

BENARES HOTELS LIMITED

CIN – L55101UP1971PLC003480

Regd. Office: Nadesar Palace Compound, Varanasi – 221 002,

Tel. No. – 0542 – 6660001

Website: www.benareshotelslimited.com

NOTICE

Notice is hereby given that the 44th Annual General Meeting (AGM) of the Company will be held on Friday 21st August, 2015 at 3.00 p.m. at the Registered Office of the Company at Nadesar Palace Compound, Varanasi – 221 002 to transact the business, as set out in the Notice of the said meeting which has been sent to the shareholders on 24th July, 2015 together with Annual Report by electronic mode to all the Members whose email ID's are registered with the Depository Participant(s)/Company and physical copies to all other Members at their registered address under the permitted mode.

Pursuant to Section 108 of the Companies Act, 2013 and the Rules framed thereunder and clause 35B of the Listing Agreement, the Members of the Company holding shares either in physical or in dematerialized form as on the cut-off date i.e. August 14, 2015 are provided with the facility to cast their votes electronically through remote E-voting (to cast their vote electronically from a place other than the venue of the AGM), services provided by CDSL on all resolutions set forth in the notice of the AGM.

The E-voting period shall commence on August 18, 2015 (9.00 a.m. IST) and end on August 20, 2015 (5.00 p.m. IST), after which voting shall not be allowed. The E-Voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member by e-voting, the Member shall not be allowed to change it subsequently.

In order to enable its Members, who do not have the access to e-voting facility to send their assent or dissent in writing in respect of the resolutions as set out in the Notice of AGM, may send duly completed Ballot Form in the self-addressed postage prepaid envelope (enclosed with the Annual Report) directly to the Scrutinizer so as to reach the Scrutinizer, Mr. Shreepad Korde, Practicing Company Secretary, (Membership No. ACS 563), at the Office of Registrar and Share Transfer Agent of the Company not later than August 20, 2015 at 5.00 p.m. IST. Facility of voting through Ballot shall also be made available at the AGM.

The Members who have cast their vote by remote e-voting or by Ballot Form prior to the Meeting may also attend the meeting but shall not be entitled to cast their vote again at the Meeting.

Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of the cut-off date, may cast their vote by remote e-voting or Ballot Form or through Poll at the Meeting. However, if you are already registered with CDSL for remote e-voting then you can use existing user ID and password for casting your vote. If you forget your password you can reset your password by using 'Forgot Password' option available on www.evotingindia.com.

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 as well as voting in the general meeting;

The Notice of the AGM together with the Annual report is also available on the Company's Website. Members who have not received the Notice together with the Annual Report, may download the same from the Website or may request for a copy of the same by writing to the Registrar and Share Transfer Agent (RTA), The Indian Hotels Company Limited, Mandlik House, Mandlik Road, Mumbai – 400 001,

Email – investorrelations@tajhotels.com

For any queries or issues regarding E-voting, please refer to the Frequently Asked Questions (FAQs) and E-voting manual available at www.evotingindia.co.in under help section or contact Mr. Wenceslaus Furtado at the email id helpdesk.evoting@cdslindia.com or at the toll free no. 18002005533.

Book Closure:

Notice is also hereby given pursuant to Section 91 of the Companies Act 2013 read with Rule 10 of the Companies (Management and Administration) Rules 2014, that the Register of Members and the Share Transfer Books of the Company will remain closed from Friday, 14th August, 2015 to Thursday, 27th August, 2015 (both days inclusive).

By order of the Board of Directors
of Benares Hotels Limited

Dated: 28th July, 2015

P. K. Bhatia
Company Secretary