

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

August 24, 2023

BSE Limited

Corporate Relationship Department,

1st Floor, New Trading Ring,

Rotunda Building, P.J Towers,

Dalal Street, Fort,

Mumbai – 400 001

Scrip Code: 509438

Sub: Summary of the proceedings, Voting Results and Scrutinizer's Report of the 52nd Annual General Meeting ("AGM") of the Company held on Thursday, August 24, 2023

The 52nd AGM of the Company was held on **Thursday, August 24, 2023 at 3.00 p.m. (IST) via two-way Video Conference** to transact the business as stated in the Notice dated June 15, 2023, convening the AGM.

In this regard, please find enclosed the following:

1. Summary of the Proceedings at the 52nd AGM of the Company, as required under Regulation 30, Para A of Schedule III of the Listing Regulations – **Annexure A.**
2. Voting Results of the business transacted at the AGM, as required under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 – **Annexure B.**
3. Consolidated Report of the Scrutinizer dated August 24, 2023, on remote e-Voting before/during the AGM, pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 – **Annexure C.**

The AGM commenced at 3:00 p.m. (IST) and concluded at 4:05 p.m. (IST).

As per the consolidated Scrutinizer's Report dated August 24, 2023, all the resolutions mentioned in the Notice of AGM were passed by the Members of the Company with the requisite majority.

The Voting Results along with Scrutinizer's Report dated August 24, 2023 is also being made available on the Company's website at <https://www.benareshotelslimited.com/en-in/AGM-2023/> and on the website of National Securities Depository Limited at www.evoting.nsdl.com.

You are requested to kindly take the same on record.

Thanking you

Yours faithfully,

for **Benares Hotels Limited**

VANIKA Digitally signed by
MAHAJAN VANIKA MAHAJAN
Date: 2023.08.24
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Vanika Mahajan
Company Secretary

Encl. As above

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ANNEXURE A

Summary of the proceedings of the 52nd Annual General Meeting

The 52nd Annual General Meeting ('AGM') of the Members of Benares Hotels Limited was held on Thursday, August 24, 2023 at 3.00 p.m. (IST) and concluded at 4:05 p.m. The Meeting was held via two-way Video Conferencing ('VC') in accordance with the circulars issued by the Ministry of Corporate Affairs ('MCA') and the Securities and Exchange Board of India ('SEBI').

Mr. Harsh Raj Malik welcomed the Members to the Meeting and briefed them on certain points relating to participation at the Meeting through VC.

Dr. Anant Narain Singh, Chairman of the Board, chaired the Meeting in terms of Article 95 of the Articles of Association of the Company from Varanasi. After declaring the requisite quorum to be present, the Chairman called the meeting to order. The Registers as required under the Companies Act, 2013 and other relevant documents mentioned in the Notice were available for inspection. Since there was no physical attendance of Members and in compliance with the Circulars issued by MCA and SEBI, the requirement of appointing proxies was not applicable. The details of authorized representations received from corporate shareholders were informed to the Members.

All the Directors attended the Meeting through Video Conferencing including Mr. Moiz Miyajiwala, Chairperson of the Audit & Risk Management Committee and Nomination & Remuneration Committee; Dr. Anant Narain Singh, Chairperson of Stakeholders' Relationship Committee and Corporate Social Responsibility and Sustainability Committee. Mr. Vishal Singh - CEO, Mr. Harish Kumar - CFO and Mr. Harsh Raj Malik attended the Meeting through Video Conference from a common venue at Varanasi.

The representative of PKF Sridhar & Santhanam LLP, Statutory Auditors, D. S. Associates, Secretarial Auditors and the Scrutinizer, were also present at the Meeting through VC.

With the consent of the Shareholders, the Notice convening the AGM was taken as read. The Members were informed that the Statutory Auditors' Report and Secretarial Audit Report did not have any qualifications.

The Chairman made his opening remarks by providing a brief overview of the macro-economic scenario and the Company's outstanding financial performance for FY 2022-23. He commended the Management's efforts in achieving the best ever performance. The Chairman elaborated on the future outlook and the Company's keen focus on responsible profitable growth.

Mr. Harsh Raj Malik informed the Members that the Company had provided its Members the facility to cast their vote electronically through the National Securities Depository Limited ('NSDL') system before the Meeting. He further informed that the remote e-Voting facility

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was also made available during the AGM for the benefit of Members who were present during the Meeting and had not cast their votes earlier through remote e-Voting.

The Chairman informed the Members that Mr. Arvind Kohli - Practicing Company Secretary (FCS 4434, CP 2818), was appointed as the Scrutinizer by the Board to scrutinize the votes cast during the Meeting and through remote e-Voting, in a fair and transparent manner.

The Chairman announced that the e-Voting facility was open and the following resolutions set out in the Notice convening the AGM were put to vote by remote e-Voting before/ during the Meeting.

The following items of business were transacted at the Meeting:

Item No.	Details of the Agenda	Resolution required (Ordinary/ Special)	Mode of Voting
1.	To receive consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2023, together with the Reports of the Board of Directors and Auditors thereon.	Ordinary	Remote e – Voting before/ during the AGM
2.	To declare a dividend on Equity Shares for the financial year ended March 31, 2023.	Ordinary	
3.	To appoint a Director in place of Dr. Anant Narain Singh (DIN: 00114728) who retires by rotation and, being eligible, offers himself for re-appointment.	Ordinary	
4.	Re - appointment of PKF Sridhar & Santhanam LLP, Chartered Accountants as the Statutory Auditors of the Company.	Ordinary	
5.	Re – appointment of Mr. Puneet Raman (DIN: 00341221) as an Independent Director of the Company.	Special	

The Chairman then invited the Members to express their views, give suggestions and make enquiries on the operations and financial performance of the Company and related matters. The Members were given an opportunity to speak in the order in which they had registered their names. The Chairman then responded to all the queries raised and clarifications sought by the Members.

The Chairman authorized Mr. Harsh Raj Malik to carry out the e – Voting process and conclude the Meeting. He also authorized the Mr. Harish Kumar, Chief Financial Officer to accept and countersign the Scrutinizer’s Report and declare the consolidated voting results.

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He informed the Members that the combined results of the remote e-Voting before as well as during the AGM would be announced within the stipulated time frame and the results along with Scrutinizer's Report would be intimated to the Stock Exchange in terms of the Listing Regulations and would be placed on the websites of the Company and NSDL respectively.

The Chairman then thanked the Members for their continued support and for attending and participating in the Meeting. He also thanked the Directors for joining the Meeting virtually. The e-Voting facility was kept open for the next 15 minutes to enable the Members to cast their vote. Upon completion of the e – Voting process, Mr. Harsh Raj Malik declared the Meeting concluded.

This is for your information and records.

Yours sincerely,

for **Benares Hotels Limited**

VANIKA
MAHAJAN

Digitally signed by
VANIKA MAHAJAN
Date: 2023.08.24
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Vanika Mahajan
Company Secretary

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ANNEXURE B

52nd ANNUAL GENERAL MEETING VOTING RESULTS	
Regulation 44(3) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015	
Date of Annual General Meeting	Thursday, August 24, 2023
Total number of Shareholders on Record Date (Thursday, August 17, 2023)	5262
No. of Shareholders present in the Meeting either in person or through proxy	As the meeting was conducted through VC/OAVM, there was no physical attendance of any member, nor any provision for appointment of proxy.
No. of Shareholders attended the Meeting through Video Conferencing:	
a) Promoters and Promoter Group	7
b) Public	28
No. of Resolution passed in the Meeting	5 Resolution – wise details of Voting Results attached

**Harish
Kumar** Digitally signed
by Harish Kumar
Date: 2023.08.24
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Resolution (1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2023, together with the Reports of the Board of Directors and the Auditors thereon				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	813435	746688	91.7944	746688	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		813435	746688	91.7944	746688	0	100.0000
Public- Institutions	E-Voting	0	0	0	0	0	0.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total		0	0	0.0000	0	0	0.0000
Public- Non Institutions	E-Voting	486565	25426	5.2256	25326	100	99.6067	0.3933
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		486565	25426	5.2256	25326	100	99.6067
Total		1300000	772114	59.3934	772014	100	99.9870	0.0130
Whether resolution is Pass or Not.							Yes	

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Resolution (2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To declare dividend on Equity Shares for the Financial Year ended March 31, 2023.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	813435	746688	91.7944	746688	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		813435	746688	91.7944	746688	0	100.0000
Public- Institutions	E-Voting	0	0	0	0	0	0.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total		0	0	0.0000	0	0	0.0000
Public- Non Institutions	E-Voting	486565	25426	5.2256	25326	100	99.6067	0.3933
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		486565	25426	5.2256	25326	100	99.6067
Total		1300000	772114	59.3934	772014	100	99.9870	0.0130
Whether resolution is Pass or Not.							Yes	

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Resolution (3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				To appoint a Director in place of Dr. Anant Narain Singh (DIN: 00114728) who retires by rotation and, being eligible, offers himself for re-appointment.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	813435	746688	91.7944	729138	17550	97.6496	2.3504
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		813435	746688	91.7944	729138	17550	97.6496
Public- Institutions	E-Voting	0	0	0	0	0	0.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total		0	0	0.0000	0	0	0.0000
Public- Non Institutions	E-Voting	486565	25426	5.2256	25326	100	99.6067	0.3933
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		486565	25426	5.2256	25326	100	99.6067
Total		1300000	772114	59.3934	754464	17650	97.7141	2.2859
Whether resolution is Pass or Not.							Yes	

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Resolution (4)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of PKF Sridhar & Santhanam LLP, Chartered Accountants as the Statutory Auditors of the Company.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	813435	746688	91.7944	746688	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		813435	746688	91.7944	746688	0	100.0000
Public- Institutions	E-Voting	0	0	0	0	0	0.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total		0	0	0.0000	0	0	0.0000
Public- Non Institutions	E-Voting	486565	25426	5.2256	25326	100	99.6067	0.3933
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		486565	25426	5.2256	25326	100	99.6067
Total		1300000	772114	59.3934	772014	100	99.9870	0.0130
Whether resolution is Pass or Not.							Yes	

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Resolution (5)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re- appointment of Mr. Puneet Raman (DIN: 00341221) as an Independent Director of the Company.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	813435	729138	89.6369	729138	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		813435	729138	89.6369	729138	0	100.0000
Public- Institutions	E-Voting	0	0	0	0	0	0.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total		0	0	0.0000	0	0	0.0000
Public- Non Institutions	E-Voting	486565	25426	5.2256	25326	100	99.6067	0.3933
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		486565	25426	5.2256	25326	100	99.6067
Total		1300000	754564	58.0434	754464	100	99.9867	0.0133
Whether resolution is Pass or Not.							Yes	

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REPORT OF SCRUTINIZER

FORM NO. MGT-13

[Pursuant to Section 108 of Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015]

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

Dear Sir,

Sub: Consolidated Scrutinizer's Report on Remote e-Voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rules 20 of the Companies (Management & Administration) Rules, 2014 as amended by Companies (Management & Administration) Amendment Rules, 2015 at the 52nd Annual General Meeting of Benares Hotels Limited, held on Thursday, August 24, 2023, 3.00 p.m. IST through Video Conferencing

I, Arvind Kohli, Practicing Company Secretary (FCS 4434, CP 2818) have been appointed as the Scrutinizer by the Board of Directors of Benares Hotels Limited (CIN: L55101UP1971PLC003480), pursuant to Section 108 of the Act read with Rule 20 of the Companies (Management & Administration) rules 2014 as amended by Companies (Management & Administration) Amendment Rules, 2015 to conduct Remote e-Voting before and during the 52nd Annual General Meeting ("Meeting" or "AGM") of Benares Hotels Limited, held on Thursday, August 24, 2023 at 3.00 p.m. (IST) through Video Conferencing.

The Ministry of Corporate Affairs ("MCA") vide its General Circular Nos. 14/ 2020 dated April 8, 2020 and 17 / 2020 dated April 13, 2020, followed by General Circular Nos. 20/2020 dated May 5, 2020, No. 02/2021 dated January 13, 2021, No. 21/2021 dated December 14, 2021 and No. 10/2022 dated December 28, 2022 (collectively referred to as "MCA Circulars"), has permitted the holding of the AGM through Video Conferencing ("VC") or through Other Audio-Visual Means ("OAVM"), without the physical presence of the Members at a common venue.

In compliance with the provisions of the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and MCA Circulars, the 52nd AGM of the Company was held through VC on Thursday, August 24, 2023 at 3.00 p.m. (IST).



Manish Kumar



The Company had availed the e-Voting facility offered by National Securities Depository Limited for conducting remote e-Voting by the Shareholders of the Company.

Members of the Company holding shares either in physical form or in dematerialized form as on the cut-off date i.e. Thursday, August 17, 2023, were allowed to cast their vote either by remote e-Voting before or during the meeting. The remote e-Voting period commenced on Monday, August 21, 2023 at 9.00 a.m. (IST) and ended on Wednesday August 23, 2023 at 5.00 p.m. (IST).

The Members who were present at the Meeting by VC but had not cast their votes by availing the remote e-voting facility, were allowed to vote electronically during the Meeting.

After the e-Voting was concluded through VC, the electronic votes cast were unlocked by me in the presence of two witnesses who were not in the employment of the Company. Subsequently, the votes cast were reconciled with the records maintained by the Company and the authorizations lodged with the Company.

I now submit my consolidated report as under on the result of the remote e-voting prior to and during the AGM in respect of the said resolutions:

Resolution No. 1: Ordinary Resolution

To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2023, together with the Reports of the Board of Directors and the Auditors thereon.

i. **Voted in favour of the resolution:**

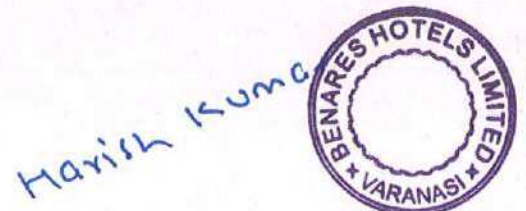
Number of Members voted electronically	Number of votes cast by them	% of total number of valid votes cast
45	772014	99.9870

ii. **Voted against the resolution:**

Number of Members voted electronically	Number of votes cast by them	% of total number of valid votes cast
1	100	0.0130

iii. **Invalid votes:**

Number of Members voted electronically	Number of votes cast by them
Nil	Nil





Resolution No. 2: Ordinary Resolution

To declare a dividend on Equity Shares for the Financial Year ended March 31, 2023.

i. Voted in favour of the resolution:

Number of Members voted electronically	Number of votes cast by them	% of total number of valid votes cast
45	772014	99.9870

ii. Voted against the resolution:

Number of Members voted electronically	Number of votes cast by them	% of total number of valid votes cast
1	100	0.0130

iii. Invalid votes:

Number of Members voted electronically	Number of votes cast by them
Nil	Nil

Resolution No. 3: Ordinary Resolution

To appoint a Director in place of Dr. Anant Narain Singh (DIN: 00114728) who retires by rotation and, being eligible, offers himself for re-appointment.

i. Voted in favour of the resolution:

Number of Members voted electronically	Number of votes cast by them	% of total number of valid votes cast
44	754464	97.7141

ii. Voted against the resolution:

Number of Members voted electronically	Number of votes cast by them	% of total number of valid votes cast
2	17650	2.2859

iii. Invalid votes:

Number of Members voted electronically	Number of votes cast by them
Nil	Nil



Harish Kumar



Resolution No. 4: Ordinary Resolution

Re - appointment of PKF Sridhar & Santhanam LLP, Chartered Accountants as the Statutory Auditors of the Company.

i. Voted **in favour** of the resolution:

Number of Members voted electronically	Number of votes cast by them	% of total number of valid votes cast
45	772014	99.9870

ii. Voted **against** the resolution:

Number of Members voted electronically	Number of votes cast by them	% of total number of valid votes cast
1	100	0.0130

iii. Invalid votes:

Number of Members voted electronically	Number of votes cast by them
Nil	Nil

Resolution No. 5: Special Resolution

Re – appointment of Mr. Puneet Raman (DIN: 00341221) as an Independent Director of the Company.

i. Voted **in favour** of the resolution:

Number of Members voted electronically	Number of votes cast by them	% of total number of valid votes cast
44	754464	99.9867

ii. Voted **against** the resolution:

Number of Members voted electronically	Number of votes cast by them	% of total number of valid votes cast
1	100	0.0133

iii. Invalid votes:

Number of Members voted electronically	Number of votes cast by them
Nil	Nil



Harish Kumar





I report that all the Resolutions have 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: August 24, 2023
Place: New Delhi

FOR **BENARES HOTELS LIMITED**

HARISH KUMAR
CHIEF FINANCIAL OFFICER

Date: August 24, 2023
Place: Varanasi

UDIN: F004434E000859332

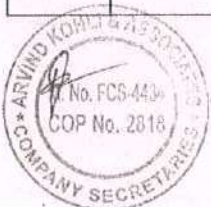




BENARES HOTELS LIMITED - Summary of e-voting - AGM - 24.08.2023

Statement of voting received in respect of the Resolutions proposed at the AGM of the Company held on Thursday, August 24, 2023.

Resolution No.	Resolution	Assent	%	Dissent	%	Total	%	Invalid	%	Total Votes Cast
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2023, together with the Reports of the Board of Directors and the Auditors thereon.	772014	99.9870	100	0.0130	772114	100	-	-	772114
2.	To declare a dividend on Equity Shares for the Financial Year ended March 31, 2023.	772014	99.9870	100	0.0130	772114	100	-	-	772114
3.	To appoint a Director in place of Dr. Anant Narain Singh (DIN: 00114728) who retires by rotation and, being eligible, offers himself for re-appointment.	754464	97.7141	17650	2.2859	772114	100	-	-	772114
4.	Re - appointment of PKF Sridhar & Santhanam LLP, Chartered Accountants as the Statutory Auditors of the Company.	772014	99.9870	100	0.0130	772114	100	-	-	772114
5.	Re- appointment of Mr. Puneet Raman (DIN: 00341221) as an Independent Director of the Company.	754464	99.9867	100	0.0133	754564	100	-	-	754564



Harish Kumar

