No- C-32, Bandra Kurla Complex, Bandra East, Mumbai- 400051. Email: evoting@nsdl.com.

By order of the Board of Directors

New Delhi, April 28, 2025

Vanika Mahajan
Company Secretary
A.C.S. No.: 34515

Registered office:

Taj Ganges,
Nadesar Palace Compound,
Varanasi - 221 002
CIN: L55101UP1971PLC003480
Tel.: 0542 6660001
E-mail: investor@tajhotels.com
Website: www.benareshotelslimited.com

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EXPLANATORY STATEMENT

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('the Act') given hereunder sets out all material facts relating to the Item No. 4 of the accompanying Notice dated April 28, 2025.

Pursuant to Section 204 and other applicable provisions, if any, of the Act, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, every listed company shall annex with its Board's report made in terms of sub-section (3) of section 134, a secretarial audit report, given by a company secretary in practice, in such form as may be prescribed.

In compliance with the applicable laws and based on the recommendations of the Audit and Risk Management Committee, the Board of Directors, at their meeting held on April 28, 2025, approved the appointment of M/s D.S. Associates, Practicing Company Secretary as the Secretarial Auditor of the Company for a term of five consecutive years commencing from FY 2025–26 to FY 2029–30, subject to the approval of the Members at the forthcoming Annual General Meeting. The appointment was recommended following a thorough evaluation of various proposals and key factors such as independence, industry experience, technical expertise and the quality of past audit reports.

M/s D.S. Associates, is a reputed firm of practicing Company Secretaries registered with the Institute of Company Secretaries of India (ICSI) having extensive experience in corporate governance, filing services, compliance, and secretarial audits. The firm was established in the year 2006 as Sole Proprietorship Firm and later converted as Partnership Firm in May, 2021. It has its Head Office in Delhi. The Firm has a Peer Review certificate number 1724/2022. In accordance with Regulation 24A of SEBI Listing Regulations, the firm holds a valid certificate issued by the ICSI. The firm has been providing professional services to listed companies and has a proven track record of maintaining high standards of governance and regulatory compliance.

M/s. D.S. Associates, Practicing Company Secretary have given their consent to be appointed as Secretarial Auditors of the Company confirming that they do not incur any disqualification specified under SEBI Circular No. SEBI/HO/CFD/CFD-PoD/CIR/P/2024/185 dated December 31, 2024 and that they shall not render any restricted services stated therein to the Company, its holding and subsidiary companies to ensure independence and avoid conflict of interest.

The Board believes that appointment of M/s. D. S. Associates, Practicing Company Secretary will provide an independent and expert evaluation of the Company's corporate governance, regulatory compliance, and secretarial functions, thereby ensuring adherence to statutory requirements.

The proposed remuneration to be paid to M/s. D. S. Associates, for their Secretarial Audit services is Rs. 60,000/- plus applicable taxes and out-of-pocket expenses for the first financial year, and the remuneration for the subsequent year(s) of their term shall be as mutually agreed between the Board of Directors of the Company and the Secretarial Auditor. In addition to the Secretarial Audit, M/s. D.S. Associates shall provide such other services in the nature of certifications and other professional work, as approved by the Board of Directors.

In compliance with Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, consent of the Members is being sought for passing an Ordinary Resolution for the appointment of M/s. D. S. Associates as the Secretarial Auditors of the Company.

The Board recommends the Ordinary Resolution set out at Item No. 4 in the accompanying Notice for approval by the Members.

None of the Directors or Key Managerial Personnel of the Company and their respective relatives are, in any way, concerned or interested, in the Resolution set out at Item No. 4 of the Notice.

**DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT AT
THE 54TH AGM OF THE COMPANY**

**[Pursuant to the Regulation 36 (3) of the SEBI Listing Regulations and
Secretarial Standard - 2 on General Meetings]**

Name of Director	Mr. Beejal Akshaykumar Desai
DIN	03611725
Designation	Non-Executive, Non-Independent Director
Date of Birth, Age	04-05-1965; (60 years)
Date of First Appointment on the Board	February 8, 2023
Experience & Expertise in specific functional areas	- Legal & Secretarial - Compliance & Investor Relations
Brief resume	Mr. Beejal Desai has over 39 years of rich, extensive & cross functional experience and specializes in the areas of Legal, Secretarial, Corporate Governance, Corporate Affairs, Compliance & Investor relations. He has worked in leadership positions across diversified sectors including Hospitality, Pharmaceuticals, Forging, etc. He holds an LLB degree and is a fellow member of Institute of the Company Secretaries of India, besides attending Harvard leadership programme.
Qualifications	- Company Secretary - LL.B.
Terms and Conditions of re-appointment	Re-appointment as Non-Executive Director liable to retire by rotation
Details of Remuneration sought to be paid	Nil
Remuneration last drawn	Nil
Shareholding of non-executive director in the listed entity, including shareholding as a beneficial owner	Nil
Relationship with other Directors and Key Managerial Personnel of the Company	None
Number of meetings of the Board attending during FY 2024-25	Five (5)
Name of the listed entities from which the director has resigned in the past three years	Nil

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Directorships held in other Companies (excluding foreign companies)	<ul style="list-style-type: none"> - Taj Karnataka Hotels and Resorts Limited - Genness Hospitality Private Limited - Kaveri Retreats and Resorts Limited - Sheena Investments Private Limited - Ellel Hotels and Investments Limited - Suisland Hospitality Private Limited - Skydeck Properties and Developers Private Limited - Qurio Hospitality Private Limited
Membership/ Chairpersonship of Committees in other Companies (excluding foreign companies)	<p>Audit Committee Member</p> <ul style="list-style-type: none"> • None <p>Nomination and Remuneration Committee Member</p> <ul style="list-style-type: none"> • None <p>Stakeholders Relationship Committee</p> <ul style="list-style-type: none"> • None <p>Corporate Social Responsibility Committee</p> <ul style="list-style-type: none"> • None

By Order of the Board for Benares Hotels Limited,

Place : Mumbai
Date: April 28, 2025

Vanika Mahajan
Company Secretary
A.C.S. No.: 34515

BOARD'S REPORT TO THE MEMBERS

The Directors take pleasure in presenting the Fifty Fourth Annual Report of BENARES HOTELS LIMITED (*"BHL" or "the Company"*) along with the Audited Financial Statements for the Financial Year ended March 31, 2025.

OPERATING AND FINANCIAL RESULTS

	(Rs. Lakhs) <u>2024-25</u>	(Rs. Lakhs) <u>2023-24</u>
Income	14,067	12,380
Gross Profit for the year	6,452	5,436
Less: Depreciation	603	590
Less: Interest	38	38
Profit before tax	5,811	4,809
Less: Provision for Tax:		
- Current Tax	1,531	1,239
- Deferred Tax	(45)	(34)
- Provision of tax of earlier years (Net)	—	—
Profits after Taxes	4,325	3,604
Add: Other Comprehensive Income (Net of Taxes)	(28)	(22)
Total Comprehensive Income	4,297	3,582
Add: Balance brought forward from previous year	11,001	7,679
Changes in accounting policy - Transition impact of Ind AS 116	—	—
Balance available for appropriations	15,298	11,261
Less: Dividend Paid	(325)*	(260)
Less: Tax on Dividend	—	—
Less: Amount transferred to General Reserve	—	—
Balance Carried forward	14,973	11,001

**Dividend declared in FY 2023-24 and paid during the year under review.*

COMPANY'S OPERATIONS AND PERFORMANCE

The Total Income for the Financial Year (FY) ended March 31, 2025 stood at Rs. 14,067 lakhs as compared to Rs. 12,380 Lakhs in the previous year and the Gross Operating Profit (EBIDTA) stood at Rs. 6,452 lakhs as compared to Rs. 5,436 Lakhs in the previous year.

The profit before Tax for the year was Rs. 5,811 lakhs as compared to Rs. 4,809 lakhs in the previous year. The profit after Tax for the year was Rs. 4,325 lakhs as compared to Rs. 3,604 lakhs in the previous year.

DIVIDEND

The Board recommended a dividend @ 250% i.e. Rs. 25/- per fully paid Equity share on 13,00,000 Equity shares of face value Rs. 10 each, for the year ended March 31, 2025 (Previous year: Rs. 25 per share).

The dividend on Equity Shares is subject to the approval of the Shareholders at the Annual General Meeting (AGM) scheduled to be held on Tuesday, August 12, 2025. The dividend once approved by the Shareholders will be paid on and after Friday, August 22, 2025.

The dividend on Equity Shares, if approved by the Members, would involve a cash outflow of Rs. 325 lakhs.

TRANSFER TO RESERVES

The Board of Directors has decided to retain the entire amount of profit for FY 2024-25 appearing in the Statement of profit and loss.

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SHARE CAPITAL

During the year under review, there has been no change in the share capital of the Company.

HOLDING AND SUBSIDIARY COMPANIES

The Indian Hotels Company Limited (IHCL) is the ultimate Holding Company of BHL. The Company does not have any subsidiary company.

DIRECTORS

In accordance with the requirement of the Companies Act, 2013 (the Act) and the Company's Articles of Association, Mr. Beejal Desai (DIN: 03611725) retires by rotation and being eligible, offers himself for re-appointment. The necessary resolution for his re-appointment forms part of the Notice convening the AGM.

During the year under review, Mrs. Rukmani Devi (DIN: 07624616) ceased to be an Independent Director of the Company consequent to completion of her second term of five (5) years as an Independent Director in the Company on August 27, 2024. The Board places on record its appreciation for her invaluable contribution and guidance provided to the Company during her tenure.

Based on the recommendations of the Nomination and Remuneration Committee (NRC) and in accordance with the provisions of the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), Ms. Anita Belani (DIN: 01532511) was appointed as an Additional Director in a capacity of Independent Director for a period of five (5) years with effect from January 14, 2025 subject to the approval of the Members, by way of Special Resolution as required under the provisions of the Companies Act, 2013 and SEBI Listing Regulations. The members of the Company have approved her appointment vide Postal Ballot w.e.f. March 4, 2025. In the opinion of the Board, Ms. Belani is a person of integrity and possesses the requisite qualifications, experience and expertise required for discharging her duties as an Independent Director of the Company.

In terms of Section 149 of the Act, and Regulation 16(1) of the SEBI Listing Regulations Mr. Moiz Miyajiwala, Mr. Puneet Raman and Ms. Anita Belani are the Independent Directors of the Company as on the date of this report.

In terms of Regulation 25(8) of SEBI Listing Regulations, the Independent Directors have confirmed that they are not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgement and without any external influence. Based upon the declarations received from the independent Directors, the Board of Directors has confirmed that they meet the criteria of Independence as mentioned under Section 149(6) of the Act and Regulation 16(1)(b) of SEBI Listing Regulations and that they are Independent of the Management. In the opinion of the Board, there has been no change in the circumstances affecting their status as Independent Directors of the Company and the Board is satisfied of the integrity, expertise, and experience (including proficiency in terms of Section 150(1) of the Act and applicable rules thereunder) of all Independent Directors on the Board. Further in terms of Section 150 read with Rule 6 of the Companies (Appointment & Qualification of Directors) Rules, 2014, as amended, the Independent Directors of the Company have registered their names in the data bank of Independent Directors maintained with the Indian Institute of Corporate Affairs.

During the year under review, the Non – Executive Directors of the Company had no pecuniary relationship or transactions with the Company, other than sitting fees and commission and reimbursement of expenses, if any, incurred by them for the purpose of attending meetings of the Board/Committee and General Meeting of the Company.

KEY MANAGERIAL PERSONNEL ('KMP')

During the year under review, there has been no change in the KMPs of the Company.

Pursuant to the provision of Section 203 of the Act, the KMPs of the Company as on March 31, 2025 are:

- | | | |
|-------------------------|---|-------------------------|
| • Mr. Vishal Singh | - | Chief Executive Officer |
| • Mr. Veeramani Venkata | - | Chief Financial Officer |
| • Ms. Vanika Mahajan | - | Company Secretary (CS) |

FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

The Company has an ongoing familiarization Programme for the Independent Directors with respect to their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc. All the Board members of the Company are afforded every opportunity to familiarize themselves with the Company, statutory changes impacting the Company, its Management and its operations and all the information /documents sought by them is/are shared with them for enabling a good understanding of the Company, its various operations and the industry of which it is a part. The details of the familiarization Programme for Independent Directors are disclosed on the Company's website under the weblink:

<https://www.benareshotelslimited.com/benareshotelslimited/Independent-Directors-familiarization-programme-BHL.pdf>

NUMBER OF MEETINGS OF THE BOARD

During the year under review, five (5) Board Meetings were held and the intervening gap between the meetings did not exceed the period of one hundred and twenty days. The details of meetings of the Board are provided in the Corporate Governance Report, which forms a part of the Annual Report.

STATUTORY AUDITORS

At the 52nd AGM of the Company held on August 24, 2023, the Members approved the re-appointment of PKF Sridhar & Santhanam LLP, Chartered Accountants (Firm Registration No. 003990S/S200018), as the Statutory Auditors of the Company to hold office for a period of four consecutive years, from the conclusion of the 52nd AGM till the conclusion of the 56th AGM of the Company to be held in the year 2027, to audit and examine the books of account of the Company.

The Statutory Auditors' Report on the Financial Statements of the Company for FY 2024-25 does not contain any qualifications, reservations, adverse remarks or disclaimer.

The Statutory Auditors of the Company have not reported any fraud as specified under Section 143 (12) of the Act during the year under review

SECRETARIAL AUDITORS

In terms of Section 204 of the Act and Rules made thereunder, M/s. D. S. Associates, Practicing Company Secretary (C.P. No. 7347) was appointed as Secretarial Auditor of the Company to conduct the Secretarial Audit of records and documents of the Company for FY 2024-25 and their report is annexed as Annexure 1 to this report.

The Secretarial Audit report contains a few observations. The details of which are mentioned below:

- **Observation 1:** During the period under review, the Company was non-compliant with the provisions of Regulation 17(1) relating to the composition of the Board of Directors, Regulation 19(1)/(2) relating to the constitution of the Nomination and Remuneration Committee, and Regulation 20(2)/(2A) relating to the constitution of the Stakeholders Relationship Committee, of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the quarter ended December 31, 2024. In respect of the said non-compliances, BSE Limited has imposed a monetary penalty on the Company.

Board's Clarification:

The aforesaid non-compliance arose on account of a temporary vacancy in the position of an Independent Director, which impacted the composition of the Board and its committees.

Considering the tremendous growth of the Company in terms of revenue and market capitalisation over the past few years, the Company took reasonable time to identify and finalize the potential candidate in place of Mrs. Rukmani R Gohil, Independent Director (DIN: 00552831) whose term expired on August 27, 2024.

Following a diligent selection process, the Board appointed Ms. Anita Belani as an Independent Director of the Company w.e.f. January 14, 2025. The Company has since regularized the composition of the Board and its committees, and the same is now in full compliance with the SEBI Listing Regulations. The

BENARES HOTELS LIMITED

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penalty imposed by the stock exchange has been duly paid, and an application seeking waiver of the same has also been submitted.

The delay in compliance was unintentional and occurred despite the Company's best efforts to promptly fill the resulting vacancy within the permissible time frame.

- **Observation 2:** During the period under review, it was observed that a set of promoters namely Ms. M K Krishna Priya and Ms. M K Vishnupriya ("Promoters") executed trades in the equity shares of the company via gift, acquisition/disposal from open market without obtaining prior approval from the Compliance Officer as mandated under Clause 4(1) of Schedule B to the SEBI (Prohibition of Insider Trading) Regulations, 2015, read with Regulation 9(1) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Board's Clarification:

The Audit Committee and the Board of the Company took cognizance of the breach of the Company's Code of Conduct by a set of promoters and levied a penalty for trading in securities of the Company (even in the nature of gift) for violating the PIT Regulations and to disgorge the notional profits earned from the contra trades to the SEBI Investor Protection and Education Fund (IPEF). The concerned Promoters has deposited the penalty amount to SEBI IPEF. The Company has since sensitized all designated persons, including the Promoters, regarding the pre-clearance requirements under the Code of Conduct for Prevention of Insider Trading

Pursuant to the requirements of Regulation 24A of the SEBI Listing Regulations, the Board of Directors of the Company at their meeting held on April 28, 2025, approved the appointment of M/s D.S. Associates, a peer reviewed Practicing Company Secretary firm, as the Secretarial Auditor of the Company for a term of five consecutive financial years, commencing from FY 2025–26 up to FY 2029–30, to conduct the Secretarial Audit, subject to the approval of the Members at the ensuing Annual General Meeting.

The necessary resolution for the appointment of M/s D.S. Associates forms part of the Notice convening the ensuing AGM scheduled to be held on Tuesday, August 12, 2025.

COST AUDITORS

Maintenance of cost records as specified by the Central Government under Section 148 (1) of the Act is not applicable to the Company.

ANNUAL RETURN

As provided under Section 92(3), Section 134(3)(a) and Rule 12 of Companies (Management and Administration) Rules, 2014, the Annual Return in Form MGT-7 for FY 2024-25 is available on the website of the Company at

<https://www.benareshotelslimited.com/en-in/agm-2025>

VIGIL MECHANISM

Your Company believes in the conduct of the affairs of its constituents in a fair and transparent manner by adopting the highest standards of professionalism, honesty, integrity and ethical behavior. In line with the Tata Code of Conduct (TCoC), any actual or potential violation, howsoever insignificant or perceived as such, would be a matter of serious concern for the Company. The role of the employees in pointing out such violations of the TCoC cannot be undermined.

In accordance with Section 177(9) of the Act and Regulation 22 of SEBI Listing Regulations, the Company has established the necessary vigil mechanism that provides a formal channel for all its Directors, Employees and other stakeholders to report concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct. The details of the policy have been disclosed in the Corporate Governance Report, which forms a part of the Annual Report and is also available on

<https://www.benareshotelslimited.com/benareshotelslimited/Policies-bhl-whistle-blower-policy-revised-21-07-2023.pdf>

CORPORATE SOCIAL RESPONSIBILITY

The brief outline of the Corporate Social Responsibility (CSR) policy of the Company and the initiatives undertaken by the Company on CSR activities during the year under review are set out in Annexure 2 of this report in the format prescribed in the Companies (Corporate Social Responsibility Policy) Amendment Rules, 2014, as amended from time to time. For other details regarding the CSR and Sustainability Committee, please refer to the Corporate Governance Report, which is a part of the Annual report. The CSR policy is available on <https://www.benareshotelslimited.com/benareshotelslimited/Policies-BHL-CSR-POLICY-2021-2022.pdf>

POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION AND OTHER DETAILS

Selection and procedure for nomination and appointment of Directors

The Nomination and Remuneration Committee (NRC) engages with the Board to evaluate the characteristics, skills, expertise, and experience required for the effective functioning of the Board in alignment with the Company's strategic objectives to ensure a well-balanced and competent Board. The selection process considers diversity, independence (where applicable), through a rigorous assessment, including their professional background, industry knowledge, and ability to contribute to Board deliberations. Based on this assessment, the NRC identifies and shortlists potential candidates who possess the required competencies and align with the Company's strategic vision, corporate values, and governance standards and recommends their nomination to the Board.

Criteria for determining qualifications, positive attributes and independence of a Director

In terms of the provisions of Section 178(3) of the Act, and Regulation 19 of the SEBI Listing Regulations, the NRC has formulated the criteria for determining qualifications, positive attributes and independence of Directors, the key features of which are as follows:

- Qualifications - The Board nomination process encourages diversity of thought, experience, knowledge, age and gender. It also ensures that the Board has an appropriate blend of functional and industry expertise.
- Positive Attributes - Apart from the duties of Directors as prescribed in the Act, the Directors are expected to demonstrate high standards of ethical behaviour, communication skills and independent judgement. The Directors are also expected to abide by the respective Code of Conduct as applicable to them.
- Independence - A Director will be considered independent if he/she meets the criteria laid down in Section 149(6) of the Act, the Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations.

The Company's policy on directors' appointment and remuneration and other matters provided in Section 178(3) of the Act is available on

<https://www.benareshotelslimited.com/benareshotelslimited/Policies-remuneration.pdf>

DISCLOSURES IN RELATION TO THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013 (POSH Act)

The Company has always believed in providing a safe and harassment-free workplace for every individual working in the Company. The Company has complied with the applicable provisions of the POSH Act, and the rules framed thereunder, including constitution of the Internal Complaints Committee. The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of the POSH Act and the same is available on the Company's website at

<https://www.benareshotelslimited.com/benareshotelslimited/Policies-BHL-POSH-Policy-Final.pdf>

During the financial year 2024-25, the Company has not received any complaint on sexual harassment. No case remains pending as on March 31, 2025.

PARTICULARS OF EMPLOYEES

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Act, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended, are annexed to this report as Annexure 3.

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In terms of the provisions of Section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended, during the year the Company had no employees who were in receipt of the remuneration in excess of the limits set out in the said Rules.

BUSINESS OVERVIEW

An analysis of the Business and Financial Results are given in the Management Discussion and Analysis, which forms a part of the Annual Report.

FINANCE COST

Finance cost for the year ended March 31, 2025 was Rs. 38.16 lakhs (Previous year: Rs. 37.57 Lakhs). Breakup of the total interest cost of Rs. 38.16 lakhs are as follows:

Interest expenses on borrowings:	Nil
Interest on lease liability:	Rs. 38.16 lakhs

DEPRECIATION: Rs. 602.99 Lakhs (Previous Year: Rs. 590.12 Lakhs)

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

The Company falls within the scope of the definition 'infrastructure company' as provided by the Act. Accordingly, the Company is exempt from the provisions of Section 186 of the Act with regards to Loans, Guarantees, Securities provided and Investments. Therefore, no details are provided.

BORROWINGS

During the year under report, the Company has not accepted any borrowings. The borrowings are Nil as on March 31, 2025. (Previous Year: Nil)

CAPITAL EXPENDITURE

During FY 2024-25, the Company's outlay towards capital expenditure was Rs. 1,883.68 lakhs (Previous Year: Rs. 731.26 lakhs).

DEPOSITS FROM PUBLIC

The Company does not accept and/or renew Fixed Deposits from the general public and shareholders. There were no over dues on account of principal or interest on public deposits including the unclaimed deposits at the end of FY 2024-25 (Previous year: Nil).

RELATED PARTY TRANSACTIONS

In line with the requirements of the Act and the SEBI Listing Regulations, as amended, the Company has formulated a Policy on Related Party Transactions for identifying, reviewing, approving and monitoring of Related Party Transactions and the same can be accessed on the Company's website at

<https://www.benareshotelslimited.com/benareshotelslimited/Policies-Related-Party-Transaction-Policy.pdf>

During the year under review, all Related Party Transactions that were entered into were in the Ordinary Course of Business and at Arms' Length basis and were approved by the Audit and Risk Management Committee. Transactions, which were repetitive in nature, were approved through omnibus route. None of the transactions with related parties are material in nature or fall under the scope of Section 188(1) of the Act. The information on transactions with related parties pursuant to Section 134(3)(h) of the Act read with Rule 8(2) of the Companies (Accounts) Rules, 2014, as amended, in Form AOC-2 is not applicable to the Company for FY 2024-2025 and hence the same is not provided.

CORPORATE GOVERNANCE

As required by SEBI Listing Regulations, the report on the Management Discussion and Analysis; and Corporate Governance along with the Practicing Company Secretary's Certificate regarding compliance of conditions of Corporate Governance norms as stipulated in Regulation 34 read along with Schedule V of the SEBI Listing Regulations are attached as a separate report which forms part of the Annual Report.

COMPLIANCE WITH SECRETARIAL STANDARDS ON BOARD MEETINGS AND GENERAL MEETINGS

The Company has devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards issued by the Institute of Company Secretaries of India and that such systems are adequate and operating effectively.

DIRECTORS' RESPONSIBILITY STATEMENT

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, the work performed by the internal, statutory and secretarial auditors and external consultants, including the audit of internal financial controls over financial reporting by the statutory auditors and the reviews performed by Management and the relevant Board Committees, including the Audit and Risk Management Committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during the FY 2024-2025.

Pursuant to Section 134(5) of the Act, the Board of Directors, to the best of its knowledge and ability, confirm that:

- a) in the preparation of the annual accounts, the applicable accounting standards have been followed and there are no material departures;
- b) they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;
- c) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) they have prepared the annual accounts on a going concern basis;
- e) they have laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and operating effectively;
- f) they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

MATERIAL CHANGES AND COMMITMENT AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There are no material changes affecting the financial position of the Company subsequent to the close of FY 2024-25 till the date of this report.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS

During the year under review, no significant material orders were passed by the Regulators or Courts or Tribunals impacting the going concern status and the Company's operations.

RISK MANAGEMENT

The Audit and Risk Management Committee is responsible for monitoring and reviewing the Risk Management plan and ensuring its effectiveness. The Audit and Risk Management Committee has additional oversight in the area of financial risks and controls. The major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuous basis. The details of the Committee and its term of reference are set out in the Corporate Governance Report.

Your Company has a Risk Management Policy, pursuant to the provisions of Section 134 of the Act, to identify and evaluate business risks and opportunities for mitigation of the same on a continuous basis. This framework seeks to create transparency, minimize adverse impact on business objective and enhance your Company's competitive advantage. The risk management framework defines the risk management approach across the enterprise at various levels including documentation and reporting.

The framework enables risks to be appropriately rated and graded in accordance with their potential impact and likelihood. The two key components of risks are the probability (likelihood) of occurrence and the impact (consequence) of occurrence, if the risk occurs. Risk is analyzed by combining estimates of probability and impact in the context of existing control measures.

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The key business risks identified by the Company and its mitigation plans are as under:

S. No.	Risks that matter	Mitigants
1	Geo-political Risk & related Economic Recession	<ul style="list-style-type: none"> - Awareness & scanning of environment - Strategic initiatives
2	Fuel Prices & related inflation	<ul style="list-style-type: none"> - Development of alternate energy sources, supplier and equipment - Locally sourced raw materials - Productivity & efficiency initiatives
3	Cyber vulnerabilities	<ul style="list-style-type: none"> - Cyber Risk assessment conducted - Vulnerability Assessment & Penetration testing (VAPT) - Cyber Incident Protocol drafted
4	Impact of climate change	<ul style="list-style-type: none"> - Continuous scanning of the environment - Use of renewable / alternate energy - Adherence to the various norms and alternate measures to reduce release of pollutants - ESG initiatives
5	Abuse of social media and other media by guest / staff / stakeholders	<ul style="list-style-type: none"> - Continuous monitoring of comments in social media and timely responses provided - All inclusive sustainable business model, involving all stakeholders - CSR connect
6	Data governance - Quality of data, democratisation of data analytics, etc.	<ul style="list-style-type: none"> - Data Leak in advanced stages of implementation - Process for third party data transfer initiated
7	Management of emerging risk for grey swan events (A grey swan is an event that is possible and known, and is potentially extremely significant, but is considered not very likely to happen)	<ul style="list-style-type: none"> - Continuous scanning of the environment
8	Business interruption on account of natural calamities / Acts of God / riots & strikes / political instability and terrorism / pandemics	<ul style="list-style-type: none"> - Learnings from recent pandemic to assist in augmenting performance - New initiatives continue
9	Impact on employee and customer well being	<ul style="list-style-type: none"> - Group Medical Insurance initiated - Employee communication & counselling - Customer Communication - Hygiene & safety audits
10	Data privacy – GDPR, CCPA, etc. - leading to penalties and litigation	<ul style="list-style-type: none"> - Strengthening of policies and processes - Data Processor/Controller agreements with all relevant vendors - Internal Audits, Continuous monitoring
11	Loss of critical / sensitive data due to leakage / loss / hacking	<ul style="list-style-type: none"> - Encryption, Firewalls, Policies, Endpoint protection, including audits of IT and automated controls, and processes - Operation Management Tool in place - Backup and Disaster Recovery Site - Running 24X7 SOC - Creating awareness amongst associates
12	Changes in levy / tax structure, resulting in litigation / astronomical demands, including radical changes ESG requirements	<ul style="list-style-type: none"> - Regular counsel from SMEs - Improve coordination with relevant authorities - ESG specific activities

PARTICULARS OF ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO [PURSUANT TO COMPANIES (ACCOUNTS) RULES, 2014]

- A. CONSERVATION OF ENERGY:** The Company has always been conscious of the need for conservation of energy and has been sensitive in making progress towards this end. The company has replaced old heat pumps resulting into higher efficiency & minimizing energy consumption. Also, company has installed Variable Frequency Drives (VFDs) on HVAC pumps to precisely match motor output to actual operational demands, resulting in reduced energy waste.
- B. TECHNOLOGY ABSORPTION:** There is no material information on technology absorption to be furnished. The Company continues to adopt and use the latest technologies to improve the efficiency and effectiveness of its business operations.
- C. FOREIGN EXCHANGE EARNINGS AND OUTGO:** In terms of the provisions of Section 134(3)(m) of the Act, read with Rule 8(3)(C) of The Companies (Accounts) Rules, 2014, the foreign exchange earned in terms of actual inflows during the year and the foreign exchange outgo during the year in terms of actual outflows is furnished below:

	2024-25 Rs. Lakhs	2023-24 Rs. Lakhs
a) Value of Imports		
Stores, Supplies and Spare Parts for Machinery	0	0
Value of Imports (CIF) Capital Imports	49.56	0
b) Expenditure in Foreign Currency		
Professional and Consultancy Fees	39.65	38.11
Other Expenditure in Foreign Currency	2.18	7.14
c) Earnings in Foreign Currency		
Earnings in Foreign Exchange	1319.55	1,620.68

PROCEEDINGS UNDER INSOLVENCY AND BANKRUPTCY CODE, 2016

During the year under review, there were no proceedings that were filed by the Company or against the Company, which are pending under the Insolvency and Bankruptcy Code, 2016 as amended, before National Company Law Tribunal or other Courts.

VALUATION

During the year under review, there were no instances of onetime settlement with any Banks or Financial Institutions.

INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY

Your Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. The scope and authority of the Internal Audit function is well defined in the organization. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit and Risk Management Committee of the Board.

The Internal Auditors monitors and evaluate the efficacy and adequacy of internal control systems in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company. Based on the report of Internal Audit function, process owners undertake corrective action in their respective areas and thereby strengthen the controls. All significant audit observations and corrective actions suggested are presented to the Audit and Risk Management Committee of the Board for review. The internal financial controls as laid down are adequate and were operating effectively during the year under review.

The Board's Audit and Risk Management Committee oversees the adequacy of the internal control environment through periodic reviews of audit findings and by monitoring implementation of internal audit recommendations through compliance reports. In addition, as required under Section 143 of the Act, the Statutory Auditors have evaluated and expressed an opinion on the Company's internal financial controls over financial reporting based on the audit for the FY 2024-25. In their opinion, the Company has, in all material

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respects, adequate internal controls over financial reporting and such internal financial controls over financial reporting were operating effectively as on March 31, 2025.

COMMITTEES OF THE BOARD

- a. Audit and Risk Management Committee
- b. Nomination and Remuneration Committee
- c. Corporate Social Responsibility and Sustainability Committee
- d. Stakeholders' Relationship Committee

During the year under review, all recommendations of the Committees were approved by the Board. The details including the composition of the Committees including attendance at the meetings and terms of reference are included in the Corporate Governance Report, which forms a part of the Annual Report.

BOARD EVALUATION

The Board of Directors has carried out an annual evaluation of its own performance, Board Committees, and individual Directors pursuant to the provisions of the Act and SEBI Listing Regulations.

The performance of the Board was evaluated by the Board after seeking inputs from all the Directors on the basis of criteria such as the board composition and structure, Degree of fulfilment of key responsibilities towards stakeholders (by way of monitoring corporate governance practices, participation in the long-term strategic planning, etc.); effectiveness of board processes, information and functioning, etc.; extent of co-ordination and cohesiveness between the Board and its Committees; and Quality of relationship between Board Members and the Management.

The performance of the committees was evaluated by the Board after seeking inputs from the committee members on the basis of criteria such as the composition of committees, effectiveness of committee meetings, etc. The above criteria are broadly based on the Guidance Note on Board Evaluation issued by the Securities and Exchange Board of India (SEBI) on January 5, 2017.

In a separate meeting of Independent Directors, performance of Non-Independent Directors, the Board as a whole and the Chairman of the Company was evaluated, taking into account the views of Non-Executive Directors. The Board and the NRC reviewed the performance of individual Directors on the basis of criteria such as the contribution of the individual Director to the Board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. In the Board Meeting that followed the meeting of the Independent Directors and meeting of NRC, the performance of the Board, its committees, and individual Directors was also discussed. Performance evaluation of Independent Directors was done by the entire Board, excluding the Independent Director being evaluated.

The evaluation process reaffirmed the Board's confidence in the Company's ethical standards, the cohesiveness among Board members, the adaptability of the Board and management in addressing challenges, and the management's openness in sharing strategic information with the Board.

ACKNOWLEDGMENT

The Directors thank the Company's customers, vendors, investors, partners and all other stakeholders for their continuous support.

The Directors appreciate and value the contribution made by all our employees and their families.

On behalf of the Board of Directors

Dr. Anant Narain Singh
Chairman
(DIN: 00114728)

Place : Mumbai
Date : 28th April, 2025

Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2025

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To

The Members

Benares Hotels Limited

(CIN: L55101UP1971PLC003480)

Hotel Taj Ganges Nadesar Palace Compound

Varanasi - 221002, Uttar Pradesh

Sir/Madam

We have conducted the Secretarial Audit for the compliance of applicable statutory provisions and the adherence to good corporate practices by **Benares Hotels Limited** (hereinafter called 'the Company') for the financial year ended **March 31, 2025** (the 'audit period'). The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed with the Statutory Authorities and other records maintained by the Company as also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter for the audit period according to the provisions of:

- i. The Companies Act, 2013 (the 'Act') and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there-under;
- iii. The Depositories Act, 1996 and the Regulations and by-laws framed thereunder.
- iv. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and
 - c. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- v. The Company has complied with the maintenance of the Structured Digital Database (SDD) as Required to be maintained under Regulation 3(5) and 3(6) of The Prohibition of Insider Trading Regulations, 2015.
- vi. Other laws specifically applicable to the Company are:
 - The Legal Metrology Act, 2009 and rules and regulations made thereunder;
 - Food Safety and Standards Act, 2006 and rules and regulations made thereunder;

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During the period under review, provisions of the following regulations were not applicable to the Company:

- The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2021;
- The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;
- The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993.
- The Securities and Exchange Board of India (Issue and Listing of Non – Convertible Securities) Regulations, 2021; and
- The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India related to Board Meetings and General Meetings together with the relaxations as given during the year under review.
- (ii) The Listing Agreement entered into by the Company with Stock Exchange (BSE Limited) read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

- During the quarter ended December 31, 2024, the Company was non-compliant with the provisions of Regulation 17(1) relating to the composition of the Board of Directors, Regulation 19(1)/(2) relating to the constitution of the Nomination and Remuneration Committee, and Regulation 20(2)/(2A) relating to the constitution of the Stakeholders Relationship Committee, of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, on account of a temporary vacancy in the position of an Independent Director upon expiry of her term. The Company has since regularized the composition of the Board and its committees, and the same is now in full compliance with the SEBI Listing Regulations. In respect of the said non-compliances, BSE Limited has imposed a monetary penalty which was duly paid by the Company and an application seeking waiver of the same has also been submitted.
- During the period under review, it was observed that a set of promoters namely Ms. M K Krishna Priya and Ms. M K Vishnupriya ("Promoters") executed trades in the equity shares of the company via gift, acquisition/disposal from open market without obtaining prior approval from the Compliance Officer as mandated under Clause 4(1) of Schedule B to the SEBI (Prohibition of Insider Trading) Regulations, 2015, read with Regulation 9(1) of SEBI (Prohibition of Insider Trading) Regulations, 2015. The Audit Committee and the Board of the Company took cognizance of the breach of the Code of Conduct and levied a penalty for trading in securities of the Company (even in the nature of gift) for violating the PIT Regulations and to disgorge the notional profits earned from the contra trades to the SEBI Investor Protection and Education Fund (IPEF). The concerned Promoters has deposited the penalty amount to SEBI IPEF.

We further report that:

The Board of Directors of the Company is duly constituted with a proper balance of Independent Directors, Woman Director, Non-Executive Directors and Executive Directors except as stated above. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice was given to all Directors to schedule the Board Meetings, Agenda and detailed notes on agenda were sent at least seven days in advance, and where the same were given at shorter notice than seven days,

prior consent thereof were obtained and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

The Meetings of the Board of Directors and other Board Committee meetings were held in Physical mode where some Directors/Committee members attended the meetings by Video Conferencing as allowed by adhering to the guidelines issued for such attendance. The decisions taken at the meetings were carried through on the basis of majority and were properly entered in the respective Minutes book. Dissenting views/ suggestions, if any, by any member of the Board of Directors/Committee were properly recorded. The Annual General Meeting was held through Video Conferencing/ Other Audio-Visual means in accordance with the MCA Circulars and the SEBI Regulations.

There are adequate systems and processes in the company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

The Company has not undertaken any specific events / actions having a major bearing on the Company's affairs in pursuance of the above-referred laws, rules, regulations, guidelines, standards, etc. referred to above.

For example:

- i. Public/Right/Preferential issue of shares / debentures/ sweat equity, etc;
- ii. Redemption / buy-back of securities;
- iii. Major decisions taken by the members in pursuance to section 180 of the Companies Act, 2013;
- iv. Merger/ amalgamation/ reconstruction, etc.;
- v. Foreign Technical Collaborations.

**For D.S. Associates
Company Secretaries**

**Dhawal Kant Singh
Partner**

Place : New Delhi
Date : 28th April, 2025
UDIN: F008687G000211725

**M. No.: F8687, C P No.: 7347
Unique Code No. P2007DE086800
Peer Review No. 1724/2022**

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To,

The Members,

Benares Hotels Limited

(CIN: L55101UP1971PLC003480)

Hotel Taj Ganges Nadesar Palace Compound

Varanasi-221002, Uttar Pradesh

Secretarial Audit report of even date is to be read along with this letter.

The Management is responsible for compliance of applicable laws, rules, regulations, standards, as applicable to Benares Hotels Limited. Our examination of the records and procedures was based on test check basis for issuing the Secretarial Audit Report.

The management of the Company is responsible for the maintenance of secretarial and other records as applicable to the Company under various laws. Our responsibility is to issue Secretarial Audit Report which is based on the relevant records maintained and information/explanations as furnished to us by the Company and its officials. Wherever required the management representation about compliance of laws as applicable to the Company including major events during the audit period have been obtained from the management.

We have followed the laid down audit practices for verifying the correctness and the contents of the secretarial and other records. The practices followed by us gave us reasonable basis to form our opinion for issuing the Secretarial Audit Report.

We have not verified the authenticity and significance of the books and the financial accounts as maintained by the Company.

The Secretarial Audit Report does not give an assurance as to the future viability of the Company nor of the potency and competency with which the management has conducted the affairs of the Company.

For D.S. Associates
Company Secretaries

Dhawal Kant Singh
Partner

M. No.: F8687, C P No.: 7347

Unique Code No. P2007DE086800

Peer Review No. 1724/2022

Place : New Delhi

Date : 28th April, 2025

Annexure 2

Annual Report On Corporate Social Responsibility Activities

[Pursuant to Companies (Corporate Social Responsibility Policy) Rules, 2014]

1. Brief outline of the Corporate Social Responsibility (CSR) policy of the Company:

The CSR policy of the Company is aimed at improving the quality of the life of the communities served by us through long term stakeholder value creation. In line with the CSR policy of the Company, the CSR activities/programmes were undertaken in line with and as specified in Schedule VII of the Act to serve and be seen to serve society and community and create a significant and sustained impact in their lives and provide opportunities for Tata employees to contribute to these efforts through volunteering.

Your Company firmly believes that profitability must go hand in hand with a sense of responsibility towards its stakeholders. Your Company is committed to keeping sustainability at the forefront and believes that sustainable development can only be achieved by prudently utilising its resources and being responsible towards the environment.

The CSR policy sets out the commitment and approach towards corporate social responsibility. It outlines the purpose, focus areas, annual action plan through guiding principles for selection, implementation, monitoring of CSR activities and stakeholder communications. Further in addition, the CSR policy also indicates the responsibility of the Board of Directors and the CSR and Sustainability Committee.

2. The composition of CSR and Sustainability committee:

S.No.	Name of Director	Designation/ Nature of Directorship	Number of meetings of CSR and Sustainability Committee held during the year	Number of meetings of CSR and Sustainability Committee attended during the year
1.	Dr. Anant Narain Singh	Non-Executive, Non-Independent Director	1	1
2.	Mrs. Rukmani Devi*	Non-Executive, Independent Director	1	1
3.	Ms. Anita Belani#	Non-Executive, Independent Director	NA	NA
4.	Mr. Rohit Khosla	Non-Executive, Non-Independent Director	1	1

*Ceased to be member of the CSR and Sustainability Committee w.e.f August 27, 2024

#Appointed as a member of CSR and Sustainability Committee w.e.f January 17, 2025.

3. Provide the Web-link where Composition of CSR and Sustainability committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the Company:

- Composition of the CSR and Sustainability committee shared above and is available on the Company's website on: <https://www.benareshotelslimited.com/en-in/corporate-profile/>
- CSR policy:
<https://www.benareshotelslimited.com/benareshotelslimited/Policies-BHL-CSR-POLICY-2021-2022.pdf>
- CSR projects:
<https://www.benareshotelslimited.com/benareshotelslimited/csr-project-2024-25.pdf>

4. Provide the executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable: Not Applicable

- (a) Average net profit of the company as per sub-section (5) of Section 135: Rs. 2902.54 lakhs
- (b) Two percent of average net profit of the company as per sub-section (5) of Section 135: Rs. 58.50 lakhs
- (c) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: Nil

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- (d) Amount required to be set off for the financial year, if any: Nil
- (e) Total CSR obligation for the financial year [(b) + (c) + (d)]: Rs. 58.50 lakhs
6. (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project) : Rs. 58.50 lakhs
- (b) Amount spent in Administrative Overheads: : Not applicable
- (c) Amount spent on Impact Assessment, if applicable: Not Applicable
- (d) Total amount spent for the Financial Year [(a) + (b) + (c)]: Rs. 58.50 lakhs
- (e) CSR amount spent or unspent for the Financial Year:

Total Amount Spent for the Financial Year. (in Rs. Lakhs)	Amount Unspent (in Rs. Lakhs)				
	Total Amount transferred to Unspent CSR Account as per Sub-section (6) of Section 135		Amount transferred to any fund specified under Schedule VII as per second proviso to Sub-section (5) of Section 135		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
Rs. 58.50 lakhs	NIL				

- (f) Excess amount for set off, if any: Nil

S.No.	Particulars	Amount (in Rs. Lakhs)
(i)	Two percent of average net profit of the company as per sub-section (5) of section 135	58.50
(ii)	Total amount spent for the financial Year	58.50
(iii)	Excess amount spent for the financial year [(ii)-(i)]	Nil
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	—
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	Nil

7. Details of Unspent Corporate Social Responsibility amount for the preceding three Financial Years:

S.No.	Preceding financial Year.	Amount transferred to Unspent CSR Account under Sub-section (6) of Section 135 (in Rs.)	Balance Amount in Unspent CSR Account under Sub-section (6) of Section 135 (in Rs.)	Amount spent in the Financial Year (in Rs.).	Amount transferred to a Fund as specified under Schedule VII as per second proviso to sub-section (5) of section 135, if any		Amount remaining to be spent in succeeding Financial Years (in Rs.)	Deficiency, if any
					Amount (in Rs.)	Date of transfer		
Nil								

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year: No
- Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility: Not Applicable
9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per sub-section (5) of section 135: Not Applicable

Anita Belani
Independent Director
Member, CSR and Sustainability Committee
(DIN: 01532511)

Dr. Anant Narain Singh
Chairman, Board
Chairman, CSR and Sustainability Committee
(DIN: 00114728)

Place : Mumbai
Date : 28th April, 2025

Annexure 3

Particulars of Employees

Information under Section 197 of the Companies Act, 2013 read with Rule 5(1) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Particulars of Disclosures																															
The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the year.	<table><tr><td>1.</td><td>Dr. A. N. Singh</td><td>7.23 : 1</td></tr><tr><td>2.</td><td>Mrs. Rukmani Devi*</td><td>N.A.</td></tr><tr><td>3.</td><td>Mr. Moiz Miyajiwala</td><td>7.69 : 1</td></tr><tr><td>4.</td><td>Mr. Puneet Raman</td><td>3.86 : 1</td></tr><tr><td>5.</td><td>Ms. Anita Belani#</td><td>N.A.</td></tr><tr><td>6.</td><td>Mr. Rohit Khosla</td><td>N.A.</td></tr><tr><td>7.</td><td>Mr. Beejal Desai</td><td>N.A.</td></tr></table> <p>*Ceased to be an Independent Director w.e.f. August 27, 2024 #Appointed w.e.f. January 14, 2025</p>	1.	Dr. A. N. Singh	7.23 : 1	2.	Mrs. Rukmani Devi*	N.A.	3.	Mr. Moiz Miyajiwala	7.69 : 1	4.	Mr. Puneet Raman	3.86 : 1	5.	Ms. Anita Belani#	N.A.	6.	Mr. Rohit Khosla	N.A.	7.	Mr. Beejal Desai	N.A.									
1.	Dr. A. N. Singh	7.23 : 1																													
2.	Mrs. Rukmani Devi*	N.A.																													
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4.	Mr. Puneet Raman	3.86 : 1																													
5.	Ms. Anita Belani#	N.A.																													
6.	Mr. Rohit Khosla	N.A.																													
7.	Mr. Beejal Desai	N.A.																													
The percentage increase/ (decrease) in remuneration of each Director*, Chief Executive Officer, Company Secretary, if any, in the financial year *Directors are entitled to get Commission on the net profit of the Company and the sitting fee for attending the Board Meetings.	<table><tr><td>1.</td><td>Dr. A. N. Singh</td><td>18%</td></tr><tr><td>2.</td><td>Mrs. Rukmani Devi*</td><td>N.A.</td></tr><tr><td>3.</td><td>Mr. Moiz Miyajiwala</td><td>-9%</td></tr><tr><td>4.</td><td>Mr. Puneet Raman</td><td>33%</td></tr><tr><td>5.</td><td>Ms. Anita Belani#</td><td>N.A.</td></tr><tr><td>6.</td><td>Mr. Rohit Khosla</td><td>N.A.</td></tr><tr><td>7.</td><td>Mr. Beejal Desai</td><td>N.A.</td></tr><tr><td>8.</td><td>Mr. Vishal Singh (CEO)</td><td>7%</td></tr><tr><td>9.</td><td>Mr. Veeramani Venkata (CFO)##</td><td>N.A.</td></tr><tr><td>10.</td><td>Ms. Vanika Mahajan (CS)</td><td>24%</td></tr></table> <p>*Ceased to be an Independent Director w.e.f. August 27, 2024 #Appointed w.e.f. January 14, 2025 ##Appointed w.e.f. February 29, 2024</p>	1.	Dr. A. N. Singh	18%	2.	Mrs. Rukmani Devi*	N.A.	3.	Mr. Moiz Miyajiwala	-9%	4.	Mr. Puneet Raman	33%	5.	Ms. Anita Belani#	N.A.	6.	Mr. Rohit Khosla	N.A.	7.	Mr. Beejal Desai	N.A.	8.	Mr. Vishal Singh (CEO)	7%	9.	Mr. Veeramani Venkata (CFO)##	N.A.	10.	Ms. Vanika Mahajan (CS)	24%
1.	Dr. A. N. Singh	18%																													
2.	Mrs. Rukmani Devi*	N.A.																													
3.	Mr. Moiz Miyajiwala	-9%																													
4.	Mr. Puneet Raman	33%																													
5.	Ms. Anita Belani#	N.A.																													
6.	Mr. Rohit Khosla	N.A.																													
7.	Mr. Beejal Desai	N.A.																													
8.	Mr. Vishal Singh (CEO)	7%																													
9.	Mr. Veeramani Venkata (CFO)##	N.A.																													
10.	Ms. Vanika Mahajan (CS)	24%																													
The percentage increase (decrease) in the median remuneration of employees in the financial year.	6.2%																														
The number of permanent employees on the rolls of company for the year 2024-25.	163																														
Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration	During FY 2024-25 average percentile increase in the remuneration of KMPs was 10%, while the average percentile increase in the salaries of employees other than KMPs was 11%.																														

It is hereby affirmed that the Remuneration is as per the Remuneration Policy for Directors, Key Managerial Personnel, and other employees adopted by the Company.

On behalf of the Board of Directors

Place : Mumbai
Date : 28th April, 2025

Dr. Anant Narain Singh
Chairman

Management Discussion and Analysis

ECONOMIC ENVIRONMENT AND INDUSTRY INSIGHT

Global economic activity is experiencing a broad-based and sharper-than-expected slowdown, with inflation higher than seen in several decades. The cost-of-living crisis, tightening financial conditions in most regions, Russia's invasion of Ukraine, the Israel Gaza war and the US economic policy all weigh heavily on the outlook. Global growth is forecast to slow from 6.0 percent in 2021 to 3.1 percent in 2025 (Provided the trade war does not escalate and 3.0 percent in 2026. In case the trade war between US and China is prolonged it can have recessionary effect in 2026.

Global Economy and Hospitality Scenario

The global hospitality market is projected to continue its strong growth trajectory in 2025, with a forecast of reaching \$5.71 trillion, up from \$5.38 trillion in 2024, marking a 6.2% compound annual growth rate (CAGR). This growth is expected to be driven by various factors, including the rise of new traveller segments, the growing wellness market, and the increasing popularity of workcations and solo travel.

Review of the Business

The business for the first quarter of previous year was impacted due to elections. This was further compounded due to a fractured mandate. However, the second half saw a high growth especially in the state due to successful organization of “**Mahakumbh**” witnessing record attendees within a span of 2 months.

During the current year, the Company saw further consolidation of business aided by leisure travel and gradual pick up in business travel.

Financial Performance

The Total Income for the year ended 31st March, 2025 stood at Rs. 14,067 lakhs as compared to Rs. 12,380 Lakhs in previous year and the Gross Operating Profit (EBIDTA) stood at Rs. 6,452 Lakhs as compared to Rs. 5,436 Lakhs in previous year.

The profit before Tax for the year was at Rs. 5,811 Lakhs as compared to profit before tax of Rs. 4,809 lakhs for the previous year. The profit after Tax for the year was at Rs. 4,325 lakhs as compared to profit after Tax of Rs. 3,604 lakhs for the previous year.

Internal control systems and their adequacy

Your Company has in place an adequate system of internal controls, with documented procedures covering all functions in the hotel operating units. Systems of internal controls are designed to provide reasonable assurance regarding the effectiveness and efficiency of operations, the adequacy of safeguards for assets, the reliability of financial controls, and compliance with applicable laws and regulations. Adequate internal control measures are in the form of various policies & procedures issued by the Management covering all critical and important activities viz. Revenue Management, Hotel Operations, Purchase, Finance, Human Resources, Safety, etc. These policies & procedures are updated from time to time and compliance is monitored continuously. The Company continues its efforts to align all its processes and controls with global best practices.

The internal audit process through the Taj group unique 'Taj Positive Assurance Model' is an objective methodology of providing a positive assurance based on the audits of operating units. It is a convergence of Process Framework, Risk & Control Matrix and a Scoring Matrix. A framework developed for each functional area is identified on the basis of an assessment of risk and control as also providing a score, allowing the unit to identify and mitigate high- risk areas.

The Audit and Risk Management Committee of the Board oversees the adequacy of the internal control environment through regular reviews of the audit findings and monitoring implementations of internal audit recommendations through the compliance reports submitted to them.

The Statutory Auditors of your Company report that your company has adequate internal controls over financial reporting.

Certifications and Awards

Your Company has been participating in the globally recognized 'EarthCheck' benchmarking and certification system. Earth Check certifications are a result of extensive assessments and audits by Independent Environmental Assessors' - mapping indicators ranging from energy & water consumption, waste management to sensitivity exhibited vis-à-vis social and cultural dimensions in all areas of hotel operations. Taj Ganges, Varanasi has been certified Earth Check 'Platinum' for last two years after successfully retaining the gold category for consecutive five years. The Taj Nadesar Palace also won the best of the best award certified to just 1% of hotels listed on trip advisor.

Workforce

Total manpower employed by the company was 297 as on March 31, 2025 as compared to 298 as on March 31, 2024.

Corporate Governance Report

Company's Philosophy on Corporate Governance

Effective corporate governance practices constitute the strong foundation on which successful commercial enterprises are built to last. The Company's philosophy on corporate governance oversees business strategies and ensures fiscal accountability, ethical corporate behavior and fairness to all stakeholders comprising regulators, employees, customers, vendors, investors and the society at large.

At Benares Hotels Limited ('BHL'), good governance is a way of life and the way we do our business encompassing every day's activities and is enshrined as a part of our way of working. Our corporate governance framework ensures effective engagement with our stakeholders and helps us evolve with the changing times with an unwavering commitment to our ethical values and principles.

Being a part of the Tata Group, which epitomizes sustainability, the Company has inherited a strong legacy of fair and transparent ethical governance, as embodied in the Tata Code of Conduct ('TCoC').

The Company has adopted the TCoC for its employees. In addition, the Company has adopted a Code of Conduct for its Non-Executive Directors ('NEDs') which includes Code of Conduct for Independent Directors ('IDs') that suitably incorporates the duties of IDs as laid down in the Companies Act, 2013 ('the Act'). The Company's Corporate Governance philosophy has been further strengthened through the Code of Conduct for Prevention of Insider Trading and the Code of Corporate Disclosure Practices ('Insider Trading Code').

The Company has also adopted the Governance Guidelines on Board Effectiveness based on the best practices from both within and outside the Tata Group of Companies. These guidelines cover aspects inter-alia relating to composition and role of the Board, Chairman, and Directors, Board diversity, and Committees of the Board.

The Company is in compliance with the requirements stipulated under Regulation 17 to 27 read with Schedule V and clauses (b) to (i) and (t) of sub-regulation (2) of Regulation 46 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as applicable, with regard to corporate governance.

BOARD OF DIRECTORS:

The Board of Directors are at the helm of the Company's corporate governance framework, playing a pivotal role in overseeing the overall functioning of the Company. As the apex governing body, it provides strategic direction, leadership, and guidance to the management, while actively monitoring performance to ensure that the long-term interests of all stakeholders are protected. We are fortunate to have a Board that is diverse, active, independent, and collegial and provides valuable insights fulfilling its oversight role objectively.

Size and Composition of the Board

1. BHL's Board represents an optimal mix of Non-Executive Directors (including Independent Directors), to maintain the Board's independence. Half of the Board of Directors comprises Independent Directors, with the Chairman being a Promoter and Non-Executive Director. As on March 31, 2025, the Board comprised of six Non-Executive Directors (NEDs), three out of whom are Independent Directors of which one is a Woman Director and accordingly, the composition of the Board is in conformity with Regulation 17 of the SEBI Listing Regulations read together with Section 149 and 152 of the Act and rules framed thereunder. The profile of Directors can be found on <https://www.benareshotelslimited.com/en-in/directors>
2. During the year under review the composition of the Board was in conformity with Regulation 17 of the SEBI Listing Regulations read together with Section 149 and 152 of the Act and rules framed thereunder, except for a brief period due to the completion of an Independent Director's tenure which vacancy had since been filled restoring compliance.
3. None of the Directors on the Board hold directorships in more than 20 companies, with not more than 10 public limited companies. None of the Directors serve as Directors or IDs in more than seven listed companies.

4. None of the Directors serve as a Member of more than ten committees or act as a Chairperson of more than five committees across all the public limited companies in which he/she is a Director. For the purpose of determination of limit of the Board Committees, Chairpersonship and Membership of only the Audit Committee and Stakeholders' Relationship Committee have been considered in accordance with Regulation 26(1)(b) of the SEBI Listing Regulations. Necessary disclosures regarding Committee positions in other public companies as on March 31, 2025 have been made by the Directors.
5. There are no inter-se relationships between the Board Members.
6. Independent Directors are Non-Executive Directors as defined under Regulation 16(1)(b) of the SEBI Listing Regulations read with Section 149(6) of the Act along with rules framed thereunder. In terms of Regulation 25(8) of the SEBI Listing Regulations, they have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties. Based on the declarations received from the Independent Directors, the Board of Directors has confirmed that they meet the criteria of Independence as mentioned under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and that they are independent of the management. Further, the Independent Directors have included their names in the data bank of Independent Directors maintained with the Indian Institute of Corporate Affairs in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended.
7. All the Independent Directors of the Company have been appointed as per the provisions of the Act and the SEBI Listing Regulations. Formal letters of appointment are issued to the Independent Directors after their appointment by the Members. As required by Regulation 46 of the SEBI Listing Regulations and Section 149 read with Schedule IV of the Act, the terms and conditions of their appointment/re-appointment have been disclosed on the website of the Company at
https://www.benareshotelslimited.com/benareshotelslimited/Independent-Directors-ID-Appointment-Letter_final-template.pdf
 None of the Independent Directors have resigned before the expiry of their respective tenures during the year under review.
8. Five (5) Board Meetings were held during the year under review and the gap between two meetings did not exceed one hundred and twenty days. The dates of the Board Meetings held during each quarter are as follows:

Sl. No.	Date of Board Meeting	For the quarter
1	April 19, 2024	April to June
2	July 15, 2024	July to September
3	October 18, 2024	October to December
4	December 14, 2024	
5	January 14, 2025	January to March

The necessary quorum was present for all the meetings.

9. During Financial Year ('FY') 2024-25, one meeting of the Independent Directors was held on February 17, 2025. The Independent Directors, inter-alia, reviewed the performance of Non-Independent Directors, Board as a whole and Chairman of the Company, taking into account the views of Non-Executive Directors. They also assessed the quality, quantity, timeliness and adequacy of information between the Company's management and the Board.
10. The following table illustrates the composition of the Board, their attendance at Board Meetings held during the year under review and at the last Annual General Meeting ('AGM'), name of other listed entities in which the Director is a director and the number of Directorships and Committee Chairpersonships/ Memberships

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held by them in other public limited companies (excluding directorships of private limited companies, foreign companies and companies registered under Section 8 of the Act) as on March 31, 2025 are given herein below:

Name of the Director	Category	No. of Directorships in other public companies		No of Committee positions held in other public companies*		No. of Board Meetings attended during FY 2024-25	Whether attended last AGM held on 29.08.2024 (Yes/No)
		Chair-person	Member	Chair-person	Member		
Dr. Anant Narain Singh	Promoter, Non-Executive	1	–	–	–	5	Yes
Mrs. Rukmani Devi#	Independent Non-Executive	–	–	–	–	2	NA
Mr. Moiz Miyajiwala	Independent, Non-Executive	–	4	3	4	5	Yes
Mr. Puneet Raman	Independent, Non-Executive	–	–	–	–	5	Yes
Ms. Anita Belani\$	Independent, Non-Executive	–	9	–	5	–	NA
Mr. Rohit Khosla	Non-Independent, Non-Executive	4	1	2	2-	5	Yes
Mr. Beejal Desai	Non-Independent, Non-Executive	1	2	–	–	5	Yes

* Represents Chairpersonships/Memberships of Audit and Risk Management Committee and Stakeholders' Relationship Committees in all public limited companies as required under Regulation 26(1)(b) of the SEBI Listing Regulations. Further, membership includes positions as Chairperson of Committee.

Ceased to be Director w.e.f. August 27, 2024 upon completion of her second term as an Independent Director.

\$ Appointed as an Independent Director of the Company w.e.f. January 14, 2025.

Details of Directorships in other Listed Entities

Name and Category of the Director	Details of Directorships of other Listed Entities and Category of Directorship*	
Mr. Moiz Miyajiwala Non-Executive, Independent	Oriental Hotels Limited	Independent Non-Executive Director
Ms. Anita Belani Non-Executive, Independent	Redington Limited Foseco India Limited JSW Infrastructure Kaya Ltd	Independent Non-Executive Director

No other Director holds any Directorship in any other Listed Entity.

*Includes only equity listed Companies.

11. During FY 2024-25, information as mentioned in Part A of Schedule II of the SEBI Listing Regulations, has been made available to the Board of Directors, for discussion at Board Meetings. All material developments/updates are shared with the Board on an ongoing basis.
12. The Board periodically reviews the compliance reports of all laws applicable to the Company.
13. As per Regulation 17 of the SEBI Listing Regulations, the Members of the Board and Senior Management Personnel have affirmed compliance with the Code of Conduct applicable to them during the year ended March 31, 2025. The Annual Report of the Company contains a Certificate by the Chairman, on the compliance declarations received from the Members of the Board and Senior Management. The codes are displayed on the Company's website under the weblink

<https://www.benareshotelslimited.com/benareshotelslimited/Policies-BHL-Code-of-Conduct-for-NED.pdf>
<https://www.benareshotelslimited.com/benareshotelslimited/Policies-TATA-Code-of-Conduct.pdf>

14. The Company has Company's Code of Conduct for Prevention of Insider Trading and the Code of Corporate Disclosure Practices ('Insider Trading Code') and the same is available on the Company's website at <https://www.benareshotelslimited.com/benareshotelslimited/Policies-Revised-TCoC-for-PIT-CoCDP-Final.pdf>

15. Key Skills, Expertise and Competencies of the Board

The Board comprises of qualified members who bring in the required skills, competence and expertise to enable them to effectively contribute in deliberations at Board and Committee meetings.

The Board periodically evaluates the need for change in its composition and size. The Board has identified the following skills/ expertise/competencies expected to be possessed by our individual Directors, which are fundamental for the effective functioning of the Company and Board effectiveness which are available with the Board:

Name of the Director	Finance	Strategy/ Business Leadership	Governance/ Regulatory and Risk	Sales & Marketing	Hospitality	Agriculture	Human Resources
Dr. Anant Narain Singh	—	✓	✓	—	✓	✓	—
Mrs. Rukmani Devi*	✓	✓	✓	—	✓	—	—
Mr. Moiz Miyajiwala	✓	✓	✓	—	—	—	—
Mr. Puneet Raman	✓	✓	✓	✓	—	—	—
Ms. Anita Belani#	—	✓	—	—	—	—	✓
Mr. Rohit Khosla	✓	✓	—	✓	✓	—	—
Mr. Beejal Desai	—	✓	✓	—	—	—	—

*Ceased to be Director w.e.f. August 27, 2024 upon completion of her term as Independent Director.

Appointed as an Independent Director of the Company w.e.f. January 14, 2025.

16. Familiarization Programme for Directors (including Independent Directors)

The Company has a well-established detailed onboarding/orientation program for its directors designed to build an understanding of the Company, its businesses and the markets and regulatory environment in which it operates and fully equip the Directors to perform their role on the Board effectively. The Directors are usually encouraged to visit the hotel(s) of the Company and interact with members of Senior Management as part of the induction programme. The Details pertaining to Familiarization Programmes as per Regulations 25(7) and 46 of the SEBI Listing Regulations, are included in the Director's Report, which forms part of the Annual Report. The Details are also disclosed on the Company's website at

<https://www.benareshotelslimited.com/en-in/announcements/independent-directors>

17. Board Processes

Meeting Frequency : Appropriate notice in advance is given of the meetings. The Board meets at least once a quarter to review the quarterly result. Additional meetings are held when necessary.

Video-Conferencing Facilities: Directors are provided with secure video-conferencing facilities to enable their active participation in meetings from remote location(s).

Availability of Information to Board Members: Board members have unrestricted access to all Company-related information, including insights from senior management and employees. The Company follows a

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'Safety-first' policy, and health and safety matters are reviewed in detail at every quarterly meeting, including reportable incidents and the corrective or preventive actions taken by Management.

Post meeting follow up system: The Company has instituted an effective post-meeting follow-up mechanism. An Action Taken Report is presented at the subsequent meeting, updating the Board on the implementation status of decisions taken in the previous meeting.

Agenda Papers: In line with the Company's commitment to sustainability and digital efficiency, a secure web-based platform is used to circulate Board and Committee agenda papers electronically which has resulted in saving paper and increasing confidentiality. Directors receive the agenda in digital format, accessible via web browsers or iPads, thereby eliminating the need for printed documents. The platform adheres to stringent security protocols to ensure confidentiality, integrity, and secure transmission of sensitive information.

COMMITTEES OF THE BOARD:

The Board Committees are set up by the Board and are governed by its terms of reference which exhibit the scope, composition, tenure, functioning and reporting parameters. The Board Committees play a crucial role in the governance structure of the Company and have been constituted to deal with specific areas of concern for the Company that need a closer review. The Committees operate under the direct supervision of the Board and Chairpersons of the respective committees debrief the Board about the deliberations and decisions taken by the Committees. The recommendations of the Committees are submitted to the Board for approval. During the year under review, all recommendations of the Committees were approved by the Board. The minutes of the meetings of all committees of the Board are placed before the Board for noting.

The Committees constituted by the Board of Directors of the Company are as under:

1. Audit and Risk Management Committee:

The Company has an Audit and Risk Management Committee (Audit Committee) constituted in line with the provisions of Regulation 18 of the SEBI Listing Regulations and Section 177 of the Act. The broad terms of reference are as under:

- i. Reviewing with management, the quarterly/annual financial statements and auditors report thereon before submission to the Board for approval.
- ii. Oversight of the financial reporting process.
- iii. Evaluation of the internal financial controls and risk management systems.
- iv. Discussion with internal auditors on any significant findings and follow-up thereon.
- v. Recommendation for appointment, remuneration and terms of appointment of auditors of the Company.
- vi. Approve policies in relation to the implementation of the Insider Trading Code and to supervise the implementation of the same.
- vii. Approval of any subsequent modification of transactions of the company with related parties
- viii. To consider matters with respect to the Tata code of conduct

Although not mandatory, your Company has combined Risk Management with Audit Committee as a measure of good governance to frame, implement and monitor the risk management plan of the Company. The Committee has a Risk Management Policy, lays down a vigorous and active process for identification and mitigation of risks. The Committee reviews and monitors the risk management and mitigation plan from time to time.

In addition to the terms of reference of the Audit Committee, the terms of reference of the Risk Management Committee inter-alia, include the following:

- Review the Company's risk governance structure, risk assessment and risk management practices and guidelines, policies and procedures for risk assessment and risk management.
- Review and approve the Enterprise Risk Management (ERM) framework.
- Review the Company's risk appetite and strategy relating to key risks, including market risk, cyber security risk, product risk and reputational risk, as well as the guidelines, policies and processes for monitoring and mitigating such risks.

The Company's Audit Committee comprises Mr. Moiz Miyajiwala – Chairman, Mr. Puneet Raman and Mr. Rohit Khosla, Members. During the year under report, Mrs. Rukmani Devi ceased to be a Director upon completion of her second term as an Independent Director and consequently ceased to be member of the Audit Committee w.e.f. August 27, 2024. Mr. Puneet Raman was appointed as a member of the Audit Committee w.e.f. October 8, 2024. Each member of the Committee has the relevant experience in the field of Finance, accounting, marketing and hoteliering, with the Chairman being a Chartered Accountant. During the year under review, the Committee met six (6) times and the gap between any two meetings did not exceed 120 days. Necessary quorum was present for all the Meetings. The details of the constitution of the Committee as well as the number of meetings held and attendance there at during the year are as under:

Sl.No.	MEMBERS	ATTENDANCE AT AUDIT & RISK MANAGEMENT COMMITTEE MEETINGS HELD ON					
		19.04.2024	15.07.2024	18.10.2024	06.12.2024	14.12.2024	14.01.2025
1	Mr. Moiz Miyajiwala (Chairman) (Non-Executive, Independent Director)	✓	✓	✓	✓	✓	✓
2	Mrs. Rukmani Devi* (Non-Executive, Independent Director)	✓	✓	NA	NA	NA	NA
3	Mr. Puneet Raman# (Non-Executive, Independent Director)	NA	NA	✓	✓	✓	✓
4	Mr. Rohit Khosla (Non-Executive, Non-Independent Director)	✓	✓	✓	–	✓	✓

*ceased to be Director upon completion of her second term as an Independent Director and consequently ceased to be member of Audit & Risk Management Committee w.e.f. August 27, 2024

#Appointed as a member of Audit & Risk Management Committee w.e.f. October 8, 2024.

Committee invites such of the executives as it considers appropriate, representatives of the Statutory Auditors and Internal Auditors, to be present at its meetings.

The Company Secretary acts as the Secretary to the Audit Committee.

The Internal Auditors and Statutory Auditors of the Company discuss their audit findings and updates with the Committee and submit their views directly to the Committee.

Mr. Veeramani Venkata, CFO, is the Compliance Officer, to ensure compliance and effective implementation of the Insider Trading Code.

Quarterly Reports are placed before the Committee Meetings relating to the Insider Trading Code.

Mr. Moiz Miyajiwala, the Chairperson of the Audit Committee had attended the previous AGM of the Company which was held on August 29, 2024.

2. Nomination & Remuneration Committee:

The Company has a Nomination and Remuneration Committee (NRC) of the Board constituted in line with the provisions of Regulation 19 of the SEBI Listing Regulations and Section 178 of the Act. The broad terms of reference of NRC inter-alia, include the following:

- Recommend to the Board the setup and composition of the Board and its committees.
- Recommend to the Board the appointment/re-appointment of directors and Key Managerial Personnel.
- Support the Board and Independent Directors in evaluation of the performance of the Board, its Committees and individual Directors.
- Recommend to the Board whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent Directors.

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- Recommend to the Board the remuneration policy for Directors, Key Managerial Personnel as well as the rest of employees.
- Oversees familiarization programmes for Directors.

The Company's NRC comprises Mr. Moiz Miyajiwalwa - Chairman, Dr. Anant Narain Singh and Mr. Puneet Raman, Members. During the year under report, Mrs. Rukmani Devi ceased to be a Director upon completion of her second term as an Independent Director and consequently ceased to be member of the NRC Committee w.e.f. August 27, 2024. Mr. Puneet Raman was appointed as a member of the NRC w.e.f. October 18, 2024.

Two (2) NRC Meetings were held during the year under review. The necessary quorum was present at all the Meetings.

The details of the constitution of the Committee as well as the number of meetings held and attendance there at during the year are as under:

Sl. No.	MEMBERS	ATTENDANCE AT NOMINATION & REMUNERATION MEETINGS HELD ON	
		15.07.2024	17.02.2025
1	Mr. Moiz Miyajiwalwa (Non-Executive, Independent Director)	✓	✓
2	Dr. Anant Narain Singh (Non-Executive, Non-Independent Director)	✓	✓
3	Mrs. Rukmani Devi* (Non-Executive, Independent Director)	✓	NA
4	Mr. Puneet Raman# (Non-Executive, Independent Director)	NA	✓

*ceased to be Director upon completion of her second term as an Independent Director and consequently ceased to be member of Nomination & Remuneration Committee w.e.f. August 27, 2024

#Appointed as a member of Nomination & Remuneration Committee w.e.f. October 18, 2024.

Mr. Moiz Miyajiwalwa, the Chairperson of the NRC had attended the previous AGM of the Company which was held on August 29, 2024.

The Company does not have any Employee Stock Option Scheme.

Details of Performance Evaluation Criteria and Remuneration Policy are provided below.

Performance Evaluation Criteria for Independent Directors:

The performance evaluation criteria for Independent Directors is determined by the NRC. An indicative list of factors on which evaluation was carried out includes participation and contribution by a director, commitment, effective deployment of knowledge and expertise, integrity and maintenance of confidentiality and independence of behavior and judgement. The overall functioning of the evaluation process reflected a high degree of engagement amongst the Board Members and their freedom to express views on matters transacted at the Meetings.

The procedure followed for the performance evaluation of the Board, its committees and individual Directors is detailed in the Board's Report.

Remuneration Policy

Pursuant to Section 178(2) and (3) of the Act, the Company has adopted a Remuneration Policy for Directors, Key Managerial Personnel and other employees based on the recommendations of the Committee. The Policy envisages payment of remuneration according to qualification, experience. The Company's remuneration strategy is market –driven and aims at attracting and retaining high calibre talent. Remuneration policy of the Company is designed to create a high-performance culture. It enables the Company to attract, retain and motivate employees to achieve results. The policy also recommended the criteria for determining qualifications, positive attributes and independence of a director and identified persons who are qualified to become director and who may be appointed in senior management in accordance with the criteria laid down and recommended their appointment and carried out evaluation of every director's performance.

As per the Company's policy, NED's of the Company are paid, in addition to commission, sitting fees at the rate of Rs. 30,000 per meeting for attending meetings of the Board and meetings of committees of the Board. The Company also pays commission to the NED's within the ceiling of three percent of the net profits of the Company as computed under the applicable provisions of the Act. The said commission is decided each year by the Board of Directors, on the recommendation of the NRC and distributed amongst the NED's based on the Board evaluation process, considering criteria such as their attendance and contribution at the Board and Committee meetings, as well as the time spent on operational matters other than at the meetings. The Company also reimburses the out-of-pocket expenses incurred by the Directors for attending the meetings. The Remuneration policy is available on

<https://www.benareshotelslimited.com/benareshotelslimited/Policies-remuneration.pdf>

During the year under review, the Non-Executive Directors of the Company had no pecuniary relationship or transactions with the Company, other than sitting fees and remuneration and reimbursement of expenses incurred by them for the purpose of attending meetings of the Board/ Committees of the Company.

The Company has a policy relating to the payment of remuneration for the directors, KMPs and other senior employees pursuant to the provisions of section 178(3) of the Act and SEBI Listing Regulations. The key features of the said policy are:

- Overall remuneration (sitting fees and Commission) should be reasonable and sufficient to attract, retain and motivate directors aligned to the requirements of the Company.
- Overall remuneration practices should be consistent with recognized best practices.
- Within the parameters prescribed under the law, the payment of sitting fees and commission will be recommended by NRC and approved by the Board.
- The aggregate commission payable to the Directors will be recommended by NRC to the Board based on company performance, profits, return to investors, shareholder value creation and any other significant qualitative parameters as may be decided by the Board.
- The quantum of commission for each director shall be recommended by NRC to the Board based upon the outcome of the evaluation process drive by various factors including attendance and time spent in the Board and committee meetings, individual contributions at the meetings and contributions made by the Directors other than in meetings.

Details of the remuneration of Non-Executive Directors for the year ended March 31, 2025:

Name of the Director	Category	Salary & Perks 2024-2025	Sitting Fees 2024-2025	Commission 2023-24
Dr. Anant Narain Singh	Promoter, Non-Executive	NA	2,70,000	28,00,000
Mrs. Rukmani Devi#	Independent Non-Executive	NA	1,80,000	31,00,000
Mr. Moiz Miyajiwala	Independent, Non-Executive	NA	3,90,000	30,00,000
Mr. Puneet Raman	Independent, Non-Executive	NA	3,00,000	14,00,000
Ms. Anita Belani\$	Independent, Non-Executive	NA	60,000	NA
Mr. Rohit Khosla	Non-Independent, Non-Executive	NA	NA	NA
Mr. Beejal Desai	Non-Independent, Non-Executive	NA	NA	NA

Ceased to be Director w.e.f. August 27, 2024 upon completion of her second term as an Independent Director.

\$ Appointed as an Independent Director of the Company w.e.f. January 14, 2025.

NOTE: Traditionally, the Directors are paid commission each year after the Financial Statements are approved by the Members at the AGM of the Company. A sum of Rs. 103 lakhs have been paid as commission to Non-Executive Directors in FY 2024-25, pertaining to FY 2023-24.

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Details of the remuneration of Key Managerial Personnel for the year ended March 31, 2025:

Name of Key Managerial Personnel	Designation	Gross Salary	Others	Total Amount
Mr. Vishal Singh	CEO	88,63,700	33,742	88,97,442
Mr. Veeramani Venkata	CFO	29,10,552	93,882	30,04,434
Ms. Vanika Mahajan	CS	21,38,863	33,182	21,72,045

3. Stakeholders Relationship Committee :

The Company has a Stakeholders Relationship Committee (SRC) constituted in line with the provisions of Regulation 20 of the SEBI Listing Regulations and Section 178 of the Act. The broad terms of reference are as under:

- Consider and resolve the grievances of security holders.
- Consider and approve issue of share certificates, transfer and transmission of securities, etc.

The Company's SRC comprises Dr. Anant Narain Singh - Chairman, Mr. Rohit Khosla and Ms. Anita Belani, Members. During the year under report, Mrs. Rukmani Devi ceased to be a Director upon completion of her second term as an Independent Director and consequently ceased to be member of the SRC Committee w.e.f. August 27, 2024. Ms. Anita Belani was appointed as a member of the SRC w.e.f. January 17, 2025.

The details of the constitution of the Committee as well as the number of meetings held and attendance there at during the year are as under:

Sl. No.	MEMBERS	ATTENDANCE AT STAKEHOLDERS' RELATIONSHIP COMMITTEE MEETINGS HELD ON
		17-02-2025
1	Dr. Anant Narain Singh (Non-Executive, Non-Independent Director)	✓
2	Mrs. Rukmani Devi* (Non-Executive, Independent Director)	NA
3	Ms. Anita Belani# (Non-Executive, Independent Director)	✓
4	Mr. Rohit Khosla (Non-Executive, Non-Independent Director)	✓

*Ceased to be Director upon completion of her second term as an Independent Director and consequently ceased to be member of this Stakeholders' Relationship Committee w.e.f. August 27, 2024

#Appointed as a member of Stakeholders' Relationship Committee w.e.f. January 17, 2025.

The necessary quorum was present for the meeting.

The Company Secretary acts as the Compliance Officer to the Committee.

Details of Investor complaints and Compliance Officer are provided below in the Report.

Dr. Anant Narain Singh, the Chairperson of the SRC had attended the previous AGM of the Company which was held on August 29, 2024.

SRC - other details

a. Name, designation and address of compliance officer

Compliance Officer : Ms. Vanika Mahajan
Company Secretary
 Address: Benares Hotels Limited
 Corporate Office, Taj Palace, Sardar Patel Marg, New Delhi 110 021

Phone : 011 66503549
E-mail : vanika.mahajan@ihcltata.com

b. Details of investor complaints received and redressed during FY 2024-25 are as follows:

Opening Balance	Received during the year	Resolved during the year	Closing Balance
0	6	6	0

4. Corporate Social Responsibility Committee and Sustainability Committee:

The Company has a Corporate Social Responsibility and Sustainability Committee (CSR Committee) constituted in line with the provisions of Section 135 of the Act and is in accordance with Companies (Corporate Social Responsibility Policy) Amendment Rules 2021. The broad terms of reference are as under:

- Formulate and recommend to the Board, the CSR Policy and monitor them from time to time.
- Formulate and recommend to the Board, an Annual Action Plan for the Company and have an oversight on its implementation.
- To recommend the amount of expenditure to be incurred on CSR activities.
- Review activities with regard to the Sustainability initiatives of the Company.

The Company's CSR Committee comprises Dr. Anant Narain Singh - Chairman, Ms. Anita Belani and Mr. Rohit Khosla, Members. During the year under report, Mrs. Rukmani Devi ceased to be a Director upon completion of her second term as an Independent Director and consequently ceased to be member of the CSR Committee w.e.f. August 27, 2024. Ms. Anita Belani was appointed as a member of the CSR Committee w.e.f. January 17, 2025.

The details of the constitution of the Committee as well as the number of meetings held and attendance there at during the year are as under:

Sl. No.	MEMBERS	ATTENDANCE AT CSR AND SUSTAINABILITY COMMITTEE MEETINGS HELD ON
		19-04-2024
1	Dr. Anant Narain Singh (Non-Executive, Non-Independent Director)	✓
2	Mrs. Rukmani Devi* (Non-Executive, Independent Director)	✓
3	Ms. Anita Belani# (Non-Executive, Independent Director)	NA
4	Mr. Rohit Khosla (Non-Executive, Non-Independent Director)	✓

*Ceased to be Director w.e.f. August 27, 2024 upon completion of her second term as Independent Director.

#Appointed as a member of CSR and Sustainability Committee w.e.f January 17, 2025.

The necessary quorum was present for the meeting.

The CSR Policy is available on the Company's website at

<https://www.benareshotelslimited.com/benareshotelslimited/Policies-BHL-CSR-POLICY-2021-2022.pdf>

Senior Management :

In terms of Clause 5B of Schedule V of the SEBI Listing Regulations, the particulars of senior management of the Company as on March 31, 2025 are provided below:

Name	Designation
Mr. Vishal Singh	Chief Executive Officer
Mr. Veeramani Venkata	Chief Financial Officer

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Prevention of Sexual Harassment

Pursuant to Schedule V(C) 10(I) to the SEBI Listing Regulations, the Details of Complaints received and resolved during the year are mentioned in the Board's Report, which forms part of the Annual Report. The policy has been disclosed on the website of the Company under the link

<https://www.benareshotelslimited.com/benareshotelslimited/Policies-BHL-POSH-Policy-Final.pdf>

Transfer of unclaimed / unpaid amounts to the Investor Educations and Protection Fund:

Pursuant to Sections 124 and 125 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules'), the amount of dividend remaining unclaimed or unpaid for a period of seven years from the date of transfer to the Unpaid Dividend Account is required to be transferred to the IEPF maintained by the Central Government.

Further, all the shares in respect of which dividend has remained unclaimed for seven consecutive years or more from the date of transfer to unpaid dividend account shall also be transferred to IEPF Authority. The said requirement does not apply to shares in respect of which there is a specific order of Court, Tribunal or Statutory Authority, restraining any transfer of the shares.

In the interest of the shareholders, the Company sends periodical reminders to the shareholders to claim their dividends in order to avoid transfer of dividends / shares to IEPF Authority. Notices in this regard are also published in the newspapers and the details of unclaimed dividends and shareholders whose shares are liable to be transferred to the IEPF Authority, are uploaded on the Company's website

<https://www.benareshotelslimited.com/en-in/investors/iepf/>.

In light of the aforesaid provisions, the Company has during the year under review, transferred to IEPF the unclaimed dividends, outstanding for a period of seven years, of the Company. Further, shares of the Company, in respect of which dividend has not been claimed for seven consecutive years or more from the date of transfer to unpaid dividend account, have also been transferred to the demat account of IEPF Authority.

The details of unclaimed dividend and shares transferred to IEPF during the FY 2024-25 are as follows:

Financial Year	Amount of unclaimed dividend transferred (in Rs.)	Number of shares transferred
2016 - 17	6,12,510	2,559

The details of unclaimed dividend and shares liable to be transferred to the IEPF authority are available on the company's website at <https://www.benareshotelslimited.com/en-in/investors/iepf/>. The Members may log in to find out details of dividends outstanding for any of the previous years.

The members who have a claim on the shares of the Company and dividends which have been transferred to the IEPF in the past, may claim the same from the IEPF Authority by submitting an online application in the Form No. IEPF-5, which is available on the website www.iepf.gov.in and send a duly signed copy of the same to the Company at investor@tajhotels.com along with requisite attachments to Form No. IEPF-5. No claims shall lie against the Company in respect of the dividend / shares so transferred.

The following table gives information relating to various outstanding dividends and the dates by which they can be claimed by the shareholders from the Company's Registrar and Transfer Agent:

Financial Year	Date of Declaration	Proposed Date of Transfer to IEPF*
2017-18	24.08.2018	30.09.2025
2018-19	30.09.2019	06.10.2026
2019-20	29.09.2020	04.11.2027
2020-21 **	—	—
2021-22	08.09.2022	14.10.2029
2022-23	24.08.2023	30.09.2030
2023-24	29.08.2024	04.10.2031

* Indicative dates, actual dates may vary

** Company did not declare dividend

Nodal and Deputy Nodal Officer: In accordance with the IEPF Rules, the Board of Directors of the Company have appointed the following as the Nodal and Deputy Nodal officer:

Nodal Officer	Deputy Nodal Officer
Ms. Vanika Mahajan – Company Secretary	Mr. Veeramani Venkata – Chief Financial Officer

Contact Details:

Benares Hotels Limited
C/o Corporate Office
Taj Palace,
Sardar Patel Marg,
New Delhi - 110 021
Phone: 011 - 66503549
e-mail investor@tajhotels.com

Details of equity shares of the Company held by the Directors as on March 31, 2025, are given below :

Dr. Anant Narain Singh (<i>Non-Executive, Non Independent Director</i>)-	–	24,000
Mr. Puneet Raman (<i>Non-Executive, Independent Director</i>)	–	4,500

The Company has not issued any convertible instruments.

General Body Meetings

Location, date and time of the General Meetings held in the last three years are as under:

Financial year	Date	Time	Venue	Special Resolution Passed
2024	August 29, 2024	3.00 p.m.	Video Conferencing ('VC')/ Other Audio Visual Means (‘OAVM’)	—
2023	August 24, 2023	3.00 p.m.		Re-appointment of Mr. Puneet Raman as Independent Director of the Company
2022	September 8, 2022	3.00 p.m.		Commission to Directors

The special resolutions were passed in the Annual General Meeting of the company with requisite majority.

The Company had sought the approval of the shareholders by way of a Special resolution through postal ballot notice dated January 14, 2025 for approval of appointment of Ms. Anita Belani (DIN: 01532511) as a Non-Executive Independent Director, which was duly passed and the results of which were announced on March 6, 2025. Arvind Kohli and Associates, Practicing Company Secretaries, was appointed as the scrutinizer to scrutinize the postal ballot process exercise.

Pursuant to Sections 108, 110 and other applicable provisions, if any, of the Act, (including any statutory modification or re-enactment thereof for the time being in force) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the Rules), Regulation 44 of the SEBI Listing Regulations, Secretarial Standard-2 on General Meetings (the 'SS-2'), read with the vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020 and subsequent circulars issued in this regard, the latest being 09/2024 dated September 19, 2024 (collectively referred to as 'MCA Circulars') and other applicable laws and regulations, as amended from time to time, the Company provided the remote e-Voting facility to its Members, to enable them to cast their votes electronically. The remote e-voting period commenced on Monday, February 3, 2025 at (9:00 a.m. IST) and ended on Tuesday, March 4, 2025 at (5:00 p.m. IST). The cut-off date for the same was January 24, 2025. Ms. Vanika Mahajan, Company Secretary was authorised to accept, acknowledge and countersign the Scrutinizer's Report as well as declare the voting results in accordance with the provisions of the Act, the Rules framed thereunder and the SS-2 on General Meetings. Accordingly, the Scrutinizer, after the completion of scrutiny, submitted his report to Ms. Mahajan and the consolidated results of the voting by postal ballot were announced on March 6, 2025. The results were also displayed at the Registered Office of the Company and on the Company's website at

<https://www.benareshotelslimited.com/benareshotelslimited/POSTAL-BALLOT-2025-Voting-results-&-Scrutinizer-Report.pdf> besides being communicated to BSE Limited ('BSE') and NSDL.

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Details of voting pattern

Special Resolution	Votes in Favour of the Resolution			Votes against the Resolution			Invalid Votes		
Appointment of Ms. Anita Belani as an Independent Director	No. of members voted through electronic voting system	No. of Valid votes cast (shares)	% of total number of valid votes cast	No. of members voted through electronic voting system	No. of Valid votes cast (shares)	% of total number of valid votes cast	Total number of members whose votes were declared invalid	Total No. of Invalid votes cast (shares)	% of total number of Invalid votes cast
	57	7,53,698	99.99	4	57	0.01	Nil	Nil	Nil

No extraordinary general meeting of the members was held during FY 2024-25.

No special resolution is being proposed to be passed through postal ballot as on the date of this Annual Report. None of the businesses proposed to be transacted at the ensuing AGM requires passing of a special resolution through postal ballot.

Means of Communication

BHL recognises communication as a key element to the overall Corporate Governance framework and therefore emphasizes on prompt, continuous, efficient and relevant communication to all external constituencies.

Stock Exchange Intimations: All Price Sensitive information and matters that are material to shareholders are disclosed to Stock Exchange where the securities of the Company are listed. All submissions to the Exchange including Shareholding pattern and Corporate Governance Report are made through the respective electronic filing systems. Material events or information as detailed in Regulation 30 of the SEBI Listing Regulations are disseminated on the Stock Exchange by filing them with the BSE through BSE Listing centre.

Financial Results: The quarterly, half-yearly and annual financial results of the Company are published in leading newspapers in India which includes Financial Express and Hindustan, in English and Vernacular Language respectively. Additionally, the results and other important information are also periodically updated on the Company's website viz. www.benareshotelslimited.com. Statutory notices are published in Financial Express and Hindustan.

Website: The Company has a comprehensive website which provides ease of navigation and accessibility to Information for all Investor queries and processes related to Company's securities. The website provides details of the Board, the Committees, Policies, Board committee Charters, financial information, statutory filings, Shareholding information, details of unclaimed dividend and shares transferred/ liable to be transferred to IEPF. In addition, various downloadable forms required to be executed by the shareholders have also been provided on the website of the Company.

Annual Report: In line with the MCA and SEBI Circulars, electronic copies of the Annual Report for FY 2024-25 are being sent by e-mail to the Members who had registered their e-mail ids with the Company/Depository Participants unless any Member has requested for a physical copy of the same. The Company shall send a physical copy of the Annual Report to those Members who request the same at investor@tajhotels.com mentioning their Folio No. / DP ID and Client ID. The Annual Report is also available on the Company's website at www.benareshotelslimited.com. A Management Discussion and Analysis Report is a part of this Annual Report.

Communication to Shareholders: As per the provisions of the Act, the Company sends reminder letters to those shareholders whose unclaimed dividends and shares are liable to be transferred to IEPF account

In support of the 'Green Initiative' the Company encourages Members to register their e-mail address with their Depository Participant or the Company, to receive soft copies of the Annual Report, Notices and other information disseminated by the Company, on a real-time basis without any delay.

Scores: A centralized web-based complaints redress system 'Scores' which serves as a centralized database of all complaints received, enables uploading of Action Taken Reports (ATRs) by the concerned companies and online viewing by the investors of actions taken on complaint and its current status.

Dispute Resolution Mechanism (SMART ODR): In order to strengthen the dispute resolution mechanism for all disputes between a listed company and/or registrars & transfer agents and its shareholder(s)/investor(s), SEBI had issued a Standard Operating Procedure ('SOP') vide Circular dated May 30, 2022. As per this Circular, shareholder(s)/investor(s) can opt for Stock Exchange Arbitration Mechanism for resolution of their disputes against the Company or its RTA. Further, SEBI vide Circular dated July 31, 2023 (updated as on December 20, 2023), introduced the Online Dispute Resolution (ODR) Portal. Through this ODR portal, the aggrieved party can initiate the mechanism, after exercising the primary options to resolve its issue, directly with the Company and through the SEBI Complaint Redress System (SCORES) platform. For detailed processes, the said circulars can be viewed on the company's website at the following link
<https://www.benareshotelslimited.com/en-in/investors/online-dispute-resolution-portal>

Other initiatives: The Company's RTA has implemented various investor initiatives given below as part of their endeavour to enhance investor servicing. The Shareholders may avail the facility as per the requirements:

- SWAYAM' - secure, self-service investor portal that gives shareholders a consolidated, real-time dashboard of their holdings and corporate actions. It also lets users digitally generate and track service requests—such as dividend claims and KYC updates—across both demat and physical folios.
- Chatbot– 'iDIA' is a Chatbot that utilises conversational technology to provide investors with a round-the-clock intuitive platform to ask questions and get information about queries. Investors may talk to iDIA by logging in to <https://in.mpms.mufig.com/>.
- FAQs – The FAQ section on the website of the RTA has detailed answers to probable investor queries. Please visit <https://web.in.mpms.mufig.com/faq.html> to find answers to your queries related to securities.
- Tax Exemption Form submission – You can submit your Tax exemption forms through online services on the website of the RTA. Please visit <https://web.in.mpms.mufig.com/formsreg/submission-of-form-15g-15h.html>

DISCLOSURES:

- i. The Company has a policy on Related Party Transactions pursuant to Regulation 23 of the SEBI Listing Regulations and as defined under the Act. The Policy for dealing with Related Party Transactions is approved by the Board and has been uploaded on the Company's website at the following link:
<https://www.benareshotelslimited.com/benareshotelslimited/Policies-Related-Party-Transaction-Policy.pdf>
 The Company has not entered into any materially significant related party transaction that may have potential conflict with the interest of the Company at large. Transactions entered into with related parties during FY 2024-25 were in the ordinary course of business and at arms' length basis and were approved by all the members of Audit Committee. The Board's approved policy for related party transactions is uploaded on the website of the Company.
- ii. Details of non-compliance by the Company, penalty, strictures imposed on the Company by the Stock Exchange or SEBI or any statutory authority on any matter related to capital markets as per Schedule V (C) 10(b) to the SEBI Listing Regulations: During the year, BSE Limited have levied fine amounting Rs. 10,00,640 for late compliance of the Regulations 17(1), 19(1)/19(2), 20(2)/(2A) of the SEBI Listing Regulations for the quarter ended December 2024, which was duly paid by the Company and an application seeking waiver of the same has also been submitted.
- iii. The Company follows Indian Accounting Standards (IND AS) issued by the Ministry of Corporate Affairs (MCA) in the preparation of its Financial Statements.
- iv. Whistle Blower Policy and Vigil Mechanism as per Regulation 22 of the SEBI Listing Regulations: - The Company has a Whistle-Blower Policy and has established the necessary vigil mechanism for directors, employees and other stakeholders to report concerns about unethical behaviour. No person has been denied access to the Chairperson of the Audit and Risk Management Committee. The said policy has been uploaded on the website of the Company.
<https://www.benareshotelslimited.com/benareshotelslimited/Policies-bhl-whistle-blower-policy-revised-21-07-2023.pdf>

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- v. The Company has adopted a Policy on Determination of Materiality for Disclosures under Regulation 30 of the SEBI Listing Regulations. The policy has been disclosed on the website of the Company under the link <https://www.benareshotelslimited.com/benareshotelslimited/Policies-materiality-policy.pdf>
- vi. The Company has adopted a Policy on Archival and Preservation of Documents under Regulation 30 & 9 of the SEBI Listing Regulations. The policy has been disclosed on the website of the Company under the link <https://www.benareshotelslimited.com/benareshotelslimited/Policies-Preservation-of-Documents.pdf>
- vii. Disclosure of certain type of agreements binding listed entities - As per Schedule III, Para A, Clause 5A of SEBI Listing Regulations there are no agreements impacting the management or control of the Company or imposing any restriction or creating any liability upon the Company.

Reconciliation of Share Capital Audit Report

In keeping with the requirement of Regulation 76 of the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 and SEBI Circular No. D&CC / FITTC/ Cir- 16/2002 dated December 31, 2002, a qualified practicing Company Secretary carried out a share capital audit to reconcile the total admitted equity share capital with the National Securities Depository Limited ('NSDL') and the Central Depository Services (India) Limited ('CDSL') and the total issued and listed equity share capital. The audit report confirms that the total issued / paid-up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL. This has been disclosed on the website of the Company under the link

<https://www.benareshotelslimited.com/en-in/investors/reconciliation-of-share-capital-audit-report/>

OTHER DISCLOSURES:

Remuneration to Statutory Auditors

PKF Sridhar and Santhanam LLP, Chartered Accountants (Firm Registration No. 003990S/S200018) have been appointed as the Statutory Auditors of the Company. As required under Regulation 34 read with Part C of the Schedule V of the SEBI Listing Regulations, the Total Fees paid by the Company to the statutory auditor, for FY 2024-25, is as under:

Particulars	Fees (Rs. Lakhs)
Services as Statutory Auditors (including quarterly audits)	7.55
Tax Audit	1.82
Other Services	0.33
Reimbursement of out-of-pocket Expenses	0.52
Total	10.20

Details of utilisation of funds raised through preferential allotment or qualified institutional placement as specified under Regulation 32(7A) of the SEBI Listing Regulations:

During the year under review, the Company did not raise any funds through preferential allotment or through Qualified Institutional Placement (QIP) as specified under Regulation 32(7A) of the SEBI Listing Regulations.

Disclosures of Commodity Price Risks or Foreign Exchange Risks and Commodity Hedging Activities:

The Company does not deal in commodities and hence the disclosure pursuant to the SEBI Circular dated November 15, 2018 is not required to be given.

The details of foreign exchange exposures as on March 31, 2025 are disclosed in notes to the Financial Statements.

Loans and advances in nature of loans to Firms/ Companies in which Directors are interested by name and amount:

The Company has not given any loans and advances to Firms/Company in which Directors are interested.

Certifications:

In terms of Regulation 17(8) of the SEBI Listing Regulations, the CEO and the CFO made certification to the Board of Directors in the prescribed format for the year under review, which has been reviewed by the Audit and Risk Management Committee and taken on record by the Board.

A certificate has been received from Practising Company Secretary, Arvind Kohli & Associates, that none of the Directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as directors of companies by the SEBI, MCA or any such statutory authority. The same is annexed to this Report as Annexure I.

A compliance certificate on the requirements of Corporate Governance has been received from the Practising Company Secretary, which is annexed to this Report as Annexure II.

Discretionary requirements under Schedule II Part E of the SEBI Listing Regulations:

All Mandatory requirements of the SEBI Listing Regulations have been complied with by the Company. The status of compliance with the discretionary requirements are as under:

1. **Audit Report:** For FY 2024-25, the Auditors have expressed an unmodified opinion on the Financial Statements of the Company. The Company continues to adopt best practices to ensure a regime of unmodified Financial Statements.
2. **Reporting of Internal Auditor:** The Internal Auditors of the Company report to the Audit and Risk Management Committee of the Company, to ensure independence of the Internal Audit function.

GENERAL SHAREHOLDER INFORMATION**Annual General Meeting for FY 2024-25**

Date and Time : Tuesday, August 12, 2025 at 3.00 p.m. (IST)

Venue : The Company is conducting meeting through VC/OAVM pursuant to the General Circulars issued by the MCA dated April 8, 2020, April 13, 2020, May 5, 2020, September 25, 2023 and the latest being September 19, 2024, and as such there is no requirement to have a venue for the AGM. For details, please refer to the Notice of this AGM.

Registered Office : Taj Ganges, Nadesar Palace Compound, Varanasi - 221002

Telephone No. : 0542 - 666 0001

Website : www.benareshotelslimited.com

E-mail : investor@tajhotels.com

Financial Year and Year Ending : 2024-25 and March 31, 2025

Dividend Payment: The dividend, if approved, shall be paid/credited on or after Friday, August 22, 2025.

Record Date: Tuesday, August 5, 2025

Listing on Stock Exchanges

➤ Equity Shares : BSE Ltd.
P.J. Towers, Dalal Street,
Mumbai 400 001

➤ Corporate Identification No.(CIN) : L55101UP1971PLC003480

➤ ISIN : INE664D01019

➤ Scrip Code : 509438 (BSE)

Listing fees as applicable have been paid.

Registrar & Share Transfer Agents

MUFG Intime India Private Limited

(Erstwhile Link Intime India Private Limited)

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(Unit: Benares Hotels Limited)
Noble Heights, 1st Floor, Plot No. NH 2, LSC,
C-1 Block, Near Savitri Market, Janakpuri,
New Delhi - 110058
Phone: 011 4941 1000
E-mail address: delhi@in.mpms.mufg.com
Website: www.in.mpms.mufg.com

OR

Company

Benares Hotels Limited
C/o Corporate Office
Taj Palace,
Sardar Patel Marg,
New Delhi - 110 021
Phone: 011 - 66503549

Designated e-mail address for Investor Services: investor@tajhotels.com

Website: www.benareshotelslimited.com

Documents will be accepted at the above addresses between 10.00 a.m. and 3.30 p.m. (Monday to Friday except bank holidays).

For the convenience of the shareholders, documents will also be accepted at the following branches of MUFG In time.

Place	Name and Address
Mumbai	MUFG Intime India Private Limited (Formerly Link Intime India Private Limited) C 101, Embassy 247, L.B.S.Marg, Vikhroli (West), Mumbai - 400083.
Kolkata	MUFG Intime India Private Limited (Formerly Link Intime India Private Limited) Rasoi Court, 5th Floor, 20, Sir R.N Mukherjee Road, Kolkata - 700001
Ahmedabad	MUFG Intime India Private Limited (Formerly Link Intime India Private Limited) 5th Floor, 506 to 508, Amarnath Business Centre-1 (ABC-1) Beside Gala Business Centre, Nr. St. Xavier's College Corner Off. C.G. Road, Ellisbridge, Ahmedabad - 380 006
Vadodara	MUFG Intime India Private Limited (Formerly Link Intime India Private Limited) Geetakunj, 1, Bhakti Nagar Society, Behind Abs Tower, Old Padra Road, Vadodara – 390015.
Pune	MUFG Intime India Private Limited (Formerly Link Intime India Private Limited) Block No. 202, 2nd Floor, Akshay Complex, Near Ganesh Temple, Off Dhole Patil Road, Pune - 411001.
Coimbatore	MUFG Intime India Private Limited (Formerly Link Intime India Private Limited) Surya 35, Mayflower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore - 641028

(Share transfer & Process Dematerialisation)

In accordance with Regulation 40 of the SEBI Listing Regulations, as amended from time to time, transfer/ transmission and transposition of securities shall be effected only in dematerialised form. Listed companies shall issue the securities in dematerialised form only, for processing any service request from shareholders viz., issue of duplicate share certificates, endorsement, transmission, transposition etc. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4/ISR5, the format of which is available on the Company's website at <https://www.benareshotelslimited.com/en-in/disclosures/>. It may be

noted that any service request can be processed only after the folio is KYC compliant. After processing the service request, a letter of confirmation will be issued to the shareholders and shall be valid for a period of 120 days, within which the shareholder shall make a request to the Depository Participant ('DP') for dematerialising those shares. If the shareholder fails to submit the dematerialisation request within 120 days, then the Company shall credit those shares in the Suspense Escrow Demat Account ('SEDA') held by the Company. Shareholders can claim those shares transferred to SEDA on submission of necessary documentation. Details of shares transferred to / released from SEDA during the FY 2024-25 are as under:

Particulars	No. of Shares
No. of shares lying in SEDA as on April 1, 2024	Nil
No. of shares transferred to SEDA during FY 2024-25	Nil
No. of shares transferred from SEDA during FY 2024-25	Nil
No. of shares lying in SEDA as on March 31, 2025	Nil

Distribution of equity shareholding as on March 31, 2025

Number of shares	Number of Shareholders	Percentage to Total Shareholders	Holding	Percentage to Issued capital
1 – 500	6715	98.58	164472	12.65
501 - 1000	37	0.54	26978	2.08
1001 - 2000	17	0.25	21749	1.67
2001 - 3000	10	0.15	25998	2.00
3001 - 4000	4	0.06	14570	1.12
4001 - 5000	2	0.03	9500	0.73
5001 - 10000	13	0.19	90595	6.97
10001 - above	14	0.21	946138	72.78
TOTAL	6812	100.00	1300000	100.00

Categories of equity Shareholding as on March 31, 2025:

Category	No. of equity Shares held	% to Paid up capital
Promoters and Promoter Group	813482	62.58
Directors & their Relatives	7945	0.61
Resident Individual & HUF	417775	32.14
Non-Resident Indians	7325	0.56
Body Corporate - Ltd Liability Partnership	86	0.01
FPI (Corporate) - I	89	0.01
Alternate Investment Funds	43	0.00
Corporate Bodies	23488	1.81
Investor Education And Protection Fund	29767	2.29

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Top ten equity shareholders other than Promoter/Promoter Group as on March 31, 2025:

Sr. No.	Name of the Shareholders*	Total Number of equity Shares	Total Shareholding as % of total number of equity shares
1.	Aditya Deorah	35216	2.71
2.	Investor Education and Protection Fund Authority Ministry of Corporate Affairs	29767	2.29
3.	Vinodchandra Mansukhlal Parekh	20115	1.55
4.	Brajraj Singh	20000	1.54
5.	Arjun Ramani	18798	1.45
6.	Raghubirsingh R Gohil	15957	1.23
7.	Arjun Dunichand Ramani Huf	11391	0.88
8.	Sanjeev Vinodchandra Parekh	9374	0.72
9.	Dinesh Muktilal Paldiwal	8797	0.68
10.	Sharda Ramani	8650	0.67

* Shareholding is consolidated based on Permanent Account Number (PAN) of the shareholder.

Dematerialization of Shares & Liquidity

The Company's Equity shares are tradable compulsorily in electronic form. We have established connectivity with both the depositories, i.e., NSDL and CDSL. The International Securities Identification Number ('ISIN') allotted to the Equity Shares under the Depository System is INE664D01019. Equity shares of the Company representing approximately 96.29 percent of the Company's equity share capital are dematerialized as on March 31, 2025.

Outstanding GDRs/ADRs/Warrants or any Convertible Instruments, Conversion Date and Likely Impact on Equity: The Company has not issued any GDRs/ADRs/Warrants or any convertible instruments during the year under review and hence, as on March 31, 2025, the Company does not have any outstanding GDRs/ADRs/Warrants or any convertible instruments.

Equity Shares in the Suspense Account:

As on March 31, 2025, there are no outstanding shares lying in the unclaimed suspense account of the Company.

Location of Plant/Hotels : Taj Ganges, Varanasi & Taj Nadesar Palace, Varanasi
and Ginger Hotel, Gondia

Declaration by the Chairman on behalf of the Board of Directors regarding adherence to the Code of Conduct as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In accordance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I hereby confirm that, all the members of the Board of Directors and Senior Management personnel have affirmed compliance with Codes of Conduct, as applicable to them, in respect of the Financial Year ended March 31, 2025.

For Benares Hotels Limited

Place : Mumbai
Date : April 28, 2025

Dr. Anant Narain Singh
Chairman
(DIN 00114728)

Annexure I

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015)

To

The Members of
BENARES HOTELS LIMITED
Nadesar Palace Compound
VARANASI - 221002

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Benares Hotels Limited having CIN: L55101UP1971PLC003480** and having registered office at Nadesar Palace Compound, Varanasi – 221002 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2025 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

S.No.	Name of Director	DIN	Date of Appointment in Company
1.	Dr. Anant Narain Singh	00114728	31/01/2001
2.	Mr. Moiz Miyajiwala	00026258	24/01/2017
3.	Mr. Puneet Raman	00341221	17/09/2018
4.	Ms. Anita Belani	01532511	14/01/2025
5.	Mr. Rohit Khosla	07163135	07/05/2015
6.	Mr. Beejal Desai	03611725	08/02/2023

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Arvind Kohli & Associates
Company Secretaries

Arvind Kohli
Proprietor

Place: Gurugram
Date: April 15, 2025

FCS 4434, CP 2818
UDIN: F004434G000112036

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Annexure II

PRACTICING COMPANY SECRETARIES CERTIFICATE ON CORPORATE GOVERNANCE

To

**The Members of Benares Hotels Limited
(CIN: L55101UP1971PLC003480)**

We have examined the compliance of regulations of Corporate Governance by Benares Hotels Limited for the year ended 31st March, 2025, as stipulated in Regulation 17 to 27 and clause (b) to (i) of Regulation 46(2) and Paragraphs C, D & E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") as amended from time to time.

The compliance of regulations of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the regulations of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the regulations of Corporate Governance as stipulated in the above-mentioned Listing Regulations except as stated below:

- During the period under review, the Company was non-compliant with the provisions of Regulation 17(1) relating to the composition of the Board of Directors, Regulation 19(1)/(2) relating to the constitution of the Nomination and Remuneration Committee, and Regulation 20(2)/(2A) relating to the constitution of the Stakeholders Relationship Committee, of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the quarter ended December 31, 2024. In respect of the said non-compliances, BSE Limited has imposed a monetary penalty which was duly paid by the Company. Further, the Company has also applied to BSE Limited seeking a waiver of the said penalty.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For D.S. Associates
Company Secretaries**

**Dhawal Kant Singh
Partner
M. No.: F8687, C P No.: 7347
Unique Code No. P2007DE086800
Peer Review No. 1724/2022
UDIN: F008687G000211747**

Place: New Delhi
Date: April 28, 2025

Independent Auditors' Report

TO THE MEMBERS OF BENARES HOTELS LIMITED

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of **Benares Hotels Limited** ("the Company"), which comprise the balance sheet as at 31 March 2025, and the statement of Profit and Loss (including other comprehensive income), the statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of material accounting policies and other explanatory information (hereinafter referred to as "financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ('the Act') in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, Ind AS and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2025, its profit and other comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our opinion on the financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined the matter described below to be the key audit matter to be brought to your attention.

Key Audit Matter	Description	Our Response
Impairment assessment of Property, Plant and Equipment (PPE) of one hotel unit.	<p>In view of the continuing operating losses made by a hotel unit since its inception (with a carrying value of PPE of INR 1,101.32 lakhs as at 31 March 2025), and due to significant management and auditor judgement involved in impairment testing, we identified this matter as a Key Audit Matter.</p> <p>At the end of each year, management reviews the carrying amount of the assets to determine if there is any indication of impairment loss. If any such indication exists, management assesses the recoverable amount of those assets.</p> <p>The Company used the discounted cash flow approach to determine the recoverable value of those assets. Management also carries out an independent market valuation of the hotel building once in three years.</p> <p>The estimation of the recoverable amount of the assets at the unit involves management judgements and is dependent on certain assumptions and significant inputs which are affected by expected future market or economic conditions of the hospitality industry. Due to the level of uncertainties and judgment involved, changes in these assumptions could have significant impact on the recoverable value of those assets.</p>	<p>Our audit procedures in relation to impairment testing of the unit were:</p> <ul style="list-style-type: none"> Understanding the management's and those charged with governance (TCWG)'s process for estimating the recoverable amount of the assets Evaluating the reasonableness of the market related assumptions (including discount rate and long-term growth rate), judgements and key inputs considered by the management by comparing those estimates with market data and company specific information available. Tested the company specific assumptions used in the cash flow forecasts which includes occupancy rate and average room rate. To consider forecasting risk, we also performed sensitivity analysis over the cash flow projections. Evaluating the accuracy of the management's assessment by comparing the past estimates to the current year actual performance of the company. Reading the valuation report and validating key assumptions used in the valuation and rationale for those assumptions.

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Information Other than the Financial Statements and Auditors' Report Thereon

The Company's Management and Board of Directors are responsible for the preparation of the other information. The other information comprises the information included in the Directors report but does not include the financial statements and our auditors' report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the Management and Board of Directors for Financial Statements

The Company's Management and Board of Directors are responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the state of affairs, profit and other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, Management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate

the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditors' Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(I) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to the financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management.
- Conclude on the appropriateness of Management and Board of Directors use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related

disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern; and

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditors' Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of Section 143 (11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those

books, except for our remarks relating to audit trail requirement stated in paragraph 2(h)(vi) - (a) & (b) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.

- (c) The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), the Statement of Changes in Equity and the statement of cash flows dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the aforesaid financial statements comply with the (Ind AS) specified under Section 133 of the Act.
- (e) On the basis of the written representations received from the directors as on 31 March 2025 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2025 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) There are no qualifications, adverse remarks or reservations relating to the maintenance of books of accounts except for matter stated in paragraph 2(h)(vi) below on audit trail requirement under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.
- (g) With respect to the adequacy of the internal financial controls with reference to the financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- (h) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations as at 31 March 2024 on its financial position in its financial statements – Refer Note No. 30 of the financial statements;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company during the year ended 31 March 2024; and
 - iv. a) The management has represented that, to the best of its knowledge and belief, as

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- disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries
- b) The management has represented, that, to the best of its knowledge and belief, as disclosed in the notes to the accounts, no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- c) Based on such audit procedures that we have considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement.
- v. a) The final dividend paid by the Company during the year, in respect of the same declared for the previous year, is in accordance with Section 123 of the Act to the extent it applies to payment of dividend.
- b) As stated in Note No. 46 of the financial statements, the Board of Directors of the Company has proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend declared is in accordance with Section 123 of the Act to the extent it applies to declaration of dividend.
- vi. Relying on representations/explanations from the company and software vendors and based on our examination which included test checks, except for the instances mentioned below, the Company has used accounting software for maintaining its books of account which, along with access management tool, as applicable, have a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the respective software:
- (a) In case of revenue software used by its units except one for maintaining the books of accounts relating to revenue and trade receivables, given that the access management tool was implemented from 6 September 2024, the details of audit trail (edit log) was not enabled at the database level for the period from 1 April 2024 to 5 September 2024.
- (b) In ERP used for maintaining books of accounts of one of its units, the audit trail was not enabled at the database level for the period from 1 April 2024 to 20 April 2024.
- Further, for the periods where the audit trail (edit log) facility was enabled and operated throughout the year for the respective accounting software, we did not come across any instance of the audit trail feature being tampered with and the audit trail has been preserved by the Company as per the statutory requirements for record retention.
3. With respect to the matter to be included in the Auditors' Report under Section 197(16) of the Act:
- In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act.

For PKF Sridhar & Santhanam LLP

Chartered Accountants

Firm's Registration No.003990S/S200018

R. Suriyanarayanan

Partner

Membership No. 201402

UDIN: 25201402BMNVTF1549

Place of Signature: Mumbai

Date: 28th April 2025

Annexure-A

Referred to in paragraph 1 on 'Report on Other Legal and Regulatory Requirements' of our report of even date to the members of Benares Hotels Limited ("the Company") on the financial statements as of and for the year ended 31 March 2025.

I (a) A) The Company has maintained proper records showing full particulars including quantitative details and situation of Property, Plant and Equipment.

B) The Company has maintained proper records showing full particulars of intangible assets.

(b) The Company has a regular programme of physical verification of its Property, Plant and Equipment by which all Property, Plant and Equipment are verified in a phased manner over a period of three years. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, no physical verification was due in current year.

(c) According to the information and explanations given to us, the records examined by us and based on the examination of the conveyance deeds provided to us, we report that, the title deeds, comprising all the immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the financial statements are held in the name of the Company as at Balance Sheet date.

In respect of immovable properties of land and building that have been taken on lease and disclosed as leasehold lands / buildings under property, plant & equipment / right of use assets in the financial statements, the lease agreements are in the name of the Company.

(d) The Company has not revalued its Property, Plant and Equipment (including Right of Use assets) and intangible assets during the year and hence this clause is not applicable to the Company.

(e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, no proceedings have been initiated

or are pending against the Company for holding any benami property under the Benami Transactions (Prohibitions) Act, 1988 (45 of 1988) and rules made thereunder.

ii (a) The inventory has been physically verified by the management at reasonable intervals during the year. In our opinion, the frequency of such verification is reasonable and, the coverage and procedure of such verification by the management is appropriate. The discrepancies noticed on verification between the physical stocks and the book records are not 10% or more in the aggregate for each class of inventory.

(b) Based on our audit procedures and according to the information and explanation given to us, the Company has not been sanctioned loan in excess of five crore rupees from banks or financial institution on the basis of security of current assets and hence the question of filing quarterly returns or statements by the company with banks or financial institutions does not arise. Accordingly, paragraph 3(ii)(b) of the Order is not applicable to the Company.

iii. Based on our audit procedures and according to the information and explanation given to us, the Company has not made investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, paragraph 3(iii) (a) to (f) of the Order is not applicable to the Company.

iv Based on our audit procedures and according to the information and explanation given to us, the Company has neither given any loan, guarantees and security nor made any investment during the year covered under section 185 and 186 of the Act. Therefore paragraph 3(iv) of the Order is not applicable to the Company.

v Based on our audit procedures & according to the information and explanation given to us, the Company has not accepted any deposits or amounts which are deemed to be deposits within the meaning of the Act and the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant

BENARES HOTELS LIMITED

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provisions of the Act and the rules framed thereunder. No order has been passed by Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any other tribunal. Accordingly, paragraph 3(v) of the Order is not applicable to the Company.

- vi The Company is not required to maintain cost records specified by the Central Government under sub section (1) of section 148 of the Act. Accordingly, paragraph 3(vi) of the Order is not applicable to the Company.
- vii (a) According to the information and explanations given to us and the records of the Company examined by us, the Company has been regular in depositing undisputed statutory dues including Goods and Service Tax, Provident Fund, Employees' State Insurance, Income-tax, Sales-tax, Service tax, Duty of Customs, Duty of Excise, Value added tax, Cess and any other material

statutory dues as applicable with the appropriate authorities, except for minor delays in payment of 2 instances of Tax Deducted at Source, an instance of Value Added Tax and 3 instances of Gratuity.

According to the information and explanation given to us and the records of the Company examined by us, no undisputed amounts payable in respect of statutory dues were in arrears, as of 31 March 2025 for a period of more than six months from the date they became payable.

- (b) According to the information and explanations given to us and based on our examination of the records of the Company, there are no statutory dues referred to in sub-clause (a) as at 31 March 2025, which have not been deposited with the appropriate authorities on account of any dispute, except as stated below:

Name of the Statute	Nature of the Dues	Amount demanded (net of amount paid) (INR in lakhs)	Amount Paid (INR in lakhs)	Period to which amount relates	Forum where dispute is Pending
U.P. Trade Tax Act	Demand	10.88	5.00	FY 2006-2007	1st Appellate Authority, UP VAT
U.P. Trade Tax Act	Demand	15.39	5.00	FY 2007-2008	
Luxury Tax	Demand	1.21	—	FY 2009-2010 to FY 2013-2014	Assessing Officer

- viii As per the information and explanations given by the management and on the basis of our examination of the records of the Company, no amount has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961. Accordingly, paragraph 3(viii) of the order is not applicable to the Company.
- ix (a) According to the information and explanations given to us, the Company does not have any loans or other borrowings from any lender. Accordingly, reporting under clause 3(ix) of the Order is not applicable to the Company.

- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared willful defaulter by any bank or financial institution or government or government authority.
- (c) According to the information and explanations given to us and the records of the Company examined by us, there were no term loans taken by the Company and hence the question of the amount of loan so diverted and the purpose for which it is used does not arise. Accordingly,

- paragraph 3(ix)(c) of the Order is not applicable to the Company.
- (d) According to the information and explanations given to us and the records of the Company examined by us, there were no funds raised on short term basis by the Company. Accordingly, paragraph 3(ix)(d) of the Order is not applicable to the Company.
- (e) According to the information and explanations given to us and the records of the Company examined by us, the Company does not have any subsidiary, associate or joint venture and hence the question of the Company taking loan from any entity or person on account of or to meet the obligations of its subsidiaries, joint ventures or associate companies does not arise. Accordingly, paragraph 3(ix)(e) of the Order is not applicable to the Company.
- (f) According to the information and explanations given to us and the records of the Company examined by us, the Company does not have any subsidiary, associate or joint venture and hence the question of the Company raising any loans during the year on pledge of securities held in its subsidiaries, joint ventures or associate companies does not arise. Accordingly, paragraph 3(ix)(f) of the Order is not applicable to the Company.
- x (a) The Company has not raised any money during the year by way of initial public offer/further public offer (including debt instruments) hence, the requirement to report on clause 3(x)(a) of the Order is not applicable to the Company.
- (b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause (x)(b) of the Order is not applicable to the Company.
- xi (a) To the best of our knowledge and belief and according to the information and explanations given to us, we report that no fraud by the Company or on the Company has been noticed or reported during the year.
- (b) According to the information and explanations given to us including the representation made to us by the management of the Company, no report under sub-section 12 of Section 143 of the Act has been filed by secretarial auditor or by us in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014, with the Central Government of India for the period covered by our audit.
- (c) As represented to us by the management, there are no whistle blower complaints received during the year by the Company.
- xii The Company is not a Nidhi company in accordance with Nidhi Rules 2014. Accordingly, paragraph 3(xii)(a) to (c) of the Order is not applicable.
- xiii In our opinion and according to the information and explanations given to us, the transactions with related parties are in compliance with Section 177 and 188 of the Act, where applicable, and the details of the related party transactions have been disclosed in the financial statements as required by the Indian accounting standard Related Party Disclosures (Ind AS 24).
- xiv (a) To the best of our knowledge and belief and according to the information and explanations given to us, the Company has an internal audit system commensurate with the size and nature of its business.
- (b) We have considered the reports of the Internal Auditors of the Company issued till date for the period under audit.
- xv On the basis of the information and explanations given to us, in our opinion, during the year the Company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- xvi (a) Based on our audit procedures and according to the information and explanations given to us, the Company is not required to be registered under Section 45-IA of Reserve Bank of India Act, 1934 (2 of 1934).
- (b) Based on our audit procedures and according to the information and

BENARES HOTELS LIMITED

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explanations given to us, the Company has not conducted any Non-Banking Financial or Housing Finance activities without a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934. Accordingly, paragraph 3(xvi)(b) of the Order is not applicable to the Company.

- (c) Based on our audit procedures and according to the information and explanations given to us, the Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India and hence the questions of fulfilling criteria of a CIC, and in case the Company is an exempted or unregistered CIC, whether it continues to fulfil such criteria, do not arise. Accordingly, paragraph 3(xvi)(c) of the Order is not applicable to the Company.
 - (d) Based on our audit procedures and according to the information and explanations given to us, there are 6 Core Investment Companies (CIC) in the Group (basis definition of "Companies in the Group" as per Core Investment Companies (Reserve Bank) Directions, 2016) as at the end of the reporting period i.e. five CICs which are registered with the Reserve Bank of India and one CIC which is not required to be registered with the Reserve Bank of India.
- xvii Based on our audit procedures and according to the information and explanations given to us, the Company has not incurred cash losses in the financial year and in the immediately preceding financial year.
 - xviii There has been no resignation of the statutory auditors during the year and accordingly this clause is not applicable.
 - xix According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come

to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due. Also, refer Note No. 43 of the financial statements in this regard.

- xx According to the information and explanations given to us, the Company does not have any unspent amounts towards Corporate Social Responsibility in respect of any ongoing or other than ongoing project as at the end of the financial year. Accordingly, reporting under Clause 3(xx) of the Order is not applicable to the Company.

For PKF Sridhar & Santhanam LLP
Chartered Accountants
Firm's Registration No.003990S/S200018

R. Suriyanarayanan
Partner
Membership No. 201402
UDIN: 25201402BMNVTF1549

Place of Signature: Mumbai
Date: 28th April 2025

Annexure-B

Referred to in paragraph 2(g) on ‘Report on Other Legal and Regulatory Requirements’ of our report of even date

Report on the Internal Financial Controls with reference to the aforesaid financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013

We have audited the internal financial controls with reference to financial statements of **Benares Hotels Limited** (“the Company”) as of 31 March 2025 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management’s and Board of Directors’ Responsibility for Internal Financial Controls

The Company’s Management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal control with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the “Guidance Note”). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established

and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls with reference to financial statements.

Meaning of Internal Financial Controls with reference to Financial Statements

A Company’s internal financial control with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company’s internal financial control with reference to financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company’s assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with Reference to Financial Statements

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or

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improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial control with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at 31 March 2025, based on the internal control with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note.

For PKF Sridhar & Santhanam LLP

Chartered Accountants

Firm's Registration No. 003990S/S200018

R. Suriyanarayanan

Partner

Membership No. 201402

UDIN: 25201402BMNVTF1549

Place of Signature: Mumbai

Date: 28 April 2025

Balance Sheet as at 31st March, 2025

	Note	March 31, 2025 ₹ Lakhs	March 31, 2024 ₹ Lakhs
ASSETS			
Non-current Assets			
Property, plant and equipment	4	6,919.89	6,980.10
Right of Use Assets	6	112.02	115.04
Capital work-in-progress	4	1,892.96	546.25
Other Intangible assets	5	18.05	21.51
		<u>8,942.92</u>	<u>7,662.90</u>
Financial assets			
Other financial assets	7	41.59	1,505.79
Income Tax Assets (Net)		26.33	21.96
Other non-current assets	8	204.43	266.02
		<u>9,215.27</u>	<u>9,456.67</u>
Current Assets			
Inventories	9	105.35	134.16
Financial assets			
Trade receivables	10	403.91	507.17
Cash and cash equivalents	11	1,702.94	2,215.68
Bank balances other than cash and cash equivalents	12	7,261.66	2,826.11
Other financial assets	7	588.77	372.84
Other current assets	8	261.50	94.78
		<u>10,324.13</u>	<u>6,150.74</u>
Total		<u><u>19,539.40</u></u>	<u><u>15,607.41</u></u>
EQUITY AND LIABILITIES			
Equity			
Equity share capital	13	130.00	130.00
Other equity	14	17,141.59	13,169.64
Total Equity		<u>17,271.59</u>	<u>13,299.64</u>
Non-current liabilities			
Financial liabilities			
Lease liabilities	15	384.41	377.69
Provisions	16	42.30	33.20
Deferred tax liabilities (net)	17	480.29	525.01
		<u>907.00</u>	<u>935.90</u>
Current Liabilities			
Financial Liabilities			
Borrowings	18	—	—
Trade payables	19		
- Due to micro and small enterprises		17.87	59.63
- Due to others		474.25	607.96
Other financial liabilities	20	359.23	288.12
Other current liabilities	21	473.71	370.91
Provisions	16	35.75	45.25
		<u>1,360.81</u>	<u>1,371.87</u>
Total		<u><u>19,539.40</u></u>	<u><u>15,607.41</u></u>
Summary of Material Accounting Policies	2		

The accompanying notes form an integral part of the financial statements

As per our Report of even date attached
For PKF Sridhar & Santhanam LLP
Chartered Accountants
Firm Registration No. 003990S/S200018

R. Suriyanarayanan
Partner
Membership No.: 201402

Date : 28th April, 2025
Place: Mumbai

For and on behalf of the Board
Dr. Anant Narain Singh
Chairman
DIN: 00114728

Vishal Singh
Chief Executive Officer

Veeramani Venkata
Chief Financial Officer

Rohit Khosla
Director
DIN: 07163135

Vanika Mahajan
Company Secretary
ICSI M.No. ACS34515

Date : 28th April, 2025
Place: Mumbai

BENARES HOTELS LIMITED

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Statement of Profit and Loss for the Year Ended March 31, 2025

	Note	March 31 2025 ₹ Lakhs	March 31 2024 ₹ Lakhs
Income			
1. Revenue from Operations	22	13,546.63	12,056.27
2. Other Income	23	520.19	323.60
Total Income		14,066.82	12,379.87
Expenses			
1. Food and beverages consumed	24	1,015.12	1,014.42
2. Employee benefit expense and payment to contractors	25	1,601.74	1,428.43
3. Finance costs	26	38.16	37.57
4. Depreciation and amortisation expense	4/5/6	602.99	590.12
5. Other operating and general expenses	27	4,997.84	4,500.71
Total Expenses		8,255.85	7,571.25
Profit/(Loss) before exceptional items and tax		5,810.97	4,808.62
Exceptional items		—	—
Profit/(Loss) before tax		5,810.97	4,808.62
Tax expenses			
Current Tax	28	1,534.38	1,238.50
Deferred Tax	28	(44.72)	(34.16)
Excess provision of tax of earlier years (Net)		(3.64)	—
Total		1,486.02	1,204.34
Profit/(Loss) after tax		4,324.95	3,604.28
Other comprehensive income, net of tax			
Items that will not be reclassified subsequently to profit or loss			
Remeasurement of defined benefit obligation		(28.00)	(22.13)
Less: Income tax expense	28	—	—
Other comprehensive income for the year, net of tax		(28.00)	(22.13)
Total Comprehensive Income for the Year		4,296.95	3,582.15
Earnings Per Share	35		
Basic - (₹)		332.69	277.25
Diluted - (₹)		332.69	277.25
Face Value per Ordinary Share - (₹)		10.00	10.00
Summary of Significant Accounting Policies	2		

The accompanying notes form an integral part of the financial statements.

As per our Report of even date attached
For PKF Sridhar & Santhanam LLP
Chartered Accountants
Firm Registration No. 003990S/S200018

R. Suriyanarayanan
Partner
Membership No.: 201402

Date : 28th April, 2025
Place: Mumbai

For and on behalf of the Board

Dr. Anant Narain Singh
Chairman
DIN: 00114728

Vishal Singh
Chief Executive Officer

Veeramani Venkata
Chief Financial Officer

Rohit Khosla
Director
DIN: 07163135

Vanika Mahajan
Company Secretary
ICSI M.No. ACS34515

Date : 28th April, 2025
Place: Mumbai

Cash Flow Statement for the Year Ended March 31, 2025

	March 31, 2025 ₹ Lakhs	March 31, 2024 ₹ Lakhs
Cash Flow From Operating Activities		
Net Profit Before Tax	5,810.97	4,808.62
Adjustments For :		
Depreciation and Amortisation	599.96	587.08
Depreciation on Right of Use Assets	3.03	3.04
Interest on lease liability	38.16	37.57
Provision for Doubtful Debts net of bad debts (reversed).....	105.92	22.31
(Gain)/ Loss on sale of Property, Plant and Equipment	(0.04)	24.52
Interest Income	(510.46)	(316.41)
Bad debts written off	(52.32)	—
	<u>184.25</u>	<u>358.11</u>
Cash Operating Profit Before Working Capital Changes.....	5,995.22	5,166.73
Adjustments For :		
Trade Receivables.....	49.66	(99.90)
Inventories	28.81	(10.75)
Non Current - Other financial Asset	—	(4.18)
Other Non-current Assets.....	1.45	1.23
Current-Other Financial Assets	(73.92)	(51.76)
Other current assets	(166.72)	18.63
Trade Payables	(175.47)	131.88
Other Financial Liabilities - Current	(12.20)	23.67
Other Current Liabilities	102.81	97.33
Provisions	(28.40)	(4.69)
	<u>(273.98)</u>	<u>101.46</u>
Cash Generated from Operating Activities.....	5,721.24	5,268.19
Direct Taxes Paid - net	(1,535.11)	(1,213.37)
Net Cash From Operating Activities (A).....	4,186.13	4,054.82
Cash Flow From Investing Activities		
Purchase of Fixed Assets	(1,740.24)	(1,111.36)
Sale of Property, Plant and Equipment	0.72	3.60
Interest Received	368.45	196.29
Bank Balances not considered as Cash and Cash Equivalents	(2,971.35)	(1,619.08)
Net Cash Used in Investing Activities (B)	(4,342.42)	(2,530.55)
Cash Flow From Financing Activities*		
Payment of lease liabilities	—	—
Payment of interest on lease liabilities	(31.45)	(30.60)
Dividend Paid.....	(325.00)	(260.00)
Net Cash Used in Financing Activities (C)	(356.45)	(290.60)
Net Increase/ (Decrease) in Cash and Cash Equivalents (A+B+C) ..	(512.74)	1,233.67
Cash and Cash Equivalents - Opening (Refer Note 11)	2,215.68	982.01
Cash and Cash Equivalents - Closing (Refer Note 11)	1,702.94	2,215.68

*Refer foot note under Borrowings (Note 18) for Net Debt Reconciliation.

As per our Report of even date attached

For and on behalf of the Board

For PKF Sridhar & Santhanam LLP
Chartered Accountants
Firm Registration No. 003990S/S200018

Dr. Anant Narain Singh
Chairman
DIN: 00114728

Rohit Khosla
Director
DIN: 07163135

R. Suriyanarayanan
Partner
Membership No.: 201402

Vishal Singh
Chief Executive Officer

Vanika Mahajan
Company Secretary
ICSI M.No. ACS34515

Date : 28th April, 2025
Place: Mumbai

Veeramani Venkata
Chief Financial Officer

Date : 28th April, 2025
Place: Mumbai

BENARES HOTELS LIMITED

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Statement of Changes in Equity as at 31st March, 2025

₹ Lakhs

Particulars	Equity Share Capital Subscribed	Reserves and Surplus			Grand Total
		Capital Reserve	General Reserve	Retained Earnings	
Balance as at April 1, 2023	130.00	0.86	2,167.22	7,679.41	9,977.49
Changes in accounting policy / prior period errors	—	—	—	—	—
Balance at the beginning of the reporting period	130.00	0.86	2,167.22	7,679.41	9,977.49
Profit for the year ended March 31, 2024	—	—	—	3,604.28	3,604.28
Remeasurements of post employment benefit obligation, net of tax (item of other comprehensive income recognised directly in retained earnings (Not reclassified to P&L))	—	—	—	(22.13)	(22.13)
Total Comprehensive Income for the year ended March 31, 2024	—	—	—	3,582.15	3,582.15
Dividends	—	—	—	(260.00)	(260.00)
Balance as at March 31, 2024	130.00	0.86	2,167.22	11,001.56	13,299.64
Balance at April 1, 2024	130.00	0.86	2,167.22	11,001.56	13,299.64
Changes in accounting policy/ prior period errors	—	—	—	—	—
Restated balance at the beginning of the reporting period	130.00	0.86	2,167.22	11,001.56	13,299.64
Profit for the year ended March 31, 2025	—	—	—	4,324.95	4,324.95
Remeasurements of post employment benefit obligation, net of tax (item of other comprehensive income recognised directly in retained earnings (Not reclassified to P&L))	—	—	—	(28.00)	(28.00)
Total Comprehensive Income for the year ended March 31, 2025	—	—	—	4,296.95	4,296.95
Dividends	—	—	—	(325.00)	(325.00)
Balance as at March 31, 2025	130.00	0.86	2,167.22	14,973.51	17,271.59

As per our Report of even date attached

For PKF Sridhar & Santhanam LLP
Chartered Accountants
Firm Registration No. 003990S/S200018

R. Suriyanarayanan
Partner
Membership No.: 201402

Date : 28th April, 2025
Place: Mumbai

For and on behalf of the Board

Dr. Anant Narain Singh
Chairman
DIN: 00114728

Vishal Singh
Chief Executive Officer

Veeramani Venkata
Chief Financial Officer

Rohit Khosla
Director
DIN: 07163135

Vanika Mahajan
Company Secretary
ICSI M.No. ACS34515

Date : 28th April, 2025
Place: Mumbai

Notes to Financial Statements for the year ended March 31, 2025

Note 1: Corporate Information

Benares Hotels Limited (“BHL” or the “Company”), is a listed public limited company incorporated in 1971. The Company operates its hotels, viz. Taj Ganges and Taj Nadesar Palace in Varanasi and The Ginger Hotel Balaghat Road, Gondia in Maharashtra. In May, 2011, the Company became a subsidiary of The Indian Hotels Company Limited, a company promoted by Tata Sons Private Limited.

The financial statements were approved by the Board of Directors and authorised for issue on 28th April 2025.

Note 2: Basis of Preparation, Critical Accounting Estimates and Judgements and Material Accounting Policies

The financial statements have been prepared on the following basis:

(a) Statement of compliance:

These financial statements have been prepared in accordance with Indian Accounting Standards (“Ind AS”) as prescribed under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015 and other provisions of the Companies Act, 2013 as amended from time to time.

(b) Basis of preparation:

These financial statements have been prepared on a historical cost basis, except for certain financial instruments which are measured at fair value at the end of each reporting period. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique.

All assets and liabilities are classified as current and non-current as per company's normal operating cycle of 12 months which is based on the nature of business of the Company. Current Assets do not include elements which are not expected to be realised within 1 year and Current Liabilities do not include items which are due after 1 year, the period of 1 year being reckoned from the reporting date.

The Financial Statements are presented in Indian Rupees Lakhs, and all values are rounded off to the nearest two decimals except when otherwise stated.

(c) Critical accounting estimates and judgements:

The preparation of these financial statements in conformity with the recognition and measurement principles of Ind AS requires management to make judgements, estimates and assumptions, that affect the reported balances of assets and liabilities, disclosures relating to contingent liabilities as at the date of the financial statements and the reported amounts of income and expenses for the years presented. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

In particular, information about significant areas of estimation, uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements pertain to:

- **Useful lives of property, plant and equipment and intangible assets:** The Company has estimated useful life of each class of assets based on the nature of assets, the estimated usage of the

Notes to Financial Statements for the year ended March 31, 2025

asset, the operating condition of the asset, past history of replacement, anticipated technological changes, etc. The Company reviews the useful life of property, plant and equipment and Intangible assets at the end of each reporting period. This reassessment may result in change in depreciation expense in future periods.

- **Impairment testing:** Property, plant and equipment and Intangible assets are tested for impairment when events occur or changes in circumstances indicate that the recoverable amount of the cash generating unit is less than its carrying value. The recoverable amount of cash generating units is higher of value-in-use and fair value less cost of disposal. The calculation involves use of significant estimates and assumptions which includes turnover and earnings multiples, growth rates and net margins used to calculate projected future cash flows, risk-adjusted discount rate, future economic and market conditions.

- **Income Taxes:** Deferred tax assets are recognized to the extent that it is regarded as probable that deductible temporary differences can be realized. The Company estimates deferred tax assets and liabilities based on current tax laws and rates and in certain cases, business plans, including management's expectations regarding the manner and timing of recovery of the related assets. Changes in these estimates may affect the amount of deferred tax liabilities or the valuation of deferred tax assets and the tax charge in the statement of profit or loss.

Provision for tax liabilities require judgements on the interpretation of tax legislation, developments in case law and the potential outcomes of tax audits and appeals which may be subject to significant uncertainty. Therefore, the actual results may vary from expectations resulting in adjustments to provisions, the valuation of deferred tax assets, cash tax settlements and therefore, the tax charge in the statement of profit or loss.

- **Litigation:** From time to time, the Company is subject to legal proceedings the ultimate outcome of each being always subject to many uncertainties inherent in litigation. A provision for litigation is made when it is considered probable that a payment will be made and the amount of the loss can be reasonably estimated. Significant judgement is made when evaluating, among other factors, the probability of unfavourable outcome and the ability to make a reasonable estimate of the amount of potential loss. Litigation provisions are reviewed at each accounting period and revisions made for the changes in facts and circumstances.
- **Defined benefit plans:** The cost of the defined benefit plans and the present value of the defined benefit obligation are based on actuarial valuation using the projected unit credit method. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each Balance Sheet date.

- **Leases:**

Critical judgements in determining the lease term: Ind AS 116 requires lessees to determine the lease term as the non-cancellable period of a lease adjusted with any option to extend or terminate the lease, if the use of such option is reasonably certain. The Company makes an assessment on the expected lease term on a lease-by-lease basis and there by assesses whether it is reasonably certain that any options to extend or terminate the contract will be exercised. In evaluating the lease term, the Company considers factors such as any significant leasehold improvements undertaken over the lease term, costs relating to the termination of the lease and the importance of the underlying asset to Company's operations taking into account the location of the underlying asset and the availability of suitable alternatives. The lease term in future periods is reassessed to ensure that the lease term reflects the current economic circumstances.

Notes to Financial Statements for the year ended March 31, 2025

Critical judgements in determining the discount rate: The Company cannot readily determine the interest rate implicit in the lease, therefore, it uses its incremental borrowing rate (IBR) to measure lease liabilities. The discount rate is generally based on the incremental borrowing rate specific to the lease being evaluated or for a portfolio of leases with similar characteristics.

Material accounting policies

(d) Revenue Recognition:

Revenue is recognised at an amount that reflects the consideration to which the Company expects to be entitled in exchange for transferring the promised goods or services to a customer i.e. on transfer of control of the goods or service to the customer. Revenue from sales of goods or rendering of services is net of Indirect taxes, returns and variable consideration on account of discounts and schemes offered by the company as part of the contract.

Income from operations

Rooms and Food & Beverage: Revenue is recognised at the transaction price that is allocated to the performance obligation. Revenue includes room revenue, food and beverage sale & banquet services which is recognised once the rooms are occupied over a period of occupation, food & beverages are sold and banquet services have been provided as per the contract with the customer.

Space and Shop Rentals: Rentals basically consists of rental revenue earned from letting of spaces for retails and office at the properties. These contracts for rentals are generally of short term in nature. Revenue is recognized in the period in which services are being rendered.

Other Allied services: In relation to the laundry income, communication income, health club income, airport transfers income and other allied services, the revenue has been recognized by reference to the time of service rendered.

(e) Employee Benefits:

i. Short term-Employee Benefits:

Short term employee benefits are expensed as the related services are provided. A liability is recognised for the amount expected to be paid if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

ii. Post-Employment Benefits:

Defined contribution plans

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts.

Provident Fund:

The eligible employees of the Company are entitled to receive benefits under the provident fund, a defined contribution plan, in which both employees and the Company make monthly contributions at a specified percentage of the covered employees' salary (currently 12% of employees' salary), which is recognised as an expense in the Statement of Profit and Loss during the year. The contributions as specified under the law are paid to the respective Regional Provident Fund Commissioner (RPFC). In respect of contribution to RPFC, the Company has no further obligations beyond making the contribution, and hence, such employee benefit plan is classified as Defined Contribution Plan

Defined benefit plans

Gratuity Fund:

The Company makes annual contributions to gratuity funds administered by the trustees for amounts notified by the funds. The Gratuity plan provides for lump sum payment to vested

BENARES HOTELS LIMITED

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Notes to Financial Statements for the year ended March 31, 2025

employees on retirement, death or termination of employment of an amount based on the respective employee's last drawn salary and tenure of employment. The obligation determined as aforesaid less the fair value of the plan assets is reported as a liability or asset as of the reporting date. Actuarial gains and losses are recognised immediately in Other Comprehensive Income and reflected in retained earnings and will not be reclassified to the Statement of Profit and Loss.

iii. Other Long-term Employee Benefits:

The Company provides for encashment of leave or leave with pay subject to certain rules. The employees are entitled to accumulate leave subject to certain limits for future encashment / availment. The Company makes provision for compensated absences based on an independent actuarial valuation carried out at the end of the year. Actuarial gains and losses are recognised in the Statement of Profit and Loss.

(f) Property, Plant and Equipment:

Property, plant and equipment are stated at cost, less accumulated depreciation (other than freehold land) and accumulated impairment losses, if any.

All property, plant and equipment are initially recorded at cost. Cost includes the acquisition cost or the cost of construction, including duties and taxes (other than those refundable), expenses directly related to the location of assets and making them operational for their intended use and, in the case of qualifying assets, the attributable borrowing costs. All other repair and maintenance costs are recognised in profit or loss as incurred. First-time issues of operating supplies for a new hotel property, consisting of linen and chinaware, glassware and silverware (CGS) are capitalised and depreciated over their estimated useful life.

Subsequent expenditure relating to property, plant and equipment is capitalised only when it is probable that future economic benefits associated with these will flow to the Company and the cost of the item can be measured reliably.

An assets' carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Depreciation is charged to profit or loss so as to write off the cost of assets (other than freehold land and properties under construction) less their residual values over their useful lives, using the straight line method, as per the useful life prescribed in in part "C" of Schedule II to the Companies Act, 2013 except in respect of the following categories of assets, in whose case the life of the assets had been re-assessed as under based on technical evaluation made at the group level, taking into account the nature of the asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, anticipated technological changes, manufacturers' warranties, maintenance support, etc..

The estimated useful lives of the depreciable assets are as follows:

Particulars	Estimated Useful Life (Years)
Buildings	60 years
Improvement to the buildings	15 years
Plant and Equipment	5 to 20 years
Electrical Installation and Equipment	20 years
Hotel Wooden Furniture	15 years
End User devices – Computers, Laptops etc	6 years
Operating supplies (issued on opening of a new hotel property)	2 to 3 years
Assets costing less than Rs. 5000	4 years

Notes to Financial Statements for the year ended March 31, 2025

In respect of buildings on leasehold land, depreciation is based on the tenure which is lower of the life of the buildings or the expected lease period. Improvements to leasehold buildings are depreciated on the basis of their estimated useful lives or the expected lease period, whichever is lower. In respect of improvements to buildings carried under renovation projects, company estimates useful lives as 15 years in line with normal renovation cycle.

The estimated useful lives, residual values and depreciation method are reviewed at the Balance Sheet date, with the effect of any changes in estimate accounted for on a prospective basis.

For transition to Ind AS, the Company has elected to continue with the carrying value of all of its property, plant and equipment recognised as of April 1, 2015 (transition date) measured as per the previous GAAP and use that carrying value as its deemed cost as of the transition date.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in the Statement of Profit and Loss. Proportionate depreciation is charged for the addition and disposal of an item of property, plant and equipment made during the year.

Capital work in progress represents projects under which the property, plant and equipment are not yet ready for their intended use and are carried at a cost determined as aforesaid.

(g) Intangible Assets:

Intangible assets include cost of acquired software and designs, and cost incurred for development of the Company's website and certain contract acquisition costs. Intangible assets are initially measured at acquisition cost including any directly attributable costs of preparing the asset for its intended use and are carried at cost less accumulated amortisation and accumulated impairment losses.

Intangible assets with finite lives are amortised over their estimated useful life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. Intangible assets with indefinite useful lives are tested for impairment at least annually, and whenever there is an indication that the asset may be impaired. The estimated useful life used for amortising intangible assets is as under:

Class of Assets	Estimated Useful Life (Years)
Website Development Cost	5 years
Software and Licences	6 years
Service and Operating Rights	10 years

An intangible asset is derecognized on disposal, or when no future economic benefits are expected from use of disposal. Gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognized in the Statement of Profit and Loss when the asset is derecognized.

For transition to Ind AS, the Company has elected to continue with carrying value of all of its intangible assets recognised as of April 1, 2015 (transition date) measured as per the previous GAAP and use that carrying value as its deemed cost as of the transition date.

(h) Impairment of assets:

Assets that are subject to amortisation are reviewed for impairment periodically including whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount.

Notes to Financial Statements for the year ended March 31, 2025

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

Where the asset does not generate cash flows that are independent from other assets, the company estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in the Statement of Profit and Loss. When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in the Statement of Profit and Loss to the extent that it eliminates the impairment loss which has been recognised for the asset in prior years.

(i) Foreign Currency Translation:

The functional currency of the Company is Indian rupee (₹).

Initial Recognition

On initial recognition, all foreign currency transactions are recorded by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

Subsequent Recognition

As at the reporting date, non-monetary items which are carried at historical cost and denominated in a foreign currency are reported using the exchange rate at the date of the transaction. All non-monetary items which are carried at fair value or other similar valuation denominated in a foreign currency are reported using the exchange rates that existed when the values were fair value measured.

All monetary assets and liabilities in foreign currency are restated at the end of accounting period. Exchange differences on restatement of all monetary items are recognised in the Statement of Profit and Loss.

(j) Leases:

On inception of a contract, the Company assesses whether it contains a lease. A contract is, or contains a lease when it conveys the right to control the use of an identified asset for a period of time in exchange for consideration. The right to use the asset and the obligation under the lease to make payments are recognised in the Company's statement of financial position as a right-of-use asset and a lease liability.

Right of Use Assets

The right-of-use asset recognised at lease commencement includes the amount of lease liability recognised, initial direct costs incurred, and lease payments made at or before the commencement date, less any lease incentives received. Right-of-use assets are depreciated over the shorter of the asset's estimated useful life and the lease term. Right-of-use assets are also adjusted for any re-measurement of lease liabilities and are subject to impairment testing. Residual value is reassessed annually.

Notes to Financial Statements for the year ended March 31, 2025

Lease Liabilities

The lease liability is initially measured at the present value of the lease payments to be made over the lease term. The lease payments include fixed payments (including 'in-substance fixed' payments) and variable lease payments that depend on an index or a rate, less any lease incentives receivable, and payments of penalties for terminating the lease, if the lease term reflects the exercise of an option to terminate the lease. 'In-substance fixed' payments are payments that may, in form, contain variability but that, in substance, are unavoidable. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Company. In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable.

The lease term includes periods subject to extension options which the Company is reasonably certain to exercise and excludes the effect of early termination options where the Company is reasonably certain that it will not exercise the option.

After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for lease payments made. In addition, the carrying amount of lease liabilities is re-measured if there is a modification, a change in the lease term, a change in the 'in-substance fixed' lease payments or as a result of a rent review or change in the relevant index or rate.

Variable Lease

Variable lease payments that do not depend on an index or a rate are recognised as an expense in the period over which the event or condition that triggers the payment occurs.

Short-term leases and leases of low-value assets

The Company has opted not to apply the lease accounting model to intangible assets, leases of low-value assets or leases which have a lease term of 12 months or less and don't contain purchase option. Costs associated with such leases are recognised as an expense on a straight-line basis over the lease term.

Disclosure

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments are presented as follows in the Company's statement of cash flows:

- Short-term lease payments, payments for leases of low-value assets and variable lease payments that are not included in the measurement of the lease liabilities are presented within cash flows from operating activities;
- Payments for the interest element of recognized lease liabilities are included in 'interest paid' within cash flows from operating activities; and
- Payments for the principal element of recognized lease liabilities are presented within cash flows from financing activities

Refer Note No. 29 of the Financial Statement for details.

(k) Inventories:

Stock of food and beverages and stores and operating supplies are carried at the lower of cost (computed on a Weighted Average basis) or net realisable value. Cost include the cost of purchase including duties and taxes (other than those refundable), inward freight, and other expenditure directly attributable to the purchase. Trade discounts and rebates are deducted in determining the cost of purchase.

Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and selling expenses.

Notes to Financial Statements for the year ended March 31, 2025**(l) Income Taxes:**

Income tax expense comprises current tax expense and the net change in the deferred tax asset or liability during the year. Current and deferred tax are recognised in statement of profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity, respectively.

(i) Current tax:

Current Tax expenses are accounted in the same period to which the revenue and expenses relate. Provision for current income tax is made for the tax liability payable on taxable income after considering tax allowances, deductions and exemptions determined in accordance with the applicable tax rates and the prevailing tax laws.

Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle the asset and the liability on a net basis.

(ii) Deferred tax:

Deferred income tax is recognised using the balance sheet approach. Deferred income tax assets and liabilities are recognised for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount in financial statements, except when the deferred income tax arises from the initial recognition of goodwill, an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profits or loss at the time of the transaction.

Deferred income tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilised.

The carrying amount of deferred tax assets is reviewed at the end of each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the deferred income tax asset to be utilised.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realized, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting date.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

(m) Provisions, Contingent Liabilities and Contingent Assets:

Provisions are recognised when the Company has a binding present obligation. This may be either legal because it derives from a contract, legislation or other operation of law, or constructive because the Company created valid expectations on the part of third parties by accepting certain responsibilities. To record such an obligation, it must be probable that an outflow of resources will be required to settle the obligation and a reliable estimate can be made for the amount of the obligation. The amount recognised as a provision and the indicated time range of the outflow of economic benefits are the best estimate (most probable outcome) of the expenditure required to settle the present obligation at the balance sheet date, taking into account the risks and uncertainties surrounding the obligation. Non-current provisions are discounted if the impact is material.

Contingent liabilities are disclosed only when there is a possible obligation arising from past events, due to occurrence or non-occurrence of one or more uncertain future events, not wholly within the

Notes to Financial Statements for the year ended March 31, 2025

control of the Company, or where any present obligation cannot be measured in terms of future outflow of resources, or where a reliable estimate of the obligation cannot be made. Obligations are assessed on an ongoing basis and only those having a largely probable outflow of resources are provided for.

Contingent assets are disclosed in the Financial Statements by way of notes to accounts when an inflow of economic benefits is probable.

Provisions, contingent assets and contingent liabilities are reviewed at each balance sheet date.

(n) Borrowing Costs:

General and specific borrowing costs directly attributable to the acquisition or construction of qualifying assets that necessarily takes a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. Borrowing costs consist of interest and other costs that the company incurs in connection with the borrowing of funds.

Interest income earned on temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization. Borrowing costs that are not directly attributable to a qualifying asset are recognised in the Statement of Profit or Loss using the effective interest method.

(o) Statement of Cash Flows:

Cash flows are reported using the indirect method, whereby profit/ (loss) before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments.

(p) Exceptional items:

Exceptional items are disclosed separately in the financial statements where it is necessary to do so to provide further understanding of the financial performance of the Company. These are material items of income or expense that have to be shown separately due to their nature or incidence.

(q) Financial Instruments:

(I) Financial assets

Initial recognition and measurement

Financial assets are recognised when, and only when, the Company becomes a party to the contractual provisions of the financial instrument. The Company determines the classification of its financial assets at initial recognition.

When financial assets are recognised initially, they are measured at fair value, plus, in the case of financial assets not at fair value through profit or loss directly attributable transaction costs. Transaction costs of financial assets carried at fair value through profit or loss are expensed in the Statement of Profit and Loss. However, trade receivables that do not contain a significant financing component are measured at transaction price.

Classification

- **Cash and Cash Equivalents** – Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.
- **Debt Instruments** - The Company classifies its debt instruments as subsequently measured at amortised cost, fair value through Other Comprehensive Income or fair value through profit or loss based on its business model for managing the financial assets and the contractual cash flow characteristics of the financial asset.

Notes to Financial Statements for the year ended March 31, 2025**(i) Financial assets at amortised cost**

Financial assets are subsequently measured at amortised cost if these financial assets are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest. Interest income from these financial assets is included as a part of the Company's income in the Statement of Profit and Loss using the effective interest rate method.

(ii) Financial assets at fair value through Other Comprehensive Income (FVOCI)

Financial assets are subsequently measured at fair value through Other Comprehensive Income if these financial assets are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest. Movements in the carrying value are taken through Other Comprehensive Income, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains or losses which are recognised in the Statement of Profit and Loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in Other Comprehensive Income is reclassified from Other Comprehensive Income to the Statement of Profit and Loss. Interest income on such financial assets is included as a part of the Company's income in the Statement of Profit and Loss using the effective interest rate method.

(iii) Financial assets at fair value through profit or loss (FVTPL)

Assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through profit or loss. A gain or loss on such debt instrument that is subsequently measured at FVTPL and is not part of a hedging relationship as well as interest income is recognised in the Statement of Profit and Loss.

- **Equity Instruments** - The Company subsequently measures all equity investments (other than the investment in subsidiaries, joint ventures and associates which are measured at cost) at fair value. Where the Company has elected to present fair value gains and losses on equity investments in Other Comprehensive Income ("FVOCI"), there is no subsequent reclassification of fair value gains and losses to profit or loss. Dividends from such investments are recognised in the Statement of Profit and Loss as other income when the Company's right to receive payment is established.

The Company has made an irrevocable election to present in Other Comprehensive Income subsequent changes in the fair value of equity investments that are not held for trading.

When the equity investment is derecognised, the cumulative gain or loss previously recognised in Other Comprehensive Income is reclassified from Other Comprehensive Income to the Retained Earnings directly.

Interest

Interest income is accrued on a time proportion basis using the effective interest rate method.

Dividend

Dividend income is recognised when the Company's right to receive the amount is established.

De-recognition

A financial asset is derecognised only when the Company has transferred the rights to receive cash flows from the financial asset. Where the Company has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognised. Where the Company has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognised.

Notes to Financial Statements for the year ended March 31, 2025

Where the Company retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset.

(II) Financial liabilities

Initial recognition and measurement

Financial liabilities are recognised when, and only when, the Company becomes a party to the contractual provisions of the financial instrument. The Company determines the classification of its financial liabilities at initial recognition.

All financial liabilities are recognised initially at fair value, plus, in the case of financial liabilities not at fair value, through profit or loss directly attributable transaction costs.

Subsequent measurement

After initial recognition, financial liabilities that are not carried at fair value through profit or loss are subsequently measured at amortised cost using the effective interest method. Gains and losses are recognised in the Statement of Profit and Loss when the liabilities are derecognised, and through the amortisation process.

De-recognition

A financial liability is de-recognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a de-recognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amounts is recognised in the Statement of Profit and Loss.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs.

(III) Impairment of financial assets

The Company assesses, at each reporting date, whether a financial asset or a group of financial assets is impaired. Ind AS 109 on Financial Instruments, requires expected credit losses to be measured through a loss allowance. For trade receivables only, the Company recognises expected lifetime losses using the simplified approach permitted by Ind AS 109, from initial recognition of the receivables. For other financial assets (not being equity instruments or debt instruments measured subsequently at FVTPL) the expected credit losses are measured at the 12 month expected credit losses or an amount equal to the lifetime expected credit losses if there has been a significant increase in credit risk since initial recognition.

Note 3: Recent accounting pronouncements

(i) New and amended standards adopted by the Company:

During the year ended March 31, 2025, MCA has notified Ind AS – 117 Insurance Contracts and amendments to Ind AS 116 – Leases, relating to sale and leaseback transactions, applicable to the Company w.e.f. April 1, 2024. The Company has reviewed the new pronouncements and based on its evaluation has determined that it does not have any significant impact in its financial statements.

(ii) New Standards/Amendments notified but not yet effective:

During the year ended March 31, 2025, MCA has not notified any new standards or amendments, which are not yet effective, to the existing standards applicable to the Company.

BENARES HOTELS LIMITED

Fifty Fourth Annual Report 2024-25

Notes to Financial Statements for the year ended March 31, 2025

Note 4: Property, Plant and Equipment (Owned, unless otherwise stated)

₹ Lakhs

	Freehold Land	Buildings Refer Foot- note (i)	Plant and Equipment	Furniture and Fixtures	Office Equipment	Vehicles	Total	Capital work in progress Refer footnote (ii)
Cost								
At April 1, 2023	13.05	4,949.70	3,964.59	1,715.79	144.74	5.17	10,793.04	64.36
Additions	–	158.56	196.95	46.66	14.40	–	416.57	731.26
Less: Disposals	–	23.97	21.53	–	–	–	45.50	249.37
At March 31, 2024	13.05	5,084.29	4,140.01	1,762.45	159.14	5.17	11,164.11	546.25
Additions	–	133.38	302.35	80.04	16.80	–	532.57	2,883.68
Less: Disposals	–	–	6.66	–	0.59	–	7.25	536.97
At March 31, 2025	13.05	5,217.67	4,435.70	1,842.49	175.35	5.17	11,689.43	1,892.96
Depreciation								
At April 1, 2023	–	1,011.77	1,704.02	799.79	112.74	0.93	3,629.25	–
Add: Charge for the year	–	185.22	240.72	133.01	13.56	0.63	573.14	–
Less: Disposals	–	6.23	12.15	–	–	–	18.38	–
At March 31, 2024	–	1,190.76	1,932.59	932.80	126.30	1.56	4,184.01	–
Add: Charge for the year	–	193.08	250.16	134.67	13.56	0.63	592.10	–
Less: Disposals	–	–	6.33	–	0.24	–	6.57	–
At March 31, 2025	–	1,383.84	2,176.42	1,067.47	139.62	2.19	4,769.54	–
Net Block								
At March 31, 2024	13.05	3,893.53	2,207.42	829.65	32.84	3.61	6,980.10	546.25
At March 31, 2025	13.05	3,833.83	2,259.28	775.02	35.73	2.98	6,919.89	1,892.96

Footnotes :

- (i) Gross block includes:
Buildings constructed on leasehold land: INR 1,909.94 lakhs (previous year: INR 1,889.52 lakhs)
- (ii) Capital Work in Progress Ageing Schedule:

As on 31st Mar 2025

₹ Lakhs

Particulars	Less than 1 year	1-2 year	2- 3 years	More than 3 years	Total
(I) Projects in progress	1,425.59	432.68	22.87	11.82	1,892.96
(ii) Other Capex	–	–	–	–	–
(iii) Projects temporarily suspended	–	–	–	–	–
Total	1,425.59	432.68	22.87	11.82	1,892.96

As on 31st Mar 2024

Particulars	Less than 1 year	1-2 year	2- 3 years	More than 3 years	Total
(i) Projects in progress	511.56	22.87	1.55	10.27	546.25
(ii) Other Capex	–	–	–	–	–
(iii) Projects temporarily suspended	–	–	–	–	–
Total	511.56	22.87	1.55	10.27	546.25

Other Capex represents routine capex, brought outs, etc

Notes to Financial Statements for the year ended March 31, 2025

Note 5: Intangible Assets (Acquired)

	₹ Lakhs		
Cost	Softwares	Rights	Total
At April 1, 2023	104.84	78.19	183.03
Additions	5.51	—	5.51
Less: Disposals	18.20	—	18.20
At Mar 31, 2024	92.15	78.19	170.34
Additions	4.40	—	4.40
Adjustments.....	8.47	(8.47)	—
Less: Disposals	—	—	—
At Mar 31, 2025	105.02	69.72	174.74
Amortisation			
At April 1, 2023	92.93	59.16	152.09
Charge for the year	5.49	8.45	13.94
Less: Disposals	17.20	—	17.20
At Mar 31, 2024	81.22	67.61	148.83
Charge for the year	5.75	2.11	7.86
Less: Disposals	—	—	—
At Mar 31, 2025	86.97	69.72	156.69
Net Block			
At Mar 31, 2024	10.93	10.58	21.51
At Mar 31, 2025	18.05	—	18.05

Note 6: Rights of Use Assets

	₹ Lakhs	Total ₹ Lakhs
Building		
Gross Block at Cost		
At April 1, 2023	130.19	130.19
Additions	—	—
Less: Disposals	—	—
As at March 31, 2024	130.19	130.19
Additions	—	—
Less: Disposals	—	—
As at March 31, 2025	130.19	130.19
Depreciation		
At April 1, 2023	12.11	12.11
Charge for the year	3.04	3.04
Less: Disposals	—	—
As at March 31, 2024	15.15	15.15
Charge for the year	3.03	3.03
Less: Disposals	—	—
As at March 31, 2025	18.18	18.18
Net Block		
As at March 31, 2024	115.04	115.04
As at March 31, 2025	112.02	112.02

BENARES HOTELS LIMITED**Fifty Fourth Annual Report 2024-25****Notes to Financial Statements for the year ended March 31, 2025****Note 7: Other Financial Assets**

	March 31, 2025 ₹ Lakhs	March 31, 2024 ₹ Lakhs
(Unsecured, considered good unless stated otherwise)		
A) Non Current:		
Deposits with Public Bodies and Others at amortised costs		
Public Bodies and Others	27.39	27.39
Deposits with Banks*	14.20	1,478.40
	<u>41.59</u>	<u>1,505.79</u>

*includes FDRs having maturity less than 12 months of INR 14.20 Lakhs (PY: INR Rs. 13.40 Lakhs) which are under lien for issuance of Bank Guarantees.

B) Current		
Deposits with Public Bodies and Others		
Others	1.16	1.69
	<u>1.16</u>	<u>1.69</u>
Other advances		
Considered good*	14.68	6.74
Interest receivable		
Bank Deposits	332.95	190.94
	<u>332.95</u>	<u>190.94</u>
On Current Account dues:		
Related Parties (Refer Note 32)*	225.32	157.25
Others	14.66	16.22
	<u>239.98</u>	<u>173.47</u>
Total	<u>588.77</u>	<u>372.84</u>

*For related party balances refer Note 32.

Note 8: Other Assets

	March 31, 2025 ₹ Lakhs	March 31, 2024 ₹ Lakhs
(Unsecured, considered good unless stated otherwise)		
A) Non Current		
Capital Advances	186.94	247.08
Prepaid Expenses	7.49	8.94
Deposits with Government Authorities	10.00	10.00
Total	<u>204.43</u>	<u>266.02</u>
B) Current		
Prepaid Expenses	82.34	71.71
Indirect tax recoverable	161.01	1.45
Advance to Suppliers	17.67	21.07
Advance to Employees	0.48	0.55
Total	<u>261.50</u>	<u>94.78</u>

Notes to Financial Statements for the year ended March 31, 2025

Note 9: Inventories (At lower of cost and net realisable value)

	March 31, 2025	March 31, 2024
	₹ Lakhs	₹ Lakhs
Food and Beverages	57.75	64.64
Stores and Operating Supplies.....	47.60	69.52
Total	105.35	134.16

Note 10: Trade and Other Receivables

	March 31, 2025	March 31, 2024
	₹ Lakhs	₹ Lakhs
(Unsecured)		
Considered good*	403.91	507.17
Balance having significant increase in credit risk	—	—
Credit impaired	124.91	71.31
Total - Gross	528.82	578.48
Less : Provision for impairment (refer foot note - 1)	124.91	71.31
Total - Net	403.91	507.17

*Refer Note No. 32 for related party balances and Note No. 41 for trade receivable ageing schedule.

Footnote:

i) Provision for impairment

	March 31, 2025	March 31, 2024
	₹ Lakhs	₹ Lakhs
Opening Balance	71.31	49.00
Add: Provision created during the year	105.92	22.31
	177.23	71.31
Less: Bad Debts written off against past provisions	52.32	—
Less: Reversal of provision no longer required	—	—
Closing Balance	124.91	71.31

Note 11: Cash and Cash Equivalents

	March 31, 2025	March 31, 2024
	₹ Lakhs	₹ Lakhs
Cash on hand	2.04	4.07
Balances with bank in current account	190.90	211.61
Balances with bank in call and short-term deposit accounts (original maturity less than 3 months)	1,510.00	2,000.00
Total	1,702.94	2,215.68

BENARES HOTELS LIMITED**Fifty Fourth Annual Report 2024-25****Notes to Financial Statements for the year ended March 31, 2025****Note 12 : Bank Balances other than Cash and Cash Equivalents**

	March 31, 2025 ₹ Lakhs	March 31, 2024 ₹ Lakhs
Other Balances with banks		
Call and Short-term deposit accounts	7,244.20	4,278.40
Earmarked balances	31.66	26.11
	<u>7,275.86</u>	<u>4,304.51</u>
Less: Term Deposit with Bank maturing after 12 months from the balance sheet date and other Earmarked/Margin Money/Pledged deposits classified as Non-Current	14.20	1,478.40
Total	<u>7,261.66</u>	<u>2,826.11</u>

Note 13 : Share Capital

	March 31, 2025 ₹ Lakhs	March 31, 2024 ₹ Lakhs
Authorised Share Capital		
The Ordinary Shares		
15,00,000 (Previous Year - 15,00,000)		
Ordinary Shares of ₹ 10/- each	150.00	150.00
	<u>150.00</u>	<u>150.00</u>
Issued Share Capital		
13,00,000 (Previous Year - 13,00,000)		
Ordinary Shares of ₹ 10/- each	130.00	130.00
	<u>130.00</u>	<u>130.00</u>
Subscribed and Paid Up		
13,00,000 (Previous Year - 13,00,000)		
Ordinary Shares of ₹ 10/- each	130.00	130.00
	<u>130.00</u>	<u>130.00</u>

Footnotes:

(1) The company has one class of equity shares having a par value of INR 10 per share. Each shareholder is eligible for one vote share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of Interim Dividend. In the event of the liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to the shareholding.

(2) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:

Particulars	Opening Balance	Fresh Issue	Closing Balance
Ordinary shares			
Year ended 31-03-2025			
- Number of shares	13.00	—	13.00
- Amount (Rupees)	130.00	—	130.00
Year ended 31-03-2024			
- Number of shares	13.00	—	13.00
- Amount (Rupees)	130.00	—	130.00

Notes to Financial Statements for the year ended March 31, 2025

Note 13 : Share Capital (Contd.)

3) Ordinary Shares with voting rights held by Holding Company along with its Subsidiaries & Associates Companies

Name of the Company	No. of Shares March 31, 2025	No. of Shares March 31, 2024
Holding Company		
The Indian Hotels Company Limited	643,825	643,825
Subsidiaries of Holding Company		
Piem Hotels Limited.....	54,063	54,063
Northern India Hotels Limited.....	150	150
Associate of Holding Company		
Oriental Hotels Limited	50	50

(4) Shareholders holding more than 5% shares in the Company :

The Indian Hotels Company Limited.....	643,825	643,825
% of Holding	49.53%	49.53%

(5) Aggregate number and class of shares allotted as fully paid-up in previous year pursuant to contracts without payment being received in cash, bonus shares and shares bought back for a period of 5 years immediately preceding the balance sheet date NIL (previous year: NIL).

(6) Details of Promoter Shareholding

S.No.	Name of Promoter	Number of Equity Shares Held at 31st March 2024	% of Total Number of Equity Shares	Number of Equity Shares Held at 31st March 2025	% of Total Number of Equity Shares	% of Change During the Year
1	Anant Narain Singh	24,000	1.85%	24,000	1.85%	Nil
2	Shrivarad Narayan Singh		0.00%	18,000	1.38%	100.00%
3	Maharaj Kumari Hari Priya	17,550	1.35%	17,550	1.35%	Nil
4	Maharaj Kumari Krishna Priya	17,550	1.35%	12,556	0.97%	-28.46%
5	Anamika Kunwar	7,197	0.55%	7,209	0.55%	0.17%
6	Maharaj Kumari Vishnupriya	18,000	1.38%	5,005	0.39%	-72.19%
7	Anirudh Narain Singh	—	0.00%	12	0.00%	100.00%
8	Pradyumn Narain Singh	—	0.00%	12	0.00%	100.00%
9	The Indian Hotels Company Limited	6,43,825	49.53%	6,43,825	49.53%	Nil
10	Piem Hotels Limited	54,063	4.16%	54,063	4.16%	Nil
11	All India Kashiraj Trust	30,000	2.31%	30,000	2.31%	Nil
12	Imlak Varanasi Developments Private Limited	1,050	0.08%	1,050	0.08%	Nil
13	Northern India Hotels Limited	150	0.01%	150	0.01%	Nil
14	Oriental Hotels Limited	50	0.00%	50	0.00%	Nil
	Total	8,13,435	62.57%	8,13,482	62.58%	

BENARES HOTELS LIMITED**Fifty Fourth Annual Report 2024-25****Notes to Financial Statements for the year ended March 31, 2025****Note 14: Other Equity**

	March 31, 2025 ₹ Lakhs	March 31, 2024 ₹ Lakhs
A) Reserves & Surplus		
Capital Reserve	0.86	0.86
General Reserve		
Opening Balance.....	2,167.22	2,167.22
Closing Balance	2,167.22	2,167.22
Retained Earnings		
Opening Balance	11,001.56	7,679.41
Add: Current year profit/(loss)	4,324.95	3,604.28
Add: Remeasurements of post employment benefit obligation, net of tax (item of other comprehensive income recognised directly in retained earnings)	(28.00)	(22.13)
Less : Final Dividend	(325.00)	(260.00)
Closing Retained Earnings	14,973.51	11,001.56
Total	17,141.59	13,169.64

Foot Notes:**Description of nature and purpose of each reserve:**

- (a) Capital Reserve: Capital reserve mainly consists of balances on account of profit on sale of forfeited shares in previous years.
- (b) General Reserve: General reserve was created from time to time by way of the transfer of profits from retained earnings for appropriation purposes based on the provisions of the Companies Act prior to its amendment. The reserve is un-restricted and available for use at any time as required by the Company.

Note 15: Lease Liabilities

	March 31, 2025 ₹ Lakhs	March 31, 2024 ₹ Lakhs
Non Current		
Lease liabilities	384.41	377.69
Total	384.41	377.69

Note 16: Provisions

	March 31, 2025 ₹ Lakhs	March 31, 2024 ₹ Lakhs
A) Non Current Provisions		
Employee Benefit Obligation (Non-current)		
Compensated absences	42.30	33.20
Total	42.30	33.20
B) Current Provisions		
Employee Benefit Obligation (Current)		
Compensated absences	5.97	4.78
Gratuity (Refer Note 33)	29.78	40.47
Total	35.75	45.25

Notes to Financial Statements for the year ended March 31, 2025

Note 17: Deferred Tax Liabilities (Net)

	March 31, 2025 ₹ Lakhs	March 31, 2024 ₹ Lakhs
Deferred Tax Liabilities:		
Property, Plant and Equipment & Intangible Assets.....	634.38	655.94
Right of Use Assets.....	28.19	28.96
Total (A)	662.57	684.90
Deferred Tax Assets:		
Provision for Employee Benefits	25.19	21.21
Provision for doubtful debts	31.44	17.94
Lease Liabilities	96.74	95.06
Others	28.91	25.68
Total (B).....	182.28	159.89
Net Deferred Tax Liabilities (A-B).....	480.29	525.01

Note 18: Borrowings

	March 31, 2025 ₹ Lakhs	March 31, 2024 ₹ Lakhs
Short term borrowings		
Short Term Borrowings		
Secured	—	—
Total Short term borrowings	—	—
Less: Interest accrued (included in Note 20)	—	—
Total Borrowings	—	—
(Refer foot note below)		

Foot Note - 1

The company has been sanctioned an Overdraft/ Working Capital Demand facility in current year with a limit of INR 150 lakhs by Axis Bank (PY limit - INR 450 lakhs). The facility carries an interest rate of 10.15% p.a. payable at monthly intervals (MCLR 1 Year plus 75 basis points) and is secured against exclusive charge on the current assets of the company. The balance outstanding at the end of current year is INR Nil (PY - Nil).

Foot Note: 2

Financial liabilities

Net debt reconciliation

Particulars	March 31, 2025 ₹ Lakhs	March 31, 2024 ₹ Lakhs
a) Net debt		
Cash and cash equivalents	1,702.94	2,215.68
Current Investment	—	—
Short Term Borrowings	—	—
Long term Borrowings (Including Current portion)	—	—
Net (debt)/ Cash & Cash Equivalents	1,702.94	2,215.68
b) Other financial liability		
Unclaimed Deposits/Interest.....	—	—
Derivative.....	—	—
Interest Accrued	—	—
Total Other Financial Liability.....	—	—
Grand Total	1,702.94	2,215.68

BENARES HOTELS LIMITED

Fifty Fourth Annual Report 2024-25

Notes to Financial Statements for the year ended March 31, 2025

Note 18: Borrowings (Contd.)

Particulars	Accrued during the Year		Paid during the Year	
	31st Mar 2025	31st Mar 2024	31st Mar 2025	31st Mar 2024
Interest Expenses				
On long term borrowings	-	-	-	-
On short term borrowings	-	-	-	-
FV Changes for Derivatives (i.e. IRS)	-	-	-	-
Other Interest costs	-	-	-	-
Total	-	-	-	-

Particulars	Other Assets		Borrowings	Total Net Borrowings	Other Financial Liability	Grand Total
	Cash and Cash Equivalents	Current Investment	Short Term Borrowings		Interest Accrued	
Net (debt)/ Cash & Cash Equivalents as at 1st April 2023	982.01	-	-	982.01	-	982.01
Cash Flows						
Increase/(Decrease) in cash and cash equivalents	1,233.67	-	-	1,233.67	-	1,233.67
Borrowings	-	-	-	-	-	-
Repayment	-	-	-	-	-	-
Foreign exchange adjustments	-	-	-	-	-	-
Interest expense	-	-	-	-	-	-
Interest paid	-	-	-	-	-	-
(Net debt)/ Cash & Cash Equivalents as at 31st March 2024	2,215.68	-	-	2,215.68	-	2,215.68
Net (debt)/ Cash & Cash Equivalents as at 1st April 2024	2,215.68	-	-	2,215.68	-	2,215.68
Cash Flows						
Increase/(Decrease) in cash and cash equivalents	(512.74)	-	-	(512.74)	-	(512.74)
Borrowings	-	-	-	-	-	-
Repayment	-	-	-	-	-	-
Foreign exchange adjustments	-	-	-	-	-	-
Interest expense	-	-	-	-	-	-
Interest paid	-	-	-	-	-	-
(Net debt)/ Cash & Cash Equivalents as at 31st March 2025	1,702.94	-	-	1,702.94	-	1,702.94

Note 19: Trade Payables

	March 31, 2025	March 31, 2024
	₹ Lakhs	₹ Lakhs
Micro and Small Enterprises (Refer Footnote - 1).....	17.87	59.63
Vendor Payables (Refer Footnote - 2)	40.82	161.19
Accrued expenses and others	433.43	446.77
	<u>492.12</u>	<u>667.59</u>

Footnotes:

- (1) The amount due to Micro and Small Enterprises as defined in the “The Micro, Small and Medium Enterprises Development Act, 2006” has been determined to the extent such parties have been identified on the basis of information collected by the Management. This has been relied upon by the auditors. Refer Note 34 for disclosures relating to Micro and Small Enterprises.
- (2) For related party balances refer Note 32.
- (3) Please refer Note 42 for ageing schedule of trade payables.

Notes to Financial Statements for the year ended March 31, 2025

Note 20: Other Financial Liabilities

	March 31, 2025 ₹ Lakhs	March 31, 2024 ₹ Lakhs
Current financial liabilities		
Payables on Current Account dues :		
Related Parties*	1.60	3.16
Others	2.60	3.89
Total - A	4.20	7.05
*For related party balances refer Note 32.		
Deposits from others		
Unsecured	35.10	36.10
Total - B	35.10	36.10
Creditors for capital expenditure*	133.35	50.04
Unclaimed dividend (Refer Foot Note -1)	31.66	26.11
Employee related liabilities	152.23	149.95
Others	2.69	18.87
Total - C	319.93	244.97
Grand Total (A+B+C)	359.23	288.12

*includes payable to MSME vendors amounting to 10.03 lakhs (PY: INR Nil)

Foot Note:

- 1) A sum of INR 6.13 lakhs (PY INR 7.90 lakhs) due for transfer to the Investor Education and Protection Fund during the year has been transferred and there are no dues in this respect which have remained unpaid as at the Balance Sheet date.

Note 21: Other Current Liabilities

	March 31, 2025 ₹ Lakhs	March 31, 2024 ₹ Lakhs
Current		
Income received in advance	1.17	—
Advances collected from customers	380.77	317.70
Statutory dues	91.77	53.21
Total	473.71	370.91

Note 22: Revenue From Operations*

	March 31, 2025 ₹ Lakhs	March 31, 2024 ₹ Lakhs
Room Income, Food, Restaurants and Banquet Income	13,082.76	11,595.80
Shop rentals	93.27	87.01
Membership fees	2.67	—
Others	367.93	373.46
Total	13,546.63	12,056.27

*For detailed disclosure relating to Ind AS 115 - Revenue from Contracts with Customers refer Note 40.

BENARES HOTELS LIMITED**Fifty Fourth Annual Report 2024-25****Notes to Financial Statements for the year ended March 31, 2025****Note 23: Other Income**

	March 31, 2025 ₹ Lakhs	March 31, 2024 ₹ Lakhs
Interest Income from financial assets at amortised cost		
Inter-corporate deposits		
Deposits with banks	510.46	312.68
Others	—	—
Interest on income tax refunds	—	3.73
Total	510.46	316.41
Profit on sale of assets (Net)	0.04	—
Exchange Gain (Net)	0.03	0.03
Others	9.66	7.16
Grand Total	520.19	323.60

Note 24: Food and Beverages Consumed

	March 31, 2025 ₹ Lakhs	March 31, 2024 ₹ Lakhs
Opening Stock	64.64	64.49
Add: Purchases	1,008.23	1,014.57
	1,072.87	1,079.06
Less: Closing Stock	57.75	64.64
Food and Beverage Consumed	1,015.12	1,014.42

Note 25: Employee Benefit Expense and Payment to Contractors*

	March 31, 2025 ₹ Lakhs	March 31, 2024 ₹ Lakhs
Salaries, Wages, Bonus etc	973.25	839.90
Company's Contribution to Provident and Other Funds	49.12	56.66
Reimbursement of Expenses on Personnel Deputed to the Company	189.55	215.44
Payment to Contractors	203.43	122.24
Staff Welfare Expenses	186.39	194.19
Total	1,601.74	1,428.43

*Refer Foot Note no. (ii) of Note no. 27

Note 26: Finance Costs

	March 31, 2025 ₹ Lakhs	March 31, 2024 ₹ Lakhs
Interest Expense at effective interest rate on borrowings	—	—
Interest on Lease Liability	38.16	37.57
Total	38.16	37.57

Notes to Financial Statements for the year ended March 31, 2025

Note 27: Other Operating and General Expenses*

	March 31, 2025 ₹ Lakhs	March 31, 2024 ₹ Lakhs
(i) Operating expenses consist of the following :		
Linen and Room Supplies	199.51	200.67
Catering Supplies.....	103.82	88.91
Other Supplies.....	26.41	35.76
Fuel, Power and Light [Refer footnote (I)].....	518.11	518.84
Repairs to Buildings.....	61.74	68.20
Repairs to Machinery.....	164.62	172.47
Repairs to Others.....	20.01	25.41
Garden Expenses.....	86.10	75.65
Linen and Uniform Washing and Laundry Expenses	103.89	118.77
Payment to Orchestra Artistes and Security Charges	40.76	46.01
Guest Transportation	127.11	127.15
Travel Agents' Commission	268.53	181.86
Discount to Collecting Agents	110.98	100.56
Other Operating Expenses	340.08	331.23
Total	2,171.67	2,091.49
(ii) General expenses consist of the following :		
Rent	18.02	16.30
Licence Fees	53.10	47.86
Rates and Taxes.....	143.86	132.74
Insurance.....	72.82	39.05
Advertising and Publicity.....	514.27	433.34
Management Fee Expenses	1,123.27	985.74
Reimbursable Fees Expenses- Corporate Services and CRS/ CIS	260.86	231.11
Printing and Stationery.....	19.88	21.04
Passage and Travelling	41.05	27.47
Provision for Doubtful Debts/ Bad debts written off (Refer Note 10)	105.92	22.31
Expenditure on Corporate Social Responsibility [Refer footnote (iii)].....	58.50	22.01
Professional Fees	65.78	50.79
Outsourced Support Services	40.18	42.31
Loss of sale of Fixed Assets (Net)	—	24.52
Payment made to Statutory Auditors [Refer Footnote (iv)]	10.21	7.89
Director' Fees and Commission	145.46	158.72
Other Expenses	152.99	146.02
Total	2,826.17	2,409.22
Grand Total	4,997.84	4,500.71

Refer Foot Note no. (ii)

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Notes to Financial Statements for the year ended March 31, 2025

Note 27: Other Operating and General Expenses (Contd.)

	March 31, 2025 ₹ Lakhs	March 31, 2024 ₹ Lakhs
Footnotes:		
(i) Expenditure recovered from other parties :		
Fuel, Power and Light	23.76	22.59
Total	23.76	22.59
(ii) The following direct expenses incurred during the year and to the extent attributable to construction of Property, Plant and Equipment's i.e new tower at Taj Ganges were capitalized:		
Employee Benefit Expenses	70.60	10.54
Rent, Rates and Taxes	2.95	17.50
Fuel Power and Light	8.40	2.35
Other Expenses including Professional Fees	202.27	116.00
Total	284.22	146.39
(iii) Corporate Social Responsibility Expenditure:		
(a) Amount required to be spent as per Section 135 of the Act	58.50	21.52
(b) Amount spent during the year on:		
(I) Construction/acquisition of an asset		
– Building Livelihoods	—	—
(ii) On purposes other than (I) above		
– Being a Responsible Neighbour	4.50	4.00
– Building Livelihoods	54.00	18.01
– Disaster Management	—	—
Total Spent	58.50	22.01
(c) Amount unspent	Nil	Nil
(d) The total of previous years' shortfall amounts.....	Nil	Nil
(iv) Payment made to Statutory Auditors:		
As auditors	7.55	5.50
As tax auditors	1.82	1.65
For other services - net	0.33	0.28
For reimbursement of expenses	0.51	0.46
Total	10.21	7.89

Note 28: Tax Disclosures

i) Income Tax recognised in Profit & Loss:

₹ Lakhs

Particulars	March 31, 2025	March 31, 2024
Current Tax		
In respect of the current year	1,534.38	1,238.50
Resulting from reversal of provision for tax for earlier years	(3.64)	—
Other demands and tax paid for earlier years.....	—	—
Total Income tax expense	1,530.74	1,238.50
Deferred Tax		
In respect of the current year.....	(54.64)	(22.73)
In respect of earlier year	9.92	(11.43)
Total deferred tax expense/(benefit)	(44.72)	(34.16)
Total tax expense recognised in the current year	1,486.02	1,204.34

Notes to Financial Statements for the year ended March 31, 2025

Note 28: Tax Disclosures (Contd.)

ii) Reconciliation of tax expense with the effective tax:

₹ Lakhs

Particulars	March 31, 2025	March 31, 2024
Profit before tax from continuing operations (a)	5,810.97	4,808.62
Income tax rate as applicable (b)	25.168%	25.168%
Calculated taxes based on above, without any adjustments for deductions [(a) x (b)]	1,462.50	1,210.23
Permanent tax differences due to:		
Effect of expenses that are not deductible in determining taxable profit	17.24	5.54
Others	—	—
Deferred Tax reversal		
Adjustment to Opening Deferred Tax	9.92	(11.43)
Prior year taxes		
Income tax expense recognised in profit or loss	(3.64)	—
(relating to continuing operations)		
Total tax expense recognised in the current year	1,486.02	1,204.34

iii) Income Tax recognised in other comprehensive Income:

₹ Lakhs

Particulars	March 31, 2025	March 31, 2024
Deferred Tax/Income Tax		
(a) Arising on income and expenses recognised in other comprehensive income		
Remeasurement of defined benefit obligation.....	—	—
	—	—

iv) Reconciliation of deferred Tax Asset and Deferred Tax Liability:

₹ Lakhs

March 31, 2025	Opening Balance	Recognised in retained Earning	Recognised in profit or loss - CY impact	Recognised in other Comprehensive income	Closing balance
Deferred tax liabilities/ assets in relation to:					
Property, Plant and equipment & Intangible Assets	655.94	—	(21.56)	—	634.38
Right of Use Assets	28.96	—	(0.77)	—	28.19
Lease Liabilities.....	(95.06)	—	(1.68)	—	(96.74)
Provision for Employee Benefits	(21.21)	—	(3.98)	—	(25.19)
Provision for doubtful debts	(17.94)	—	(13.50)	—	(31.44)
allowed in future)	(25.68)	—	(3.23)	—	(28.91)
Total Deferred Tax Liability	525.01	—	(44.72)	—	480.29

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Notes to Financial Statements for the year ended March 31, 2025

Note 28: Tax Disclosures (Contd.)

₹ Lakhs

March 31, 2024	Opening Balance	Recognised in retained Earning	Recognised in profit or loss - CY impact	Recognised in other Comprehensive income	Closing balance
Deferred tax liabilities/ assets in relation to:					
Property, Plant and equipment & Intangible Assets	666.49	—	(10.55)	—	655.94
Right of Use Assets	29.72	—	(0.76)	—	28.96
Lease Liabilities	(93.30)	—	(1.76)	—	(95.06)
Provisions for Employees Benefits	(9.88)	—	(11.33)	—	(21.21)
Provision for doubtful debts	(12.33)	—	(5.61)	—	(17.94)
Others (Expenses disallowed to be allowed in future)	(21.53)	—	(4.15)	—	(25.68)
Total Deferred Tax Liability	559.17	—	(34.16)	—	525.01

Note 29: Lease

The Company has taken land and immovable properties on lease which are generally long term in nature with varying terms, escalation clauses and renewal rights expiring within forty one to sixty years. On renewal, the terms of the leases are renegotiated.

Impact on Profit and Loss Statement & Cash Flow Statement

₹ Lakhs

Particulars	March 31, 2025	March 31, 2024
Increase in depreciation expense relating to the depreciation of Right of use assets	3.03	3.04
Decrease in Rent expense relating to previous operating leases	31.45	30.60
Increase in Financial expenses relating to the interest expense on additional lease liabilities recognised	38.16	37.57
Increase in net cash from operating activities and decrease in financing activities by the same amount, representing repayments of principal and interest on the recognised lease liabilities	31.45	30.60

Impact on Balance Sheet

Particulars	March 31, 2025	March 31, 2024
Right of Use Assets recognised and presented separately in Company statement of financial position (Refer Note 6)	112.02	115.04
Lease liabilities recognised and presented separately in Company statement of financial position (Refer Note 15)	384.41	377.69
Net deferred tax assets increased on account of deferred tax impact of the changes in assets and liabilities (Refer Note 28)	68.55	66.10
Net effect of these adjustments increased Company's net liabilities by	203.84	196.55

Notes to Financial Statements for the year ended March 31, 2025

Note 29: Lease (Contd.)

Ind AS 116 related Other Disclosures	March 31, 2025 ₹ Lakhs	March 31, 2024 ₹ Lakhs
1. Total lease liabilities are analysed as follows:		
Denominated in the following currencies:		
Indian Rupees	384.41	377.69
Other Currencies	—	—
Current	—	—
Non-current	384.41	377.69
Total	384.41	377.69
2. Amounts recognised in profit or loss:		
The following amounts were recognised as in profit and loss in the year:		
Depreciation of Right of use assets	3.03	3.04
Expense relating to variable lease payments	53.10	47.86
(refer footnote below)		
Interest on lease liabilities	38.16	37.57
Expense relating to short-term leases and low-value assets	18.02	16.30
Total recognised in Statement of Profit & Loss	112.31	104.77
Variable lease payments are payable under certain of Company's hotel leases and arise where Company is committed to making additional lease payments that are contingent on the performance of the hotels.		
3. Exposure to future cash flows:		
The following are the undiscounted contractual cash flows of lease liabilities. The payment profile has been based on management's forecasts and could in reality be different from expectations:		
Maturity analysis:		
Less than 1 year	32.30	31.45
Between 1 and 2 years	33.15	32.30
Between 2 and 5 years	104.55	102.00
More than 5 years	1,589.98	1,625.68
Total	1,759.98	1,791.43

Note 30: Contingencies and Commitments

Contingent Liabilities (To the extent not provided for):

a) On account of other disputes in respect of:

- Sales tax: ₹ 36.27 Lakhs (previous year: ₹ 36.27 Lakhs)

b) Others

Management is generally unable to reasonably estimate a range of possible loss for proceedings or disputes other than those included in the estimate above, including where:

Notes to Financial Statements for the year ended March 31, 2025**Note 30: Contingencies and Commitments (Contd.)****Contingent Liabilities (To the extent not provided for):**

- (i) plaintiffs / parties have not claimed an amount of money damages, unless management can otherwise determine an appropriate amount;
- (ii) the proceedings are in early stages;
- (iii) there is uncertainty as to the outcome of pending appeals or motions or negotiations;
- (iv) there are significant factual issues to be resolved; and/or there are novel legal issues presented.

The Company's management does not believe, based on currently available information, that the outcomes of the above matters will have a material adverse effect on the Company's financial statements, though the outcomes could be material to the Company's operating results for any particular period, depending, in part, upon the operating results for such period. It is not practicable for the Company to estimate the timings of cash flows, if any, in respect of the above.

Capital Commitments

Estimated amount of contracts remaining to be executed on capital account net of capital advances and not provided for is ₹ 3,186.07 Lakhs (Previous year: ₹ 1,998.27 Lakhs).

Note 31: Segment Reporting

The Company's only business being hoteliering, disclosure of segment-wise information is not applicable under Ind AS108 - 'Operating Segments' (Ind AS-108). There is no geographical segment to be reported since all the operations are undertaken in India. Refer Note No. 40 for Company's Disaggregated Revenue by the type of revenue stream.

Note 32: Related Party Disclosures**32(a) Related party transactions****Details of related parties:****(i) Holding Company:**

The Indian Hotels Company Limited (IHCL)

(Tata Sons Private Limited has substantial interest in The Indian Hotels Company Limited)

(ii) Fellow subsidiaries:

KTC Hotels Limited

United Hotels Limited

Roots Corporation Limited

Piem Hotels Limited

Taj Trade and Transport Company Limited

Inditravel Limited

Northern India Hotels Limited

Taj Enterprises Limited

Luthria & Lalchandani Hotel & Properties Private Limited

Skydeck Properties and Developers Private Limited

Sheena Investments Private Limited

ELEL Hotels & Investments Limited

Notes to Financial Statements for the year ended March 31, 2025

Note 32: Related Party Disclosures (Contd.)

Ideal Ice Limited
Taj SATS Air Catering Limited
Genness Hospitality Private Limited
Qurio Hospitality Private Limited
Suisland Hospitality Private Limited
Kadisland Hospitality Private Limited
Zarrenstar Hospitality Private Limited
Nekta Food Solutions Limited
Rajscape Hotels Private Limited
Taj International Hotels (H.K) Limited
IHOCO BV
St. James Court Hotels Limited
Taj International Hotels Limited
IHMS LLC
IHMS LLC - San Francisco
IHMS LLC - USA
PIEM International Hotels (H.K) Limited
United Overseas Holdings Inc.
IHMS Hotels (SA) (Proprietary) Limited
Goodhope Palace Hotels (Proprietary) Limited
Demeter Specialities Pte Ltd
IH Hospitality GmbH

(iii) Directors who held the office during the year and previous year:

Dr. Anant Narain Singh, Chairman
Mr. Rohit Khosla, Non Executive Director
Mr. Moiz Miyajiwala, Non Executive Director & Independent Director#
Mrs. Rukmani Devi, Non Executive & Independent Director\$
Mr. Beejal Desai, Non Executive Director *
Mr. Puneet Raman, Non Executive Director & Independent Director#
Ms. Anita Belani, Non Executive & Independent Director %

Independent directors are included as related parties for the purpose of Indian Accounting Standards (Ind AS 24- Related Party Transactions) only. They are not related under the Companies Act , 2013.

\$ Resigned with effect from 27.08.2024

% Appointed as Independent director effective 14.01.2025

(iv) Firms/ Corporation in which Directors are interested with whom transactions were carried out during the current and previous year:

Maharaja Prabhu Narain Physical Cultural Trust
Aditya Dairies Private Limited
Anant Electric Lamp Works Private Limited
Imlak Varanasi Developments Private Limited

BENARES HOTELS LIMITED

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Notes to Financial Statements for the year ended March 31, 2025

Note 32: Related Party Disclosures (Contd.)

- (v) **Relatives of the Directors with whom transactions were carried out during the current and previous year:**

Mrs. Anamika Kunwar

Maharaj Kumari Krishna Priya

Maharaj Kumari Vishnupriya

Maharaj Kumari Hari Priya

Mr. Raghubir Singh Gohil

Mrs. Archana Raman

- (vi) **JV & Associates of the Holding Company and the Entity having Significant influence and Subsidiary, JV (incl. its subsidiaries) of the Entity having Significant influence, with whom transactions were carried out during the current and previous year:**

JV & Associates of Holding Company:

Taj GVK Hotels & Resorts Limited

Taj Karnataka Hotels & Resorts Limited

Oriental Hotels Limited

The Entity having Significant influence and Subsidiary, JV (incl. its subsidiaries) of the Entity having Significant influence:

Tata Sons Private Limited

Supermarket Grocery Supplies Private Limited

Tata Consultancy Services Limited

Tata AIA Life Insurance Company Limited

Tata AIG General Insurance Company Limited

Tata Teleservices Limited

Infiniti Retail Limited

Tata Digital Private Limited

Tata Communication Limited

Tata Play Limited (Formerly known as Tata Sky Limited)

Air India Limited

- (viii) **Others:**

Hotel Taj Ganges Employee Gratuity Trust

Note 32: Related Party Disclosures:

Terms and conditions of transactions with related parties:

Outstanding balances at the year-end are unsecured and interest free and settlement occurs in cash. There have been no guarantees provided or received for any related party receivables or payables.

32 (b) Details of related party transactions during the year ended 31 March, 2025 and balances outstanding as at 31 March, 2025:

S.No.	Particulars	Holding Company		Fellow subsidiaries, JV, Associates of the Holding company & Entity with significant influence or their subsidiaries/JV		Entities in which Directors are interested/ Relatives of Directors		Directors		Others	
		31 Mar. 25	31 Mar. 24	31 Mar. 25	31 Mar. 24	31 Mar. 25	31 Mar. 24	31 Mar. 25	31 Mar. 24	31 Mar. 25	31 Mar. 24
	Transactions during the period:										
1	Director Sitting Fees	-	-	-	-	-	-	12.00	13.80	-	-
2	Director Commission on cash basis	-	-	-	-	-	-	103.00	93.00	-	-
3	License Fees expenses paid/accrued	-	-	-	-	42.74	28.03	19.58	28.03	-	-
4	Management fees expenses paid/accrued	1,105.61	972.06	17.66	13.68	-	-	-	-	-	-
5	Fees paid for other services/accrued	586.94	520.01	50.05	68.20	-	-	-	-	-	-
6	Deputed Staff Expense Paid (at cost)	203.05	179.82	95.35	96.76	-	-	-	-	-	-
7	Deputed Staff Expense Recovered (at cost)	14.90	33.98	40.44	60.00	-	-	-	-	-	-
8	Purchase of Goods/ Services	-	-	191.30	130.46	-	-	-	-	-	-
9	Other Reimbursable Expense at cost	228.20	182.88	13.39	10.39	-	-	0.07	0.07	-	-
10	Other Operating Income- Rooms (including tax)	3.70	3.89	81.55	28.20	-	-	-	-	-	-
11	Other Income Earned/ Recoveries made	7.63	56.41	5.02	11.14	-	-	-	-	-	-
12	Dividend Paid	160.96	128.77	13.57	10.85	27.43	21.94	7.40	5.92	-	-
13	Contribution to Gratuity Trust on Cash Basis	-	-	-	-	-	-	-	-	58.62	21.75
S.No.	Particulars	Holding Company		Fellow subsidiaries, JV, Associates of the Holding company & Entity with significant influence or their subsidiaries/JV and its subsidiaries		Entities in which Directors are interested		Directors		Others	
		31 Mar. 25	31 Mar. 24	31 Mar. 25	31 Mar. 24	31 Mar. 25	31 Mar. 24	31 Mar. 25	31 Mar. 24	31 Mar. 25	31 Mar. 24
	Balances outstanding at the end of the period:										
1	Current Account Receivable	222.22	144.39	3.10	12.86	-	-	-	-	-	-
2	Trade Payables	-	39.18	27.14	20.26	-	-	-	-	-	-
3	Trade Receivables	-	-	-	1.34	-	-	-	-	-	-
4	Current Account Payables	-	-	1.60	3.16	-	-	-	-	-	-
5	Provision for Expenses	(12.24)	(4.76)	-	-	15.43	12.69	15.43	12.69	-	-

Foot Note:

1. The board considers that Pass – through transactions, that involve receipt of funds on behalf of related parties and their pay-out to related parties, are not a related party transaction, hence, no specific/ omnibus approval is provided for the same and not disclosed here.

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Notes to Financial Statements for the year ended March 31, 2025**Note 32: Related Party Disclosures (Contd.)****32 (c) Details of material transactions with related party during the year ended 31 March, 2025 and balances outstanding as at 31 March, 2025:**

S. No.	Entities	March 31, 2025	March 31, 2024
		₹ Lakhs	₹ Lakhs
	<u>Material transactions during the year:</u>		
1	The Indian Hotels Company Limited (IHCL)		
i	Management and operating Fees	1,105.61	972.06
ii	Fee for other Services	586.94	520.01
iii	Deputed Staff Expense (at cost)	203.05	179.82
iv	Deputed Staff Expense Recovered (at cost)	14.90	33.98
v	Other Income Earned/Recoveries made.....	7.63	56.41
vi	Other reimbursable expense at cost	228.20	182.88
vii	Dividend Paid	160.96	128.77
viii	Other Operating Income- Rooms (including tax)	3.70	3.89
ix	Purchase of Goods/Services	—	—
x	Purchase of Capital Goods	—	—

S. No.	Entities	March 31, 2025	March 31, 2024
	<u>Balances outstanding at the end of the year:</u>		
1	The Indian Hotels Company Limited (IHCL)		
i	Trade Payables	—	39.18
ii	Receivable on Current account dues	222.22	144.39
iii	Provision/ (Reversal of Provision) for Expenses	(12.24)	(4.76)

Note 33: Employee Benefits**(a) The Company has recognised the following expenses as defined contribution plan under the head “Company's Contribution to Provident Fund and Other Funds” (net of recoveries)**

	March 31, 2025	March 31, 2024
	₹ Lakhs	₹ Lakhs
Provident Fund	45.90	42.98

(b) The Company operates post retirement defined benefit plans as follows:-**Post Retirement Gratuity (Funded):****(c) Defined Benefit Plans (Gratuity) - As per Actuarial Valuation on March 31, 2025:-****(i) Amount to be recognized in Balance Sheet and movement in net liability**

	March 31, 2025	March 31, 2024
	₹ Lakhs	₹ Lakhs
Present Value of Funded Obligations	270.75	262.64
Fair Value of Plan Assets	240.97	222.17
Net (asset)/Liability - Current	29.78	40.47

Notes to Financial Statements for the year ended March 31, 2025

Note 33: Employee Benefits (Contd.)

(ii) Expenses recognized in the Statement of Profit & Loss

	March 31, 2025	March 31, 2024
	₹ Lakhs	₹ Lakhs
Current Service Cost	17.74	17.46
Interest on Net Defined Benefit Liability	2.19	0.88
Total	19.93	18.34

(iii) Amount recorded in Other Comprehensive Income

	March 31, 2025	March 31, 2024
	₹ Lakhs	₹ Lakhs
Changes in financial assumptions	8.43	4.22
Changes in demographic assumptions	—	—
Experience Adjustments	17.30	17.78
Actual return on plan assets less interest on plan assets	2.27	0.13
Total	28.00	22.13

(iv) Reconciliation of Net Liability/ Asset

	March 31, 2025	March 31, 2024
	₹ Lakhs	₹ Lakhs
Opening Net Benefit Liability.....	40.47	21.76
Expense charged to profit and loss	19.93	18.34
Amount recognized outside profit and loss	28.00	22.13
Employer Contribution	(58.62)	(21.76)
Impact of liability assumed or (settled)*	—	—
Closing Net Defined Benefit Liability/ (Asset) - Current	29.78	40.47
<i>* On account of inter group transfer</i>		

(v) Reconciliation of Defined Benefit Obligation

	March 31, 2025	March 31, 2024
	₹ Lakhs	₹ Lakhs
Opening Defined Benefit Obligation	262.64	250.18
Current Service Cost	17.75	17.46
Past Service Cost	—	—
Interest on defined benefit obligation	16.94	16.10
Actuarial Losses / (Gain) arising from change in financial assumptions	8.43	4.22
Actuarial Losses / (Gain) arising from change in demographic assumptions.....	—	—
Actuarial Losses / (Gain) arising on account of experience adjustments	17.30	17.78
Benefits Paid	(60.03)	(30.75)
Liabilities assumed/ (settled)*	7.72	(12.35)
Closing Defined Benefit Obligation	270.75	262.64

*On account of business combination or inter group transfer

BENARES HOTELS LIMITED

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Notes to Financial Statements for the year ended March 31, 2025**Note 33: Employee Benefits (Contd.)****(vi) Reconciliation of Fair Value of Plan Assets**

	March 31, 2025	March 31, 2024
	₹ Lakhs	₹ Lakhs
Opening Fair Value of Plan Assets	222.17	228.42
Employer Contribution	58.63	21.76
Interest on plan assets	14.75	15.23
Re-measurements due to Actual return on plan assets less interest	(2.27)	(0.14)
Benefits Paid	(60.03)	(30.75)
Liabilities assumed / (settled)*	7.72	(12.35)
Closing Fair Value of Plan Assets	<u>240.97</u>	<u>222.17</u>

*On account of business combination or inter group transfer

(vii) Description of Plan Assets

	March 31, 2025	March 31, 2024
Government of India Securities	0%	0%
Corporate Bonds	0%	0%
Special Deposit Scheme	4%	4%
Equity	0%	0%
Others - Bank FDR	96%	96%
Grand Total	100%	100%

(viii) Actuarial Assumptions

	March 31, 2025	March 31, 2024
Discount rate (p.a.)	6.75%	7.20%
Salary Escalation Rate (p.a.)	Staff- 5.00%	Staff- 5.00%
	Executive- 4.00%	Executive- 4.00%

The discount rate is based on the prevailing market yields of Indian government securities as at the balance sheet date for the estimated term of the obligations. Further, Mortality has been assumed as per the published notes under the Indian Assured Lives Mortality (2006-08) Ult table Change in Benefit Obligation.

(ix) Maturity Profile

Maturity Profile	₹ Lakhs
Expected benefits for year 1	37.53
Expected benefits for year 2	23.55
Expected benefits for year 3	41.35
Expected benefits for year 4	43.74
Expected benefits for year 5	11.02
Expected benefits for year 6	8.12
Expected benefits for year 7	26.60
Expected benefits for year 8	21.91
Expected benefits for year 9	35.94
Expected benefits for year 10 & above.....	237.85

The weighted average duration to the payment of these cash flows is 7.12 years.

Notes to Financial Statements for the year ended March 31, 2025

Note 33: Employee Benefits (Contd.)

(x) Effect of Change in Key Assumptions

Year Ended 31st March 2025

Particulars	Discount Rate	Salary Escalation Rate
Impact of increase in 50 bps on DBO	– 3.45%	3.74%
Impact of decrease in 50 bps on DBO	3.68%	– 3.54%

The expected contribution for the next year is ₹ 20 lakhs after payment of shortfall of the current year.

The estimate of future salary increases, considered in actuarial valuation, takes into account inflation, seniority, promotions and other relevant factors. The above information has been certified by the actuary and has been relied upon by the Auditors.

Information disclosed above is to the extent provided by actuary.

Exposure to Risks:

These plans typically expose the Company to actuarial risks such as: interest rate risk, longevity risk and salary risk.

Investment Risk: The present value of the defined benefit plan liability is calculated using a discount rate which is determined by reference to government security yields prevailing as at the Balance Sheet date. If the return on plan asset is below this rate, it will create a plan deficit. The current plan has made investments in special deposit schemes of banks & FDRs. Due to the long-term nature of the plan liabilities, the Trustees of the Fund consider it appropriate to invest funds in the bank FDRs.

Interest risk: A decrease in the Government Securities (G-Sec Bonds) interest rate will increase the plan liability.

Longevity risk: The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants during their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.

Salary risk: The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

Other Regulatory Matters

Note 34: Disclosures Required Under Section 22 of The Micro, Small and Medium Enterprises Development Act, 2006

₹ Lakhs

Particulars	31st March 2025	31st, March 2024
(I) Principal amount remaining unpaid to any supplier as at the end of the accounting year	17.87	59.63
(ii) Interest due thereon remaining unpaid to any supplier as at the end of the accounting year	—	—
(iii) The amount of interest paid along with the amounts of the payment made to the supplier beyond the appointed day	—	—
(iv) The amount of interest due & payable for the year	—	—
(v) The amount of interest accrued and remaining unpaid at the end of the accounting year	—	—
(vi) The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid	—	—

Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management. This has been relied upon by the auditors.

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Notes to Financial Statements for the year ended March 31, 2025

Note 35: Earnings Per Share (EPS)

Earnings Per Share is calculated in accordance with Ind AS 33 – ‘Earnings Per Share’ prescribed under Section 133 of the Companies Act, 2013.

Particulars	March 31, 2025 ₹ Lakhs	March 31, 2024 ₹ Lakhs
Profit/ (Loss) after tax (₹)	4,324.95	3,604.28
Number of Ordinary (Equity) Shares in lakhs	13.00	13.00
Weighted Average Number of Ordinary (Equity) Shares in lakhs:		
Considered in calculation of Basic EPS	13.00	13.00
Considered in calculation of Diluted EPS	13.00	13.00
Face Value per Ordinary (Equity) Share (₹)	10.00	10.00
Earnings Per Share (₹):		
Basic	332.69	277.25
Diluted	332.69	277.25

Note 36: Financial Instruments

The significant accounting policies, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognised, in respect of each class of financial asset, financial liability and equity instrument are disclosed.

Financial assets and liabilities

The carrying value of financial instruments by categories under the most relevant method i.e. amortised cost is as follows:

Particulars	March 31, 2025 ₹ Lakhs	March 31, 2024 ₹ Lakhs
Financial assets:		
Cash and cash equivalents	1,702.94	2,215.68
Bank Balances other than Cash & Cash Equivalents	7,261.66	2,826.11
Trade Receivables	403.91	507.17
Other financial assets - Non Current	41.59	1,505.79
Other financial assets - Current	588.77	372.84
Total	9,998.87	7,427.59
Financial liabilities:		
Borrowings	—	—
Lease Liabilities - Non Current	384.41	377.69
Lease Liabilities - Current	—	—
Trade Payables	492.12	667.59
Other financial liabilities - Non Current	—	—
Other financial liabilities - Current	359.23	288.12
Total	1,235.76	1,333.40

Fair value of Financial Instruments measured at amortised cost :

The management considers that the carrying amount of assets and liabilities recognised at amortised cost in financial statements is approximate to their fair value.

Notes to Financial Statements for the year ended March 31, 2025

Note 37: Financial Risk Management

(a) Financial Risk Management

The Company's Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Company's risk management policies are established to identify and analyse the risk faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company's Audit Committee oversees how management monitors compliance with the Company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company. The Audit Committee is assisted in its oversight role by internal audit team. Internal audit team undertakes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the audit committee.

The Company has exposure to the following risks arising from financial instruments:

(b) Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Such changes in the values of financial instruments may result from changes in the foreign currency exchange rates, interest rates, credit, liquidity and other market changes. The predominant currency of the company revenue and operating cash flows is the Indian Rupees. A few of the Company's reported trade payables have exposure to payables held in US dollars. Movements in foreign exchange rates can affect the Company's reported profits and net assets, however, the said impact is not material. The company does not have any investments, hence, price risk is not applicable.

(c) Credit risk

Credit risk arises from the possibility that customers or counter party to financial instruments may not be able to meet their obligations. To manage this, the Company periodically assesses the financial reliability of customers, taking into account the financial condition, current economic trends, analysis of historical bad debts and ageing of accounts receivable. Credit risks arises from cash and cash equivalents, deposits with banks, financial institutions and others, as well as credit exposures to customers, including outstanding receivables.

The Company's policy is to place cash and cash equivalents and short term deposits with reputable banks and financial institutions.

The Company has established a credit policy under which each new customer is analysed individually for creditworthiness before entering into contract. Credit limits are established for each customer, reviewed regularly and any sales exceeding those limits require approval from the appropriate authority. There are no significant concentrations of credit risk within the Company. The carrying amount of trade receivable (net of impairment) was ₹ 403.9 Lakhs and ₹ 507.17 Lakhs as at March 31, 2025 and 2024 respectively.

The Company's exposure to credit risk for trade receivables (net of impairment) based on geography is as follows:

Particulars	March 31, 2025 ₹ Lakhs	March 31, 2024 ₹ Lakhs
India.....	403.91	507.17
Overseas	—	—
Total	403.91	507.17

BENARES HOTELS LIMITED

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Notes to Financial Statements for the year ended March 31, 2025

Note 37: Financial Risk Management (Contd.)

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and deposits with banks, financial institutions and others. The company's policy is to place cash and cash equivalents and short term deposits with reputable banks and financial institutions. During the year, following provisions for doubtful debts has been made (reversed):

Particulars	March 31, 2025 ₹ Lakhs	March 31, 2024 ₹ Lakhs
Opening provision for impairment	71.31	49.00
Add: Provision made during the year	105.92	22.31
Less: Credit impaired Debts written off against past provisions	52.32	—
Closing provision for doubtful debts	124.91	71.31

Trade receivables

Customer credit risk is managed as per the Company's established policy, procedures and control relating to customer credit risk management. Credit quality of a customer is assessed based on a credit rating scorecard and individual credit limits are defined in accordance with this assessment. Outstanding customer receivables are regularly monitored.

Particulars	March 31, 2025 ₹ Lakhs	March 31, 2024 ₹ Lakhs
No of Customers who owed more than 10% of the Total receivables	1	1
Contribution of Customers in owing more than 10% of Total receivables	18%	16%

The company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables which do not contain a significant financing component. The application of simplified approach does not require the company to track changes in credit risk, rather it recognises impairment loss allowance based on life time expected credit loss at each balance sheet date, since its initial recognition.

An impairment analysis is performed at each reporting date on an individual basis for major clients. The Company does not hold collateral as security. The company evaluates the concentration of risk with respect to trade receivables as low.

(d) Financial instruments and cash deposits

Credit risk from balances with banks and financial institutions is managed by the Company's finance department in accordance with the Company's policy. Investments of surplus funds are made only with approved counterparties and within credit limits assigned to each counterparty. Counterparty credit limits are reviewed by the Company's management on an annual basis, and may be updated throughout the year. The limits are set to minimise the concentration of risks and therefore mitigate financial loss through counterparty's potential failure to make payments.

(e) Liquidity risk

Liquidity risk refers to the risk that the Company cannot meet its financial obligations. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirements. Also, the company has an WCDL/ overdraft facility from a bank of which details are mentioned below. The balance of borrowings at year end is Nil.

Notes to Financial Statements for the year ended March 31, 2025

Note 37: Financial Risk Management (Contd.)

Financing arrangements

The Company had access to the following undrawn borrowing facilities at the end of the reporting period:

Particulars	March 31, 2025 ₹ Lakhs	March 31, 2024 ₹ Lakhs
Expiring within one year:		
Working Capital Demand Loan (WC DL) and Bank overdraft	150.00	450.00
Expiring beyond one year	—	—
Total	150.00	450.00

Note 38:

The table below summarises the maturity profile of the Company's financial liabilities based on contractual undiscounted payments.

	₹ Lakhs				
Contractual Maturity of Financial Liabilities:	Due in 1st year	Due in 2nd year	Due in 3rd to 5th year	Due from 6th year onwards	Total
Year ended 31 March 2024					
Borrowings (for renewal)	—	—	—	—	—
Trade and other payables	492.12	—	—	—	492.12
Lease Liabilities	32.30	33.15	104.55	1,589.98	1,759.98
Other financial liabilities - Non Current	—	—	—	—	—
Other financial liabilities - Current	359.23	—	—	—	359.23
Year ended 31 March 2024					
Borrowings (for renewal)	—	—	—	—	—
Lease Liabilities	31.45	32.30	102.00	1,625.68	1,791.43
Trade and other payables	667.59	—	—	—	667.59
Other financial liabilities - Non Current	—	—	—	—	—
Other financial liabilities - Current	288.12	—	—	—	288.12

Note 39: Guarantees given and FDRs under Lien

The company has given Bank Guarantees of ₹ 3.00 lakhs (PY - ₹ 3.00 lakhs) to various government authorities & other parties for registrations and business purposes. These guarantees were secured against Fixed Deposits of ₹ 6.51 lakhs (PY - ₹ 6.15 lakhs) with the bank, with a lien created on the same. The amount of fixed deposits is reported without accrued interest as of the reporting period.

The company has given Fixed Deposits of ₹ 7.69 lakhs, the lien created is INR 6.25 lakhs, (PY - FDR - ₹ 7.25 lakhs, lien of INR 6.25 lakhs) to various government authorities & other parties for registrations and business purposes. The amount of fixed deposits is reported without accrued interest as of the reporting period.

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Notes to Financial Statements for the year ended March 31, 2025

Note 40: Disclosure Pursuant to Ind As 115/Ind As 108

Particulars	March 31, 2025 ₹ Lakhs	March 31, 2024 ₹ Lakhs
1. Contract with customers		
Details of revenue from contracts with customers recognised by the Company, net of indirect taxes in its statement of Profit and loss. There are no variable considerations, returns or material discounts.		
Income from operations		
a) Room Income, Food & Beverages and Banquets	13,082.76	11,595.80
b) Shop Rentals	93.27	87.01
c) Membership Fees	2.67	—
c) Others	367.93	373.46
Total Revenue from operations	13,546.63	12,056.27
2 Impairment losses recognised on trade receivable during the year:	53.60	22.31
*net of bad debts written off of INR 52.32 lakhs in CY (PY: Nil)		
3 Disaggregate Revenue		
The following table presents company revenue disaggregated by type of revenue stream and by reportable segment (Refer Note 31 for Segment Reporting):		
Revenue based on geography		
India	13,546.63	12,056.27
Overseas	—	—
Revenue based on product and services		
a) Room Income (recognised over a period of time)*	7,849.82	6,658.86
b) Food & Beverages and Banquets (recognised at a point in time)*	5,232.94	4,936.94
c) Membership fee (recognised over a period time)	2.67	—
d) Shop Rentals (recognised over a period of time)	93.27	87.01
d) Mobile Tower Rentals (recognised over a period of time)	13.20	9.30
e) Others revenue from contract with customers (recognised at a point in time)*	354.73	364.16
Revenue based on timing of revenue recognition		
Product/services transferred at a point in time*	13,437.49	11,959.96
Product/services transferred over time	109.14	96.31
	13,546.63	12,056.27

* **At a point in time:** Since transfer of goods or services happen across the counter, there are no significant judgements involved in determining when the customer obtains control of promised goods and services.

The Company has adopted the time proportion method (elapsed time during the reporting period / contract period) for revenue recognition. As the services are available to customer uniformly throughout the period, the Company believes that this method provides a fair depiction of the transfer of services.

4 Contract balances

The following tables present information about trade receivables, contract assets, and deferred revenue:

Trade Receivables (net of provision for impairment)	403.91	507.17
Deferred Revenue	—	—
Advance Collections (net of GST)	380.77	317.70

Advance Collections, deposits from customer

Advance Collections is recognised when payment is received before the related performance obligation is satisfied. This includes advances received from the customer towards rooms/restaurant/Banquets. Revenue is

Notes to Financial Statements for the year ended March 31, 2025

Note 40: Disclosure Pursuant to Ind As 115/Ind As 108 (Contd.)

recognised once the performance obligation is met i.e. on room stay/ sale of food and beverage / provision of banquet services. Refer Note No. 2 on material accounting policies for details of performance obligation and revenue recognition.

	₹ Lakhs	₹ Lakhs
At 01st April	317.70	222.98
At 31st March.....	380.77	317.70
Analysed as:		
Current	380.77	317.70
Non-current	—	—

Revenue recognised during the period that was included in the opening balance of Customer Advances amounted to INR 317.70 Lakhs (PY: INR 222.98 Lakhs)

Note 41: Trade Receivable Ageing Schedule

As on 31st March 2025

₹ Lakhs

Particulars	Unbilled	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(I) Undisputed Trade receivables - considered good	52.44	334.65	16.82	—	—	—	403.91
(ii) Undisputed Trade Receivables - which have significant increase in credit risk	—	—	—	—	—	—	—
(iii) Undisputed Trade Receivables - credit impaired	—	—	—	103.82	0.62	0.79	105.23
(iv) Disputed Trade Receivables - considered good	—	—	—	—	—	—	—
(v) Disputed Trade Receivables - which have significant increase in credit risk	—	—	—	—	—	—	—
(vi) Disputed Trade Receivables - credit impaired	—	—	—	—	—	19.68	19.68
Total	52.44	334.65	16.82	103.82	0.62	20.47	528.82
Less: Provision for credit impairment							124.91
Net Receivables outstanding at the end of the year							403.91

As on 31st March 2024

₹ Lakhs

Particulars	Unbilled	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(I) Undisputed Trade receivables - considered good	51.25	348.71	107.21	—	—	—	507.17
(ii) Undisputed Trade Receivables - which have significant increase in credit risk	—	—	—	—	—	—	—
(iii) Undisputed Trade Receivables - credit impaired	—	—	—	26.55	8.91	16.17	51.63
(iv) Disputed Trade Receivables - considered good	—	—	—	—	—	—	—
(v) Disputed Trade Receivables - which have significant increase in credit risk	—	—	—	—	—	—	—
(vi) Disputed Trade Receivables - credit impaired	—	—	—	—	—	19.68	19.68
Total	51.25	348.71	107.21	26.55	8.91	35.85	578.48
Less: Provision for credit impairment							71.31
Net Receivables outstanding at the end of the year							507.17

* The above aging schedules have been prepared on the basis of transactions dates.

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Notes to Financial Statements for the year ended March 31, 2025

Note 42: Trade Payable Ageing Schedule

As on 31st March 2025

₹ Lakhs

Particulars	Unbilled Dues	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	–	17.87	–	–	–	17.87
(ii) Others	433.43	38.14	0.41	0.12	2.15	474.25
(iii) Disputed dues - MSME	–	–	–	–	–	–
(iv) Disputed dues - Others	–	–	–	–	–	–
Total	433.43	56.01	0.41	0.12	2.15	492.12

As on 31st March 2024

₹ Lakhs

Particulars	Unbilled Dues	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(I) MSME	–	59.63	–	–	–	59.63
(ii) Others	446.77	150.44	0.58	5.84	4.33	607.96
(iii) Disputed dues - MSME	–	–	–	–	–	–
(iv) Disputed dues - Others	–	–	–	–	–	–
Total	446.77	210.07	0.58	5.84	4.33	667.59

* The above aging schedules have been prepared on the basis of transactions dates.

Note 43: Ratio

S.No.	Ratio	In Times/ %	Numerator	Denominator	Current Year	Previous Year	Variance
a)	Current Ratio	in times	Current Assets	Current Liabilities excluding current maturities of long term borrowings	7.59	4.48	69%
b)	Debt - Equity	in times	Non-Current Borrowings + Current Borrowings	Total Equity	NA	NA	NA
c)	Debt Service Coverage	in times	Earnings available for debt service	Debt Service	NA	NA	NA
d)	Return on Equity	in %	Profit/(Loss) after tax	Average Total Equity	28%	31%	-9%
e)	Inventory Turnover	-	NA	NA	NA	NA	NA
f)	Trade Receivable Turnover	in times	Revenue from operations	*Average Trade Receivables	29.74	23.77	25%
g)	Trade Payable Turnover	in times	Total expenses - Depreciation - interest - Payroll Cost	*Trade Payables	10.37	8.26	26%
h)	Net Capital Turnover	in times	Net Sales	* Working Capital i.e (Avg Current Assets - Avg Current Liabilities)	1.97	2.52	-22%
I)	Net Profit Ratio	in%	Profit/(Loss) after tax	Total Income	31%	29%	6%
j)	Return on capital employed	in%	EBIT	*Avg Equity + Avg Debt + Avg Leases	37%	32%	16%
k)	Return on Investment	in%	NA	NA	NA	NA	NA

* Average = (Opening + Closing)/2

Foot Notes:

- (1) Current ratio - The rise is attributed to a change in term deposit strategy of the Company, with deposits now having shorter durations under 12 months (In previous year, there were long term fixed deposits of INR 1,478.40 lakhs).
- (2) Trade Receivable Turnover ratio - The increase is a result of provisioning major outstanding receivables in current year (lowering average debtors) combined with increase in revenue.
- (3) Trade payable turnover ratio – Increased because early vendor payments made during current year combined with increase in expenses.
- (4) As the Company is primarily engaged in hospitality sector (Service Industry), Inventory turnover ratio and Return on Investment ratio are not applicable to the Company.
- (5) The company has not availed any borrowings during the year, hence, Debt Equity Ratio and Debt Service Ratio are not applicable.

Notes to Financial Statements for the year ended March 31, 2025

Note 44: Other Statutory Information:

i. Details of Benami Property held

No proceedings have been initiated on or are pending against the company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and Rules made thereunder.

ii. Wilful Defaulter

The company has not been declared Wilful defaulter by any bank or financial institution or government or any government authority.

iii. Compliance with number of layers of companies

The company has complied with the number of layers prescribed under the Companies Act, 2013.

iv. Compliance with approved scheme(s) of arrangements

The company has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year.

v. Loans to promoters, directors, KMPs and other Related Parties

During the year, the Company has not granted any loans or advances in the nature of loans to promoters, directors, KMPs, and the related parties (as defined under the Companies Act, 2013), either severally or jointly with any other person that are either:

- (a) repayable on demand or
- (b) without specifying any terms or period of repayment.

vi. Loans and Advances

A. The company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

- a. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
- b. provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.

B. The company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the company shall:

- a. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
- b. provide any guarantee, security or the like on behalf of the ultimate beneficiaries.

vii. Undisclosed income

The company does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provision of the Income Tax Act, 1961).

viii. Details of Crypto currency or Virtual currency

The company has not traded or invested in crypto currency or virtual currency during the current or previous year.

ix. Valuation of PP&E, intangible asset and investment property

The company has not revalued its property, plant and equipment (including right of use assets) or intangible assets or both during the current or previous year.

x. Registration of charges or satisfaction with Registrar of Companies:

The Company is not required to register any charge and also not required to file any satisfaction of charges during the year with the Registrar of Companies. Hence, this is not applicable.

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Notes to Financial Statements for the year ended March 31, 2025

Note 44: Other Statutory Information (Contd.)

xi. Title deeds

The title deeds of all the immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the financial statements are held in the name of the company.

xii. Fair Valuation of Investment Properties

The Company does not hold any investment property and hence the disclosure on fair valuation of investment property is not applicable to the Company.

xiii. Returns to Banks

During the year, the Company has availed borrowings from banks on the basis of the security of current assets. However, the sanction terms do not specify filings of any returns with banks. Further, the company has not availed any borrowings from financial institutions. Hence, this is not applicable.

xiv. Transactions with Struck off Companies

There are no transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.

Note 45:

There are no financial liabilities and assets that are set off as at 31st March 2025 and 31st March 2024.

Note 46: Dividends

The dividends paid during the fiscal year 2025 represent an amount of ₹ 325 lakhs @ ₹ 25.00 per equity share towards dividend for fiscal 2024.

The dividends declared by Benares Hotels Limited are in Indian Rupees and are based on the profits available for distribution as reported in the statutory financial statements of Benares Hotels Limited. Subsequent to March 31, 2025, the Board of Directors of Benares Hotels Limited have proposed a dividend of ₹ 25 per share in respect of fiscal 2025. The proposal is subject to the approval of shareholders at the Annual General Meeting, and if approved, would result in a cash outflow of approximately ₹ 325 lakhs.

Note 47: Capital Management

The Company manages its capital to ensure that it will be able to continue as a going concern through a judicious mix for short term and long term sources. The structure is managed to maintain an investment grade credit rating, to provide ongoing returns to shareholders and to service debt obligations, whilst maintaining maximum operational flexibility. Consistent with others in the industry, the Company monitors capital on the basis of the gearing ratio. This ratio is calculated as net debt divided by Equity. Net debt is calculated as total borrowings (including 'current and non-current term loans' as shown in the balance sheet) less cash and cash equivalents and Current Investment.

The Company has borrowings of ₹ Nil lakhs (previous year: ₹ Nil lakhs) and Net Debts of ₹ Nil lakhs (previous year: ₹ Nil lakhs) as at the end of the reporting period. Accordingly, the Company has Nil gearing ratio (Net Debt/ Total Equity) as at 31- Mar - 2025 and 31 - Mar - 2024.

Notes to Financial Statements for the year ended March 31, 2025

Note 48: Others

The date of implementation of the Code on Social Security, 2020 ('the Code') relating to employee benefits is yet to be notified by the Government and when implemented will impact the contributions by the Company towards benefits such as Provident Fund, Gratuity etc. The Company will assess the impact of the Code and give effect in the financial statements when the Code and Rules there under are notified.

Note 49: Events Occurring After The Balance Sheet Date

The Company has used accounting software for maintaining its books of account, which have a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the respective software. In respect of revenue software and EPR used for one of the units, access to direct database level changes is not available to any of the Company's personnel.

Note 50: Events Occurring After The Balance Sheet Date

There are no adjusting events occurring after the balance sheet date for the financial year 2024-25.

Note 51:

The disclosure required to be made in terms of Schedule V of SEBI (Listing Obligation And Disclosure Requirement) 2015 is not applicable to the company.

As per our Report of even date attached

For PKF Sridhar & Santhanam LLP
Chartered Accountants
Firm Registration No. 003990S/S200018

R. Suriyanarayanan
Partner
Membership No.: 201402

Date : 28th April, 2025
Place: Mumbai

For and on behalf of the Board

Dr. Anant Narain Singh
Chairman
DIN: 00114728

Vishal Singh
Chief Executive Officer

Veeramani Venkata
Chief Financial Officer

Rohit Khosla
Director
DIN: 07163135

Vanika Mahajan
Company Secretary
ICSI M.No. ACS34515

Date : 28th April, 2025
Place: Mumbai

FINANCIAL STATISTICS

(Rs./Lakhs)

YEAR	CAPITAL ACCOUNTS					REVENUE ACCOUNTS										Divid- end	Tax on Dividend	Rate of Dividend %
	Capital	Reserves & Surplus	Borrow- ing	Deferred Taxes	Fixed Assets		Invest- ments	Gross Revenue	Expenditure (Including Interest)	Depre- ciation	Profit Before Extraord. Items & Taxes	Taxes	Profit After Taxes	Net Transfer to Reserves				
					Gross Block	Net Block												
1989-90	130.00	28.54	223.51		354.89	233.57	—	293.01	222.09	18.93	51.99	3.10	48.89	38.49	10.40	8%		
1990-91	130.00	44.85	218.63		502.44	363.19	—	285.11	237.94	20.47	26.70	—	26.70	16.30	10.40	8%		
1991-92	130.00	125.83	181.95		528.47	360.75	—	421.79	286.34	28.46	106.99	—	106.99	80.99	26.00	20%		
1992-93	130.00	181.24	145.70		572.99	375.23	—	421.09	309.84	30.52	80.73	(0.67)	81.40	55.40	26.00	20%		
1993-94	130.00	231.84	101.98		617.92	389.34	—	462.66	343.17	32.89	86.60	10.00	76.60	50.60	26.00	20%		
1994-95	130.00	284.46	79.46		639.16	377.10	—	516.45	382.22	34.11	100.12	8.50	91.62	52.62	39.00	30%		
1995-96	130.00	427.78	48.94		689.27	390.25	—	755.19	498.42	36.95	219.82	18.00	201.82	143.34	58.50	45%		
1996-97	130.00	616.01	9.88		740.91	487.35	—	904.31	595.56	33.73	275.02	35.50	239.52	188.23	78.00	60%		
1997-98	130.00	781.67	9.74		785.85	498.88	—	985.31	668.39	35.96	280.96	29.50	251.46	165.66	78.00	60%		
1998-99	130.00	981.38	9.74		985.85	661.34	—	1,083.29	716.74	46.65	319.89	33.60	286.29	199.71	78.00	60%		
1999-00	130.00	1,161.94	9.74		1,032.95	661.53	—	1,105.09	730.40	48.19	326.50	37.71	288.78	180.56	97.50	75%		
2000-01	130.00	1,313.88	12.97		1,123.18	706.71	—	1,252.47	870.50	47.09	334.88	54.00	280.88	151.94	117.00	90%		
2001-02	130.00	1,106.06	12.97	141.16	1,282.28	812.41	—	936.29	776.22	55.17	104.90	32.50	72.40	(25.10)	97.50	—	75%	
2002-03	130.00	1,124.68	12.97	145.08	1,411.13	876.48	—	1,104.34	857.04	64.77	182.54	53.92	128.62	18.62	97.50	12.49	75%	
2003-04	130.00	1,188.07	12.97	152.81	1,530.16	929.83	—	1,298.42	957.70	67.29	273.44	92.73	180.71	63.39	104.00	13.33	80%	
2004-05	130.00	1,334.76	14.26	145.75	1,518.08	919.67	100.45	1,532.17	1,046.88	72.16	413.13	140.44	272.69	146.69	110.50	15.50	85%	
2005-06	130.00	1,497.84	14.26	146.71	1,759.20	1,112.36	105.19	1,574.94	1,071.05	67.56	436.33	147.25	289.08	163.08	110.50	15.50	85%	
2006-07	130.00	1,732.48	22.97	153.78	2,141.70	1,468.78	111.50	1,943.33	1,269.77	86.66	586.90	200.17	386.73	234.64	130.00	22.09	100%	
2007-08	130.00	1,990.41	22.97	164.09	2,323.36	1,548.51	—	2,168.87	1,397.41	101.93	669.52	229.08	440.45	257.93	156.00	26.51	120%	
2008-09	130.00	2,182.89	25.27	175.62	3,331.83	2,469.11	—	2,018.78	1,417.40	109.56	491.81	170.05	321.76	192.48	110.50	18.77	85%	
2009-10	130.00	2,362.78	30.58	205.33	3,534.63	2,522.04	—	2,347.19	1,635.69	153.20	568.30	181.34	376.96	179.89	169.00	28.07	130%	
2010-11	130.00	2,656.11	30.58	231.32	3,769.96	2,674.02	—	2,773.17	1,879.79	160.04	733.35	242.89	490.46	293.39	169.00	28.07	130%	
2011-12	130.00	3,033.66	—	249.27	4,228.85	2,978.46	—	3,519.50	2,387.20	170.72	961.58	342.35	619.23	377.49	208.00	33.74	160%	
2012-13	130.00	3,587.08	—	234.31	4,401.84	3,108.90	—	3,984.62	2,550.28	180.51	1,253.83	396.22	857.61	553.42	260.00	44.13	200%	
2013-14	130.00	4,180.88	—	245.64	5,238.53	3,646.59	—	4,411.88	2,845.90	190.28	1,375.70	477.71	897.99	593.80	260.00	44.19	200%	
2014-15	130.00	4,790.57	—	303.41	6,310.67	4,459.55	—	4,824.06	3,131.04	267.23	1,425.78	503.15	922.67	609.69	260.00	52.93	200%	
2015-16	130.00	5,306.20	—	841.59	6,673.21	4,605.92	—	5,100.20	3,547.16	266.46	1,286.57	458.01	828.56	515.63	260.00	52.93	200%	
2016-17	130.00	5,986.25	—	730.39	4,835.11	4,104.14	—	5,113.62	3,575.43	464.85	1,073.34	391.65	681.69	680.05	195.00	39.70	150%	
2017-18	130.00	6,400.92	500.00	573.80	6,322.13	5398.62	—	4827.52	3625.36	417.31	784.85	136.56	648.29	414.67	195.00	40.08	150%	
2018-19	130.00	7,040.24	500.00	648.52	9,444.25	8,144.66	—	6,038.80	4,298.20	522.88	1,217.72	345.43	872.29	639.32	195.00	40.10	150%	
2019-20	130.00	7,701.28	550.00	566.03	10,854.74	8,973.97	—	6,383.70	4,395.93	638.10	1,349.67	288.47	1,061.20	813.81	97.50	—	75%	
2020-21	130.00	7,093.46	550.00	392.04	10,836.01	8,276.27	—	2,480.88	2,484.28	693.45	—696.85	—173.99	—522.86	—607.82	—	—	—	
2021-22	130.00	7,653.69	—	576.14	10,868.85	7,677.71	—	4,993.84	3,586.69	636.32	770.83	205.55	565.28	560.23	130.00	—	100%	
2022-23	130.00	9,847.49	—	559.17	10,976.07	7,194.73	—	9,482.92	5,753.84	600.91	3,128.17	790.14	2,338.03	2,193.80	260.00	—	200%	
2023-24	130.00	13,169.64	—	525.01	11,334.45	7,001.61	—	12,379.87	6,981.13	590.12	4,808.62	1,204.34	3,604.28	3,322.15	325.00	—	250%	
2024-25	130.00	17,141.59	—	480.29	11,864.17	6,937.94	—	14,066.82	7,652.86	602.99	5,810.97	1,486.02	4,324.95	3,971.95	325.00	—	250%	



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