

BENARES HOTELS LIMITED

CIN: L55101UP1971PLC003480

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

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

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

February 20, 2023

BSE Limited

Listing/Compliance Department,

New Trading Ring,

Rotunda Building, P.J Towers,

Dalal Street, Fort,

Mumbai – 400 001

Scrip Code: 509438

Dear Sirs,

Sub: Postal Ballot Notice – Intimation under Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”)

Pursuant to Regulation 30 read with Para A, Part A of Schedule III, of SEBI Listing Regulations, enclosed herewith is a copy of Postal Ballot Notice dated February 8, 2023, together with the Explanatory Statement thereto, seeking approval of members of the Company for the following businesses:

S.No.	Particulars	Type of Resolution
1.	To approve the appointment of Mr. Beejal Desai (DIN: 03611725) as Non-Executive Director of the Company.	Ordinary

In terms of General Circulars No.14/2020 dated April 8, 2020, No.17/2020 dated April 13, 2020 and No. 11/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs ('the MCA Circulars'), the above resolution is proposed to be passed by the postal ballot, only by way of electronic voting ('E-voting').

The Company has sent the Postal Ballot Notice dated February 20, 2023 by e-mail only to those Members whose name appeared in the Register of Members/ List of Beneficial Owners maintained by the Company/Depositories (NSDL & CDSL) respectively, as on the cut-off date i.e. Tuesday, February 14, 2023 and in compliance with the MCA Circulars, physical copies of the Postal Ballot Notice along with Postal Ballot forms and pre-paid business envelope are not being sent to the Members. The Notice of Postal Ballot is also uploaded on the website of the Company www.benareshotelslimited.com.

The Members whose name appears on the Register of Members/ List of Beneficial Owners maintained by the Company/Depositories as on the cut-off date i.e. Tuesday, February 14, 2023 are eligible for the purpose of E-Voting.

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The Company has engaged the services of NSDL to provide E-voting facility to all the Members of the Company.

E-voting will commence from Wednesday, February 22, 2023 at 9.00 a.m. (IST) and will end on Thursday, March 23, 2023 at 5.00 p.m. (IST). The results of the Postal Ballot shall be announced on or before Friday, March 24, 2023.

You are requested to kindly take the same on record.

Thanking you.

Yours faithfully,
for **Benares Hotels Limited**

Vanika Mahajan
Company Secretary

Encl.: as above

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NOTICE OF POSTAL BALLOT

Notice pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014

Dear Members,

NOTICE is hereby given that pursuant to the provisions of Section 110 and Section 108 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “**Act**”), Rule 22 and Rule 20 of the Companies (Management and Administration) Rules, 2014 (hereinafter referred to as the “**Rules**”) read with the General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17 / 2020 dated April 13, 2020, General Circular No. 11/2022 dated December 28, 2022, (“**MCA Circulars**”), issued by the Ministry of Corporate Affairs and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“**SS-2**”) and pursuant to such other applicable act, laws, rules and regulations issued thereunder 2014 (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force), the resolution appended hereinbelow is proposed to be passed as Ordinary Resolution by Members of Benares Hotels Limited (“**the Company**”) by means of Postal Ballot only through remote electronic voting (E-voting).

SPECIAL BUSINESS:

Item 1: APPOINTMENT OF MR. BEEJAL DESAI (DIN: 03611725), AS A NON-EXECUTIVE DIRECTOR:

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

“**RESOLVED THAT** pursuant to provisions of Section 152 and 160 of the Companies Act, 2013 (the “**Act**”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the provisions of the Articles of Association of the Company and basis the recommendation of Nomination & Remuneration Committee, **Mr. Beejal Desai (DIN - 03611725)** was appointed as an Additional Director of the Company with effect from February 8, 2023 by the Board of Directors and holds office for a period of three months from the date of appointment or till the conclusion of the next Annual General Meeting of the Company, whichever is earlier, under Section 161(1) of the Companies Act, 2013 (‘the Act’) and Article 122 of the Articles of Association of the Company and who is eligible for appointment and in respect of whom the Company

Registered Office: Nadesar Palace Compound, Varanasi - 221 002

Tel.: 0542 666 0001

has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Non-Executive Director, be and is hereby appointed as a Non-Executive Director of the Company, liable to retire by rotation.”

**By Order of the Board
for Benares Hotels Limited**

Vanika Mahajan

Company Secretary

ACS 34515

Place: New Delhi

Date: February 8, 2023

NOTES:

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 read together with Rule 22 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Secretarial Standard - 2 (SS-2) on General Meetings setting out material facts in respect of the aforesaid Resolutions is annexed herewith and the same should be taken as part of this Notice.
2. Brief Profile and other required information about the appointment of Directors pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 is annexed to this Notice.
3. In compliance with the MCA Circulars, the Notice is being sent by electronic mode only to those Members whose names appear in the Register of Members / List of Beneficial Owners maintained by the Company and as received from National Securities and Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) (Depositories) as on Tuesday, February 14, 2023 and whose e-mail IDs are registered with the Company / Depositories.
4. The Members, whose names appear in the Register of Members / List of Beneficial Owners as received from Depositories as on Tuesday, February 14, 2023, being the cut-off date, are entitled to vote on the Resolution set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice of Postal Ballot for information purpose only.
5. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Company at investor@tajhotels.com along with the copy of the signed request letter mentioning the name and address of the Member, self-attested copy of the PAN card, and self-attested copy of any document (eg.: Driving License, Election Identity Card, Passport) in support of the address of the Member. Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participants. In case of any queries / difficulties in registering the e-mail address, Members may write to investor@tajhotels.com.
6. The Board of Directors of the Company have appointed Arvind Kohli and Associates, Company Secretaries (FCS: 04434; COP: 2818) to act as the Scrutinizer, for conducting the postal ballot and e-voting process in accordance with law and in a fair and transparent manner.
7. In compliance with Regulation 44 of the SEBI Listing Regulations and Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and the relevant Circulars, the Company is pleased to provide facility of remote e-voting to enable its Members to cast their votes electronically in respect of the Resolution as set out in this

Postal Ballot Notice. For this purpose, the Company has entered into an agreement with NSDL for facilitating e-voting to enable the Shareholders to cast their votes electronically.

8. The Portal for E-voting will remain open for the Members for exercising their voting from Wednesday, February 22, 2023 at 09:00 a.m. India Standard Time ('IST') and will close on Thursday, Thursday, March 23, 2023 at 05:00 p.m. (IST) both days inclusive. The E-voting needs to be exercised by 05:00 p.m. (IST) on Thursday, March 23, 2023. Please note that E-voting module will be disabled for voting by NSDL after the said date and time. During this period, the Members of the Company holding shares either in physical form or dematerialised form, as on Tuesday, February 14, 2023 ('cut-off date'), may cast their vote electronically. Once vote on the resolution is cast by the Member, he/ she shall not be allowed to change it subsequently or cast the vote again.
9. The Scrutinizer shall, after conclusion of remote e-voting, prepare and submit his report on the total votes cast in favour or against or abstained, if any to the Chairman or to the Company Secretary of the Company or any person authorized by the Chairman, after completion of scrutiny of votes received through E-voting. The results of the Postal Ballot will be announced on or before Friday, March 24, 2023. The resolution as placed under the postal ballot notice, if passed by the members with requisite majority shall be deemed to have been passed on the last date specified by the Company for E-voting i.e. March 23, 2023. Further, resolution passed by the Members through E-voting are deemed to have been passed effectively at a general meeting.
10. The Result in respect of the Resolution as set out in the Postal Ballot Notice, so declared, along with the Scrutinizer's Report will be communicated to the Stock Exchanges, not later than Friday, March 23, 2023 and will be uploaded on the website of the Company and Stock Exchanges viz., BSE Limited and also will be displayed in the Registered Office and Corporate Office of the Company.
11. Members may please note that the Postal Ballot Notice will also be available on the Company's website at <https://www.benareshotelslimited.com>, websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com, and on NSDL website at <https://www.evoting.nsdl.com>.
12. All the documents referred to in this Postal Ballot Notice and the Explanatory Statement setting out the material facts in respect of Item proposed will be made available for inspection through electronic mode from Wednesday, February 22, 2023 to Thursday, March 23, 2023 basis the request being sent on investor@tajhotels.com mentioning their name, Folio no. / DP ID and Client ID and the documents they wish to inspect, with a self-attested copy of their PAN card attached to the email.
13. In case Members have any queries or need any assistance on remote e-voting may please write to the Company or RTA.

14. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:

The remote e-voting period commences on Wednesday, February 22, 2023 at 09:00 A.M. and ends on Thursday, March 23, 2023 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members/Beneficial Owners as on the record date (cut-off date) i.e. Tuesday, February 14, 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being, Tuesday, February 14, 2023.

How do I vote electronically using NSDL e-Voting system?

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 for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat 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 demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.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. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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.

	<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: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 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 www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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. 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. 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. 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 evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>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.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat 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 22 55 33

B) Login Method for shareholders other than Individual shareholders holding securities in demat 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 123446 then user ID is 101456001***

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.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - 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 on NSDL e-Voting system.

How to cast your vote electronically 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.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
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 shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to investor@tajhotels.com with a copy marked to evoting@nsdl.co.in. 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.
2. 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 www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on 022 - 4886 7000 or 022 - 2499 7000 or send a request to Ms. Prajakta Pawle, Assistant Manager, NSDL on evoting@nsdl.co.in or may write to the Company Secretary at the email ID investor@tajhotels.com.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investor@tajhotels.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investor@tajhotels.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out all the material facts relating to the Special Business as set out in this Notice.

Item No. 1:

Appointment of Mr. Beejal Desai (DIN: 03611725) as Non-Executive Director of the Company.

Mr. Beejal Desai (DIN: 03611725) was appointed as an Additional Director (Non-Executive) of the Company w.e.f. February 8, 2023 by the Board of Directors basis the recommendation of the NRC under Section 161 of the Act and Article 122 of the Articles of Association of the Company to hold office for a period of three months from the date of appointment or till the conclusion of the next Annual General Meeting of the Company, whichever is earlier and is eligible for appointment as a Director.

Mr. Desai is the Senior Vice President, Corporate Affairs & Company Secretary (Group) of The Indian Hotels Company Limited (IHCL), having rich, extensive & cross functional experience and specialises in the areas of Legal, Secretarial, Corporate Governance, Corporate Affairs, Compliance & Investor relations.

Mr. Desai has worked in leadership positions across diversified sectors including Hospitality, Pharmaceuticals, Forging, etc. Mr. Desai has an experience of over three decades. He holds an LLB degree and is a fellow member of Institute of the Company Secretaries of India, besides attending Harvard leadership programme. With his experience and expertise in the Legal and Secretarial, the Company would greatly benefit from his appointment.

Brief Profile of Mr. Beejal Desai in terms of Regulation 36(3) of the SEBI Listing Regulations and the Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, has been provided in Annexure to this Notice.

Mr. Desai have furnished the necessary consent/declarations/disclosures for their appointment as required under the Companies Act, 2013, the Listing Regulations and other applicable statutory provisions.

In terms of Section 160 of the Companies Act, 2013, the Company has received a notice in writing from Member proposing the candidature of Mr. Beejal Desai for the office of Director on the Board of the Company.

In the opinion of the Board, Mr. Desai meet the fit and proper criteria and are persons of integrity, and have the necessary knowledge, experience and expertise for being appointed as Non-Executive Directors, liable to retire by rotation.

The Board, therefore, commends to the Shareholders, the appointment of **Mr. Beejal Desai (DIN: 03611725)** as a Non-Executive Director of the Company, liable to retire by rotation, on the Board of Directors of the Company, upon receipt of approval of shareholders by requisite majority as set forth in Item Nos. 1 of this Notice as an Ordinary Resolution.

Save and except Mr. Beejal Desai, none of the other Director, Key Managerial personnel or their respective relatives are, in any way, concerned or interested in the Resolution mentioned at Item No. 1 of the Notice.

ANNEXURE

BRIEF PROFILE OF THE DIRECTOR BEING APPOINTED/RE-APPOINTED, AS SET OUT IN THIS NOTICE, IN TERMS OF REGULATION 36(3) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND THE SECRETARIAL STANDARDS ON GENERAL MEETINGS (SS-2), ISSUED BY THE INSTITUTE OF THE COMPANY SECRETARIES OF INDIA.

Name of Director	Mr. Beejal Akshaykumar Desai
DIN	03611725
Age (in years)	57
Date of Birth	May 4, 1965
Nationality	Indian
Date of First Appointment	February 8, 2023
Experience & Expertise in specific functional areas.	Mr. Beejal Desai has over 37 years of rich, extensive & cross functional experience and specialises 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.
Details of shares held in the Company	Nil
Directorships in other public limited companies (excluding foreign companies, private companies and Section 8 companies)	Kaveri Retreats And Resorts Limited ELEL Hotels And Investments Limited Taj Karnataka Hotels And Resorts Limited
Membership/ Chairpersonship of Committees in other companies	Chairmanship: N.A. Membership: Corporate Social Responsibility (CSR) Committee - Kaveri Retreats And Resorts Limited
Resigned during last three years from listed companies	N.A.
No. of board meetings attended during the year 2022-23 (from the date of appointment i.e. February 8, 2023 till date of this Notice)	N.A.

Terms and conditions of appointment or reappointment along with details of remuneration sought to be paid	Appointment as Non-Executive Director, liable to retire by rotation.
Remuneration last drawn (FY 2022-23)	N.A.
Relationship with other Directors, Managers and other Key Managerial Personnel of the Company	N.A.

**By Order of the Board
for Benares Hotels Limited,**

Vanika Mahajan
Company Secretary
ACS 34515

Place: New Delhi
Date: February 8, 2023