

BENARES HOTELS LIMITED

CIN: L55101UP1971PLC003480

Registered Office: Taj Ganges, 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 12, 2025

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 54th Annual General Meeting ("AGM") of the Company held on August 12, 2025.

The 54th AGM of the Company was held on Tuesday, August 12, 2025 at 3.00 p.m. (IST) via Video Conference (VC) / Other Audio-Visual Means (OAVM) to transact the business as stated in the Notice dated April 28, 2025, convening the AGM.

In this regard, please find enclosed the following:

1. Summary of the Proceedings of the 54th AGM of the Company, as required under Regulation 30, Para A of Schedule III of the SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 – **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 12, 2025, 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 12, 2025, 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 12, 2025 is also being made available on the Company's website at <https://www.benareshotelslimited.com/en-in/agm-2025> 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
MAHAJAN

Digitally signed by
VANIKA MAHAJAN
Date: 2025.08.12
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Vanika Mahajan
Company Secretary

Encl. As above

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ANNEXURE A

Summary of the proceedings of the 54th Annual General Meeting

The 54th Annual General Meeting ('AGM') of the Members of Benares Hotels Limited was held on Tuesday, August 12, 2025 at 3.00 p.m. (IST) and concluded at 4:05 p.m. (IST). The Meeting was held via Video Conference ('VC') / Other Audio-Visual Means ('OAVM') in accordance with the circulars issued by the Ministry of Corporate Affairs ('MCA') and the Securities and Exchange Board of India ('SEBI').

The Company Secretary welcomed the Members to the Meeting and briefed them on certain points relating to the joining, participation at the Meeting through VC and e-Voting process.

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 Chairman requested those Directors joined through VC, to introduce themselves.

The respective Chairpersons of the Audit and Risk Management Committee, Stakeholders' Relationship Committee, Corporate Social Responsibility and Sustainability Committee and Nomination and Remuneration Committee attended the meeting through VC.

Mr. Vishal Singh - CEO, Mr. Veeramani Venkata - CFO and Ms. Vanika Mahajan – Company Secretary and Compliance Officer attended the Meeting through VC from their respective locations at Varanasi.

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

The Chairman informed the Members that a live streaming of the proceedings of the Meeting was being webcast on the website of National Depository System Limited ('NSDL'). The Company had taken all the requisite steps to enable Members to participate and vote on the items of businesses considered at the AGM.

The details of authorized representations received from corporate shareholders were informed to the Members. With the consent of the Shareholders, the Notice convening the AGM was taken as read. The Members were informed that the Statutory Auditors' Report did not have any qualifications.

The Chairman then addressed the Members. He expressed profound grief over the demise of Padma Vibhushan Ratan N Tata, the Chairman Emeritus of the Company. He also mentioned that Mr. Tata's guidance, humanity and focus on importance of details would be dearly missed.

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Thereafter, the Chairman provided a brief overview of the macro-economic scenario, the Company's performance during FY 2024-25 and the future outlook and trends. FY 2024-25 was a landmark year for the Company, marked by strong financial performance and strategic growth. Taj had once again been rated India's Strongest Brand.

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 following resolutions as set out in the Notice convening the AGM were put to vote by Remote e-Voting and e-Voting 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, 2025, 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, 2025.	Ordinary	
3.	To appoint a Director in place of Mr. Beejal Desai (DIN: 03611725) who retires by rotation and, being eligible, offers himself for re-appointment.	Ordinary	
4.	Appointment of Secretarial Auditors of the Company.	Ordinary	

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 Ms. Vanika Mahajan, Company Secretary to carry out the Voting process and conclude the Meeting and declare the consolidated voting results.

The Chairman informed the Members that the combined results of the remote e-Voting before / 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 SEBI Listing Regulations and would be placed on the websites of the Company and NSDL.

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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 post which the Meeting was declared as concluded.

The Voting results pursuant to Regulation 44(3) of the SEBI Listing Regulations and Report of the Scrutinizer, pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 will be submitted in due course.

Yours sincerely,

for **Benares Hotels Limited**

VANIKA

MAHAJAN

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VANIKA MAHAJAN
Date: 2025.08.12
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Vanika Mahajan
Company Secretary

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ANNEXURE B

54th ANNUAL GENERAL MEETING VOTING RESULTS	
Regulation 44(3) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015	
Date of Annual General Meeting	Tuesday, August 12, 2025
Total number of Shareholders on Record Date (Tuesday, August 5, 2025)	7124
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	8
b) Public	38
No. of Resolution passed in the Meeting	4 Resolution – wise details of Voting Results attached

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MAHAJAN** Digitally signed by
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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, 2025, 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	813483	736371	90.5208	736371	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		813483	736371	90.5208	736371	0	100.0000
Public- Institutions	E-Voting	289	0	0.0000	0	0	0.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		289	0	0.0000	0	0	0.0000
Public- Non Institutions	E-Voting	486228	24284	4.9944	24284	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		486228	24284	4.9944	24284	0	100.0000
Total		1300000	760655	58.5119	760655	0	100.0000	0.0000
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	

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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 a dividend on Equity Shares for the financial year ended March 31, 2025.				
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	813483	736371	90.5208	736371	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		813483	736371	90.5208	736371	0	100.0000
Public- Institutions	E-Voting	289	89	30.7958	89	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		289	89	30.7958	89	0	100.0000
Public- Non Institutions	E-Voting	486228	24284	4.9944	24284	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		486228	24284	4.9944	24284	0	100.0000
Total		1300000	760744	58.5188	760744	0	100.0000	0.0000
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 Insitutions	
Public - Non Insitutions	

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Resolution (3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To appoint a Director in place of Mr. Beejal Desai (DIN: 03611725), 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	813483	736371	90.5208	736371	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		813483	736371	90.5208	736371	0	100.0000
Public- Institutions	E-Voting	289	89	30.7958	89	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		289	89	30.7958	89	0	100.0000
Public- Non Institutions	E-Voting	486228	24284	4.9944	24280	4	99.9835	0.0165
	Poll							
	Postal Ballot (if applicable)							
	Total		486228	24284	4.9944	24280	4	99.9835
Total		1300000	760744	58.5188	760740	4	99.9995	0.0005
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 Insitutions	
Public - Non Insitutions	

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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				Appointment of Secretarial 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	813483	736371	90.5208	736371	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		813483	736371	90.5208	736371	0	100.0000
Public- Institutions	E-Voting	289	89	30.7958	89	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		289	89	30.7958	89	0	100.0000
Public- Non Institutions	E-Voting	486228	24284	4.9944	24280	4	99.9835	0.0165
	Poll							
	Postal Ballot (if applicable)							
	Total		486228	24284	4.9944	24280	4	99.9835
Total		1300000	760744	58.5188	760740	4	99.9995	0.0005
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 Insitutions	
Public - Non Insitutions	

VANIKA MAHAJAN Digitally signed by VANIKA MAHAJAN
Date: 2025.08.12 22:42:12 +05'30'

Arvind Kohli & Associates
Company Secretaries

199, Sector 7, Urban Estate, Gurgaon 122001
Tel :- 91-124-4005260; Mobile:9811026619
e-mail: arvindkohli@gmail.com

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 ('the Rules') as amended at the 54th Annual General Meeting of Benares Hotels Limited, held on Tuesday, August 12, 2025, 3.00 p.m. IST through Video Conferencing / Other audio-visual means.

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 provisions of Section 108 of the Companies Act, 2013 ('the Act') read with Rule 20 of the Companies (Management & Administration), Rules 2014 as amended ('the Rules') to conduct Remote e-Voting before and during the 54th Annual General Meeting ('Meeting' or 'AGM') of Benares Hotels Limited, held on Tuesday, August 12, 2025, 3.00 p.m. (IST) through Video Conferencing ('VC') or through Other Audio-Visual Means ('OAVM').

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 and subsequent circulars issued in this regard, the latest being 09/2024 dated September 19, 2024 (collectively referred to as 'MCA Circulars'), has permitted the holding of the AGM through VC/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 54th AGM of the Company was held through VC on Tuesday, August 12, 2025, 3.00 p.m. (IST).

The Notice convening the AGM along with Annual Report 2024-25 was sent through electronic mode to those Members whose e-mail addresses were registered with the Company / Depositories in compliance with the MCA Circulars and Securities and Exchange Board of India ('SEBI') Circulars dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023, October 7, 2023 and October 3, 2024, unless any Member had requested for a physical copy of the Annual Report.



The Notice and Annual Report 2024-2025 was also uploaded on the Company's website www.benareshotelslimited.com, websites of the Stock Exchange - BSE Limited at www.bseindia.com, and on the website of NSDL at www.evoting.nsdl.com.

The Company had availed the e-Voting facility offered by National Securities Depository Limited ('NSDL') 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., Tuesday, August 5, 2025, were allowed to cast their vote either by remote e-Voting before or during the meeting. The remote e-Voting period commenced on Friday, August 8, 2025 at 9.00 a.m. (IST) and ended on Monday, August 11, 2025 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 at the AGM, the report on remote e-voting done during the AGM and the votes cast under remote e-voting facility prior to the AGM were unblocked and counted by me. Subsequently, the votes cast were reconciled with the records maintained by the Company and the authorizations lodged with the Company.

The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to remote e-voting prior to and during the AGM on the resolutions contained in the Notice of the AGM.

My responsibility as Scrutinizer for the remote e-voting is restricted to making a Scrutinizer's Report of the votes cast in favour or against the resolutions

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, 2025, 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
51	760655	100%

ii. Voted against the resolution:

Number of Members voted electronically	Number of votes cast by them	% of total number of valid votes cast
0	0	0%



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, 2025.

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
52	760744	100%

ii. Voted against the resolution:

Number of Members voted electronically	Number of votes cast by them	% of total number of valid votes cast
0	0	0%

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 Mr. Beejal Desai (DIN: 03611725) 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
51	760740	99.9995

ii. Voted against the resolution:

Number of Members voted electronically	Number of votes cast by them	% of total number of valid votes cast
1	4	0.0005

iii. Invalid votes:

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



Arvind Kohli & Associates
Company Secretaries

199, Sector 7, Urban Estate, Gurgaon 122001
Tel :- 91-124-4005260; Mobile:9811026619
e-mail: arvindkohli@gmail.com

Resolution No. 4: Ordinary Resolution

Appointment of Secretarial 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
51	760740	99.9995

ii. Voted against the resolution:

Number of Members voted electronically	Number of votes cast by them	% of total number of valid votes cast
1	4	0.0005

iii. Invalid votes:


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

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 12, 2025
Place: Gurgaon
UDIN: F004434G000991956



For BENARES HOTELS LIMITED


VANIKA MAHAJAN
ACS 34515
COMPANY SECRETARY
Date: August 12, 2025
Place: Varanasi



BENARES HOTELS LIMITED - Summary of e-voting - AGM - 12.08.2025

Statement of voting received in respect of the Resolutions proposed at the AGM of the Company held on Tuesday, August 12, 2025

Res. 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, 2025, together with the Reports of the Board of Directors and the Auditors thereon.	760655	100	0	0	760655	100	-	-	
Res. No.	Resolution	Assent	%	Dissent	%	Total	%	Invalid	%	Total Votes Cast
2.	To declare a dividend on Equity Shares for the Financial Year ended March 31, 2025.	760744	100	0	0	760744	100	-	-	
Res. No.	Resolution	Assent	%	Dissent	%	Total	%	Invalid	%	Total Votes Cast
3.	To appoint a Director in place of Mr. Beejal Desai (DIN: 03611725) who retires by rotation and, being eligible, offers himself for re-appointment	760740	99.9995	4	0.0005	760744	100	-	-	
Res. No.	Resolution	Assent	%	Dissent	%	Total	%	Invalid	%	Total Votes Cast
4.	Appointment of Secretarial Auditors of the Company.	760740	99.9995	4	0.0005	760744	100	-	-	

