

# BENARES HOTELS LIMITED

CIN: L55101UP1971PLC003480

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

Phone: 011 6650 3549/3704, 26110202 | Website: www.benareshotelslimited.com

April 23, 2021

To,  
Secretary, Listing Department  
**BSE Limited**  
Department of Corporate Service,  
P.J Towers, Dalal Street, Fort,  
Mumbai – 400 001  
**Scrip Code : 509438**

Dear Sir,

**RE: Annual Secretarial Compliance Report for the year ended March 31, 2021**

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019, we are forwarding herewith Annual Secretarial Compliance Report of the Company for the year ended March 31, 2021, issued by Arvind Kohli & Associates, Practicing Company Secretary.

You are requested to kindly take the same on record.

Thanking you,

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



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

Encl. a/a

**The Board of Directors**  
**BENARES HOTELS LIMITED**  
Nadesar Palace Compound,  
Varanasi -221002

**Secretarial Compliance Report of BENARES HOTELS LIMITED for the year ended March 31, 2021**

We, Arvind Kohli & Associates, Company Secretaries have examined:

- (a) all the documents and records made available to us and explanation provided by Benares Hotels Limited] ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended March 31, 2021 ("Review Period") in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued there under; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/guidelines issued there under, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/ guidelines issued there under;



and based on the above examination, We hereby report that, during the Review Period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued there under, except in respect of matters specified below:-

| Sr. No. | Compliance Requirement (Regulations/Circulars/Guidelines including specific clauses) | Deviations   | Observations/Remarks of the Practicing Company Secretary   |
|---------|--|--|--|
| 1.      | Regulation 31(2) of SEBI(LODR) Regulations, 2015                                     | 22,550 Equity Shares (1.73%) held by a set of promoters in physical form | These shares are not yet dematerialized by a set of promoters holding these shares. The company has notified these promoters the requirement of getting their shares dematerialized in terms of Regulation 31(2) of SEBI (LODR) Regulations, 2015 as the onus of getting these dematerialized is on these promoters. |
|         |  |  |  |

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/guidelines issued there under in so far as it appears from our examination of those records.

(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued there under: **NO ACTION TAKEN BY ANY AUTHORITY IN THE REVIEW PERIOD.**

| Sr. No. | Action Taken by | Details of violation | Details of Action Taken e.g. fines, warning letter, debarment, etc. | Observations/Remarks of the Practicing Company Secretary, if any |
|---------|-----------------|----------------------|---|--|
|         |                 |                      |   |  |
|         |                 |                      |   |  |



# Arvind Kohli & Associates

Company Secretaries

199, Sector 7, Urban Estate, Gurgaon 122001

Tel :- 91-12-4005260; Mobile: 98-110-26619

e-mail: arvindkohli@gmail.com

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

| Sr. No. | Observations of the Practicing Company Secretary in the previous reports   | Observations made in the secretarial compliance report for the year ended March 31, 2021..... | Actions taken by the listed entity, if any   | Comments of the Practicing Company Secretary on the actions taken by the listed entity   |
|---------|--|---|--|--|
| 1.      | These shares are not yet dematerialized by a set of promoters holding these shares. The company has notified these promoters the requirement of getting their shares dematerialized in terms of Regulation 31(2) of SEBI (LODR) Regulations, 2015 as the onus of getting these dematerialized is on these promoters. | No observation made in this respect in the Secretarial Audit Report.                          | The Company has made a representation to BSE and SEBI in this regard and awaiting the reply from them. | The Company is aware of its responsibility for the compliances and has taken requisite steps to correct the irregularity for non action of a set of promoters; which is solely their responsibility. |
|         |  |   |  |  |

Arvind Kohli & Associates  
Company Secretaries



Place: Gurugram  
Date : April 23, 2021

UDIN number F004434C000163208