



**SHREEPAD M. KORDE**

M. Com., L.L.B., A.C.S.  
COMPANY SECRETARY

Seeta Sadan, Bal Govinddas Road, Mumbai - 400 016. Tel.: 24228039 • Mobile : 9833748505  
Report of Scrutinizer

(In Form No. MGT-13)

[Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,  
**Dr. Anant Narain Singh**  
Chairman  
Benares Hotels Limited

45<sup>th</sup> Annual General Meeting of the Equity  
Shareholders of Benares Hotels Limited  
Held on Friday, August 12, 2016 on 3.00 p.m., at Nadesar Palace Compound  
Varanasi – 221 002.

Dear Sir,

**Sub: Consolidated Scrutinizer's Report on remote e-voting, physical ballot forms and voting in person at the venue pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015.**

I was appointed as Scrutinizer for the purpose of the voting by remote e-voting, by lodging ballot forms and physically through ballot on the day of the Meeting on the under mentioned Resolution(s), placed for consideration at the 45<sup>th</sup> Annual General Meeting of the Shareholders of Benares Hotels Limited, (collectively referred to as 'Poll') held on Friday, August 12, 2016 at 3.00 p.m., at Nadesar Palace Compound, Varanasi – 221 002 and submit my report as under:

To enable wider participation of shareholders, pursuant to the provisions of Section 108 of the Companies Act, 2013 (the Act) and the Rules framed thereunder and as required under SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, the Company had provided e-voting and physical ballot facility to its Shareholders. The remote e-voting period commenced on August 9, 2016 (9:00 a.m. IST) and ended on August 11, 2016 (5:00 p.m. IST). The last date for submitting duly completed physical ballots by the Shareholders was also August 11, 2016 (5:00 p.m. IST).

After the time fixed by the Chairman for closing of the poll through ballot at the Annual General Meeting, the reports were generated.

Subsequently, the votes cast were reconciled with the records received from Central Depository Services (India) Limited and the records maintained by the Company and the authorizations / proxies lodged with the Company.


The ballots which were incomplete and/or which were otherwise found defective have been treated as invalid.

The result of the Poll is as under:

**Resolution 1:**

To receive, consider and adopt:

- a. the Audited Financial Statements of the Company for the financial year ended March 31, 2016, together with the Reports of the Board of Directors and the Auditors thereon;

(i) Votes in favor of the Resolution :

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
113	725979	100%

(ii) Votes against the Resolution :

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	0.00%

(iii) Invalid votes :

Number of members voted	Total number of votes cast by them
Nil	Nil

**Resolution 2:**

To declare Dividend.

(i) Votes in favor of the Resolution :

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
113	725979	100%

(ii) Votes against the Resolution :

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes :

Number of members voted	Total number of votes cast by them
Nil	Nil


**Resolution 3:**

To appoint a Director in place of Mr. Rakesh Sarna (DIN – 01875340) , who retires by rotation and is eligible for re-appointment.

(i) Votes in favor of the Resolution :

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
111	725924	99.993%

(ii) Votes against the Resolution :

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
2	50	0.007%

(iii) Invalid votes :

Number of members voted	Total number of votes cast by them
Nil	Nil

**Resolution 4:**

Re- appointment of Statutory Auditors of the Company and to fix their remuneration.

(i) Votes in favor of the Resolution :

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
111	725924	99.99 <del>2</del>

(ii) Votes against the Resolution :

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
2	50	0.007

(iii) Invalid votes :

Number of members voted	Total number of votes cast by them
Nil	Nil


**Resolution 5:**

Commission to Directors.

(i) Votes in favor of the Resolution :

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
109	725737	99.967%

(ii) Votes against the Resolution :

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
4	236	0.033%

(iii) Invalid votes :


Number of members voted	Total number of votes cast by them
Nil	Nil


A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid, for each Resolution is enclosed.

Thanking You,

Yours Faithfully,

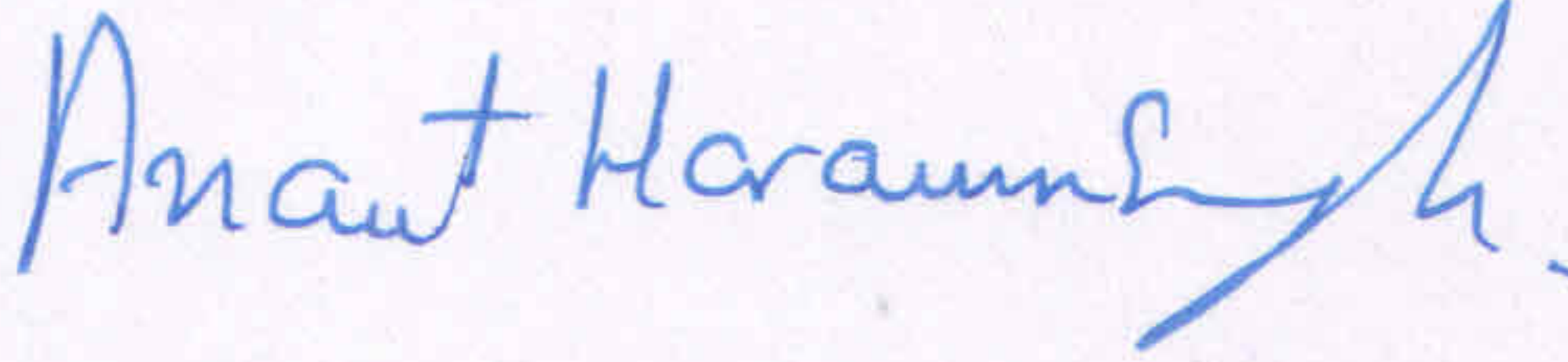
  
Shreepad M. Korde  
C.P. No. 1079

Place: Varanasi

Dated: August 12, 2016



For Benares Hotels Limited



Anant Narain Singh  
Chairman