

BENARES HOTELS LIMITED

CIN: L55101UP1971PLC003480

Registered Office: Nadesar Palace Compound, Varanasi – 221002 | **T:** +91 542 666 0001

E-mail: tghaccts.ben@tajhotels.com | **Website:** www.benareshotelslimited.com

Corporate Office: Taj Palace, Sardar Patel Marg, New Delhi – 110021 | **T:** +91 11 6650 3549/3704

E-mail: investor@tajhotels.com

March 24, 2023

To

BSE Limited

Listing/Compliance Department,

New Trading Ring,

Rotunda Building, P.J Towers,

Dalal Street, Fort,

Mumbai – 400 001

Scrip Code: 509438

Sub: Declaration of Voting Results of Postal Ballot through Remote e-Voting

This has reference to our letter dated February 20, 2023, enclosing the Postal Ballot Notice dated February 8, 2023 for seeking approval of the Members of the Company by way of Ordinary Resolution, **for appointment of Mr. Beejal Desai (Din: 03611725) as a Non-Executive Director** of the Company, by way of postal ballot through remote e-Voting process.

The remote e-Voting process concluded on March 23, 2023 at 5:00 p.m. (IST), post which the Scrutinizer has submitted his report on the results of the Postal Ballot. Based on the report of the Scrutinizer, we hereby inform that Members of the Company have duly passed the above resolution with the requisite majority.

In this regard, please find enclosed the following:

1. The Voting Results of the Postal Ballot in relation to the aforesaid business, as required under Regulation 44(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ('Listing Regulations') - **Annexure - 1.**
2. The Scrutinizer's Report dated March 24, 2023, pursuant to Sections 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 - **Annexure - 2.**

The Voting Results along with the Scrutinizer's Report is available on the Company's website at www.benareshotelslimited.com and will also be made available on the website of the National Securities Depository Limited at www.evoting.nsdl.com.

Kindly take on record the above.

Thanking you,

Yours faithfully,

For **BENARES HOTELS LIMITED**

Vanika Mahajan
Company Secretary

Encl.: as above

BENARES HOTELS LIMITED

CIN: L55101UP1971PLC003480

Registered Office: Nadesar Palace Compound, Varanasi – 221002 | T: +91 542 666 0001

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

Corporate Office: Taj Palace, Sardar Patel Marg, New Delhi – 110021 | T: +91 11 6650 3549/3704

E-mail: investor@tajhotels.com

Annexure A

A. Details of voting result by postal ballot process

S.No.	Particulars	Details
1.	Date of Postal Ballot Notice	February 8, 2023
2.	Cur-off date	February 14, 2023
3.	e-Voting Start day, date and time	Wednesday, February 22, 2023 at 9:00 a.m. (IST)
4.	e-Voting End day, date and time	Thursday, March 23, 2023 at 5:00 p.m. (IST)
5.	Total number of shareholders on cut-off date	4589
6.	Date of Declaration of Postal Ballot Results	March 24, 2023
7.	No. of shareholders present in the meeting either in person or through proxy:	
	a) Promoters and Promoter group	N.A.
	b) Public	
8.	No. of shareholders attended the meeting through video conferencing:	
	a) Promoters and Promoter group	N.A.
	b) Public	
9.	No. of resolution passed in the meeting (Postal Ballot)	1

B. RESULTS OF THE POSTAL BALLOT

S.No.	Particulars	Resolution required	Mode of voting	Remarks
1.	Appointment of Mr. Beejal Desai (Din: 03611725) as a Non-Executive Director of the Company	Ordinary Resolution	Remote e-voting	Resolution passed with requisite majority

Yours faithfully,

For Benares Hotels Limited

Vanika
VANIKA MAHAJAN
Company Secretary



Resolution (1)

Resolution required: (Ordinary / Special)		Ordinary							
Whether promoter/promoter group are interested in the agenda/resolution?		No							
Description of resolution considered		Appointment of Mr. Beejal Desai (Din: 03611725) as a Non-Executive Director of the Company							
Category	Mode of voting	No. of shares held	No. of votes polled	(3)=[(2)/(1)]*100	No. of votes in favour	No. of votes against	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting Poll	(1) 813435	(2) 746688	91.7944	(4) 746688	0	100.0000	0.0000	
	Postal Ballot (if applicable)								
	Total	813435	746688	91.7944	746688	0	100.0000	0.0000	
	E-Voting Poll	0	0	0	0	0	0.0000	0.0000	
Public- Institutions	Postal Ballot (if applicable)								
	Total	0	0	0.0000	0	0	0.0000	0.0000	
	E-Voting Poll	486565	27886	5.7312	26767	1119	95.9872	4.0128	
Public- Non Institutions	Postal Ballot (if applicable)	486565	27886	5.7312	26767	1119	95.9872	4.0128	
	Total	1300000	774574	59.5826	773455	1119	99.8555	0.1445	
Whether resolution is Pass or Not.		Yes							
Disclosure of notes on resolution		Add Notes							

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Institutions	
Public - Non Institutions	



Arvind Kohli & Associates
Company Secretaries



199, Sector 7, Urban Estate, Gurgaon 122001
Telephone: +(91)124-4005260,98-110-22619
e-mail:

REPORT OF SCRUTINIZER
FORM NO. MGT-13

[Pursuant to Section 108 of Companies Act, 2013
read with rule 20 of the Companies (Management and Administration) Rules, 2014]

To,
Dr. Anant Narain Singh
Chairman
Benares Hotels Limited
Nadesar Palace Compound,
Varanasi - 221002

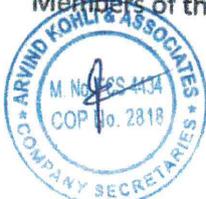
Sub: Scrutinizer's Report on Postal Ballot conducted through E-voting

Dear Sir,

I, Arvind Kohli, appointed as the Scrutinizer by the Board of Directors of Benares Hotels Limited (CIN:L55101UP1971PLC003480) having its Registered Office situated at Nadesar Palace Compound, Varanasi - 221002, for the purpose of conducting the Postal Ballot process through remote voting by electronic means ("remote e-voting") in a fair and transparent manner as per the provisions of the Companies Act, 2013 and Rule 22(5) of the Companies (Management and Administration) Rules, 2014 on the Ordinary Resolution as set out in the Postal Ballot Notice dated February 8, 2023 ("Notice") in respect of the following special business:

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

In accordance with the Notice of Postal Ballot, issued under 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"), as amended from time to time, read with the General Circulars No. 14/2020 dated April 08, 2020, General Circular No.17 /2020 dated April 13, 2020 and General Circular No. 11/2022 dated December 28, 2022 (collectively referred to as "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 (hereinafter referred to as the "Listing Regulations"), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (hereinafter referred to as the "SS-2") and pursuant to such other applicable act, laws, rules and regulations issued thereunder (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force), the Ordinary Resolution as set out in the Notice was proposed to be passed by the Members of the Company by way of Postal Ballot only through remote e-voting.





The Notice along with the statement setting out material facts under Section 102 of the Act in respect of above mentioned resolution was sent on February 20, 2023, vide e-mail only to the Members whose name appeared in the register of Members/ List of beneficial owners as received from National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") as on February 14, 2023 ("Cut-off Date").

The Notice was also uploaded on the website of the Company, the Stock Exchange viz. BSE Limited and e-voting service provider viz. NSDL.

The Company had availed the e-voting facility offered by NSDL for conducting remote e-voting by the Members of the Company.

The members of the Company holding shares as on the "Cut-off" date of February 14, 2023 were entitled to vote on the resolution placed for approval of the Members in the Notice.

The e-voting period for remote e-voting commenced from Wednesday, February 22, 2023 at 9:00 a.m. (IST) and ended on Thursday, March 23, 2023 at 5:00 p.m. (IST) and the NSDL module was disabled thereafter.

The votes cast under remote e-voting facility were thereafter unblocked.

I have scrutinized and reviewed the votes cast through remote e-voting based on the data downloaded from the NSDL e-voting system and have maintained a register in which necessary entries have been made in accordance with the Companies (Management and Administration) Rules, 2014, as amended.

Compliance with the provisions of the Companies Act, 2013, the Rules made thereunder and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to the mode of voting that is, through electronic means (by remote e-voting) by the Members on the resolution proposed in the Notice is the responsibility of the management of the Company. Our responsibility as Scrutinizers is to ensure that the voting process by remote e-voting in the Postal Ballot is conducted in a fair and transparent manner and render a Scrutinizer's Report on the total votes cast in favour or against if any, to the Chairman/ Authorized Person, on the resolution based on the reports generated from the electronic voting system provided by NSDL.

I now submit my Scrutinizer Report on the results of the voting by postal ballot through the remote e-voting in respect of the following Ordinary Resolution.

Based on the data downloaded from the official website of NSDL for the remote e-voting system, the result of the remote e-Voting is as under:





Resolutions No. 1: Ordinary Resolution

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

i. Voted in favour of the resolution:

Number of Members voting electronically	Number of valid votes cast by Members (Shares)	% of total number of valid votes cast
53	773455	99.86

ii. Voted against the resolution:

Number of Members voting electronically	Number of valid votes cast by Members (Shares)	% of total number of valid votes cast
2	1119	0.14

iii. Invalid votes:

Number of Members voting electronically	Number of valid votes cast by Members (Shares)	% of total number of valid votes cast
NIL	NIL	NIL

I report that the Resolution has been passed by the Shareholders by the requisite majority.

Thank you,

Yours faithfully,

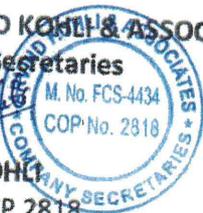
For ARVIND KOHLI & ASSOCIATES
Company Secretaries

ARVIND KOHLI
FCS 4434, CP 2818

SCRUTINIZER

Date: March 24, 2023

Place: New Delhi



For BENARES HOTELS LIMITED

VANIKA MAHAJAN
COMPANY SECRETARY
(ACS 34515)

Date: March 24, 2023

Place: New Delhi



UDIN: F004434D003311870



BENARES HOTELS LIMITED - Summary of e-voting --Postal Ballot

Statement of voting received in respect of the Resolution proposed through Postal Ballot

Resolution No.	Resolution	Assent	%	Dissent	%	Total	%	Invalid	%	Total Votes Cast
1.	Appointment of Mr. Beejal Desai (DIN - 03611725) as a Non-Executive Director of the Company	773455	99.86	1119	0.14	774574	100	NIL	NIL	774574
	Total No. of Shares on voting	773455	99.86	1119	0.14	774574	100	NIL	NIL	774574

