

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

January 30, 2025

BSE Limited,
Corporate Relationship Department,
1st Floor, New Trading Ring,
Rotunda Building,
Dalal Street, Fort,
Mumbai - 400 001
Scrip Code: 509438

Dear Sir/Madam,

SUB: Postal Ballot Notice - Disclosure under Regulation 30 read with Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”)

In terms of Regulation 30 of the SEBI Listing Regulations, we enclose herewith the Postal Ballot Notice dated January 14, 2025 for seeking approval of the Members for the following special businesses:

S. No.	Particulars	Type of Resolution
1.	Appointment of Ms. Anita Belani (DIN: 01532511) as an Independent Director of the Company.	Special

In compliance with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 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'), issued by the Ministry of Corporate Affairs, Government of India, this Notice is being sent only through electronic mode, to those members whose e-mail addresses are registered with the Company/ Registrar and Share Transfer Agent (MUFG Intime Private Limited)/ Depositories and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on Friday, January 24, 2025 (“Cut-off Date”).

The Company has engaged the services of National Securities Depository Limited (“NSDL”) as the agency to provide remote e-voting facility to its Members. The remote e-voting period shall commence **on Monday, February 3, 2025 at 9:00 a.m. (IST) and ends on Tuesday, March 4, 2025 at 5:00 p.m. (IST)**. The e-voting module shall be disabled by NSDL thereafter. The voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on Cut-off date. Once the vote on the resolution is cast by the Member, he/she shall not be allowed to change it subsequently. The communication of assent or dissent of the Members would only take place through the remote e-voting system.

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

Members who have not registered their e-mail addresses with the Company/ Depository, may register their email address to receive the Postal Ballot Notice on or before 5:00 p.m. (IST) on Friday, February 21, 2025 and complete the registration process. The procedure to register email address with the RTA and the procedure for remote-e-voting is provided in the Notice.

The Notice is available on the Company's website at www.benareshotelslimited.com and on the website of the NSDL at www.evoting.nsdl.com.

Kindly take the above information on records.

Thanking you,

Yours faithfully,
for **Benares Hotels Limited**

Vanika Mahajan
Company Secretary

Encl. a/a

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NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with
The Companies (Management and Administration) Rules, 2014]

E-Voting starts on	E-voting ends on
Monday, February 3, 2025 - 9.00 a.m. (IST)	Tuesday, March 4, 2025 - 5.00 p.m. (IST)

Dear Member(s),

NOTICE is hereby given that pursuant to the provisions of Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (**'Act'**) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (**'Rules'**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**'SEBI Listing Regulations'**), Secretarial Standard-2 on General Meetings issued by The Institute of Company Secretaries of India (**'SS-2'**), each as amended, and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs (**'MCA'**) for holding general meetings / conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 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'), approval of Members of the Company is being sought to transact the special business as set out hereunder by passing Special Resolution by way of postal ballot, only by voting through electronic means (**'remote e-voting'**).

Pursuant to Sections 102 and 110 and other applicable provisions of the Act, the explanatory statement pertaining to the said Resolution setting out the material facts and the reasons/rationale thereof and the additional information as required under the Listing Regulations is annexed to this Postal Ballot Notice (**'Notice'**) for your consideration and forms part of this Notice.

In compliance with the aforesaid MCA Circulars, this Notice is being sent by the Company only through electronic mode to those Members whose email addresses are registered with the Company/Registrar and Transfer Agent (**'RTA'**) / Depository Participants (**'DP's'**). Accordingly, the physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The process for registration of email address is appended in the Notes to this Notice.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act, read with Rules, the MCA Circulars and SS-2, the Company is providing remote e-voting facility to its members, to enable them to cast their votes electronically instead of submitting postal ballot form physically. The communication of the assent or dissent of the Members would only take place through the remote e-voting system.

The Company has engaged the services of National Securities Depository Limited (**'NSDL'**) for the purpose of providing remote e-voting facility to its Members. The instructions to remote e-voting are appended to this Notice.

The Notice is also available on the website of the Company <https://www.benareshotelslimited.com/>.

Members desiring to exercise their vote through the remote e-voting facility are requested to carefully read the instructions and follow the procedure as stated in the Notes forming part of this Notice for casting their votes not later than 5:00 pm (IST) on Tuesday, March 4, 2025. The remote e-voting facility will be disabled by NSDL thereafter and voting shall not be allowed beyond the said date and time.

The Board of Directors at their meeting held on January 14, 2025, has appointed Arvind Kohli and Associates, Company Secretaries (FCS: 04434; COP: 2818), as the Scrutinizer for conducting the Postal Ballot, through the e-voting process, in a fair and transparent manner. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

Upon completion of the scrutiny of the votes cast, Scrutinizer will submit his report to the Chairman or the Company Secretary of the Company on or before Thursday, March 6, 2025. The results declared, along with the Scrutinizer's Report, shall be announced by the Chairman or Company Secretary, within the stipulated timelines.

The said results will be displayed on the website of the Company <https://www.benareshotelslimited.com/en-in/investors/postal-ballot-2025/> and on the website of NSDL at www.evoting.nsdl.com and shall also be communicated to the Stock Exchange where the equity Shares of the Company are listed viz. BSE Limited ('BSE') and be made available on their websites at www.bseindia.com. The results will also be displayed at the Registered Office of the Company. The resolution so passed shall be deemed to be passed on the last date of the remote e-voting i.e., Tuesday, March 4, 2025.

SPECIAL BUSINESS:

Item No. 1: Appointment of Ms. Anita Belani (DIN: 01532511) as an Independent Director of the Company.

To consider, and if thought fit, to pass the following resolution, as a Special Resolution:

"RESOLVED THAT Ms. Anita Belani (DIN: 01532511), who was appointed as an Additional Director of the Company in Non-Executive Independent Director Capacity, by the Board of Directors with effect from January 14, 2025 under section 161(1) of the Companies Act, 2013 (Act) but who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing her candidature for the office of the Director, be and is hereby appointed as a Director of the Company;

"RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with the relevant Rules made thereunder (the "Act"), the applicable provisions of Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations") and any other applicable laws (including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereto, for the time being in force), the provisions of the Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Ms. Anita Belani (DIN: 01532511) who has submitted a declaration that she meets the criteria of independence as prescribed under the provisions of Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and who is eligible to be appointed as an Independent Director of the Company, be and is hereby appointed as an Independent Director of the Company for a term of five (5) years, with effect from January 14, 2025 up to January 13, 2030 (both days inclusive) and that during her tenure as an Independent Director of the Company Ms. Anita Belani (DIN: 01532511) shall not be liable to retire by rotation, in terms of Section 149(13) of the Act;

RESOLVED FURTHER THAT any of the Director or the Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things and execute such documentation as may be necessary to give effect to this Resolution."

**By order of the Board of Directors
For Benares Hotels Limited**

**Vanika Mahajan (A34515)
Company Secretary**

Mumbai, January 14, 2025

Registered office:

Taj Ganges,
Nadesar Palace Compound,
Varanasi - 221 002
CIN: L55101UP1971PLC003480
Tel.: 0542 6660001
E-mail: investor@tajhotels.com
Website: www.benareshotelslimited.com

NOTES:

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 (**'Act'**) read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 (**'Rules'**), each as amended and Secretarial Standard - 2 (SS-2) on General Meetings, setting out the material facts relating to the aforesaid Resolution is annexed hereto and forms part of this Postal Ballot Notice (**'Notice'**).
2. The Brief Profile and other required information about the appointment of Director pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 is annexed to this Notice.
3. In compliance with the MCA circulars, the Company is sending this Notice only in electronic form to those Members whose names appear in the Register of Members/ List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and, Central Depository Services Limited (CDSL) and the Company's Registrar and Share Transfer Agent ('RTA') as on Friday, January 24, 2025 ("Cut-off Date") and whose e-mail addresses are registered with the Company/ Depositories/RTA or who will register their e-mail address in accordance with the process outlined in this Notice. Only those Members whose names are appearing in the Register of Members/list of Beneficial Owners as on the Cut-off Date shall be eligible to cast their votes through Postal Ballot by remote e-voting. A person who is not a member as on the Cut-off Date should treat this Notice for information purposes only. It is however clarified that, all Members of the Company as on the Cut-off Date (including those Members who may not have received this Notice due to non-registration of their email addresses with the Company / RTA / Depositories) shall be entitled to vote in relation to the aforementioned resolution in accordance with the process specified in this Notice. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-off Date.
4. In compliance with Regulation 44 of the SEBI Listing Regulations and Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, and the MCA Circulars, the Company is pleased to provide facility of remote e-voting to enable its Members to cast their votes electronically in respect of the Resolution as set out in this Postal Ballot Notice. The instructions for remote e-voting are mentioned in Note No.10 of this Notice. A Member shall only avail this facility as per the instructions provided herein.
5. The remote e-voting shall commence on Monday, February 3, 2025 at 9:00 a.m. (IST) and will close on Tuesday, March 4, 2025 at 5:00 p.m. (IST)). During this period, the Members of the Company holding shares either in physical form or dematerialized form, as on the Cut- off Date, may cast their vote electronically. The remote e-voting module will be disabled for voting by NSDL thereafter. Once vote on the resolution is cast by the Member, he/ she shall not be allowed to change it subsequently or cast the vote again.
6. A copy of this Postal Ballot Notice is also available on the website of the Company at <https://www.benareshotelslimited.com/>, the relevant section of the website of BSE at www.bseindia.com on which the equity shares of the Company are listed and on the website of NSDL at www.evoting.nsdl.com.
7. The voting for this Postal Ballot cannot be exercised through proxy.
8. Members who wish to inspect the documents referred to in the Notice or Explanatory Statement may send their request at investor@tajhotels.com from their heir registered email address mentioning their Name, Folio Number / DP ID & Client ID until the last date of remote e-voting period of this Postal Ballot i.e., Tuesday, March 4, 2025.
9. The resolution, if passed by the requisite majority will be deemed to have been passed on the last date specified for E-voting i.e., Tuesday, March 4, 2025. Further, resolution passed by the Members through E- voting are deemed to have been passed effectively at a General Meeting.
10. **THE INSTRUCTIONS FOR REMOTE E-VOTING ARE AS UNDER:**

The remote e-voting period commences on Monday, February 3, 2025 at 09:00 A.M. (IST) and ends on Tuesday, March 4, 2025 at 05:00 P.M. (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members/Beneficial Owners as on the record date (cut-off date) i.e., Friday, January 24, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being, Friday, January 24, 2025.

How do I vote electronically using NSDL e-Voting system?





The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in electronic mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in electronic mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in electronic mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none">Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e., NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jspVisit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e., your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"><div style="text-align: center;"> App Store</div><div style="text-align: center;"> Google Play</div></div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 20px;"><div style="text-align: center;"></div><div style="text-align: center;"></div></div>

Individual Shareholders holding securities in electronic mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in electronic mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in electronic mode for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login Method	Helpdesk details
Individual Shareholders holding securities in electronic mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022-4886 7000
Individual Shareholders holding securities in electronic mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e., IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e., Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e., Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company. For example, if folio number is 001*** and EVEN is 132750 then user ID is 132750001***.

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e., a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "[Forgot User Details/Password?](#)"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) "[Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e., assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to investor@tajhotels.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e., other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for shareholders and e-Voting user manual for shareholders available at the download section of www.evoting.nsdl.com or call on 022 - 4886 7000 or send a request at evoting@nsdl.com.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolution set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investor@tajhotels.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investor@tajhotels.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e., **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e- Voting facility.

**By order of the Board of Directors
For Benares Hotels Limited**

**Vanika Mahajan (A34515)
Company Secretary**

Mumbai, January 14, 2025

Registered office:

Taj Ganges,
Nadesar Palace Compound,
Varanasi - 221 002
CIN: L55101UP1971PLC003480
Tel.: 0542 6660001
E-mail: investor@tajhotels.com
Website: www.benareshotelslimited.com

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 SETTING OUT ALL THE MATERIAL FACTS RELATING TO THE SPECIAL BUSINESS AS SET OUT IN THIS NOTICE.

Item No. 1: Appointment of Ms. Anita Belani (DIN: 01532511) as an Independent Director of the Company.

Ms. Anita Belani (DIN: 01532511), was appointed as an Additional Director of the Company in Non-Executive Independent Director Capacity, by the Board of Directors with effect from January 14, 2025 under section 161(1) of the Companies Act, 2013 (Act), who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing her candidature for the office of the Director, was appointed as a Director of the Company.

Ms. Anita Belani is a professional Board Director, Entrepreneur, Business Leader and a well-known personality in the field of HR with more than 35 years of experience. A brief profile of Ms. Belani is annexed hereto. Her vast knowledge and experience would be of immense help to the Board.

Ms. Belani together with her relatives does not hold any shares / voting rights of the company and fulfils the conditions specified in the Act and Rules made thereunder for being appointed as an Independent Director and is independent of the management.

Based on the skills, competence and expertise required for the Board in the context of the business and sector of the Company, the Nomination & Remuneration Committee ('NRC') has recommended to the Board that her qualification and rich experience meets the skills and capabilities required for the role of Independent Director of the Company. Based on the recommendation of the NRC, the Board of Directors of the Company (the 'Board') has determined that she possess the identified core skills, expertise and competencies fundamental for effective discharge of her role as an Independent Director of the Company and her association would be of immense benefit to the Company. Accordingly, Board at its meeting held on January 14, 2025, have recommended the appointment of Ms. Anita Belani as Independent Director of the Company, not liable to retire by rotation, for her first term of five years commencing from January 14, 2025 up to January 13, 2030, (both days inclusive), subject to the approval of the Members by way of Special Resolution.

The Company has in terms of Section 160(1) of the Act, received notice from Member proposing her candidature for the office of Director. The Company has received a declaration from Ms. Anita Belani to the effect that she meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations. In terms of Regulation 25(8) of the SEBI Listing Regulations, she has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties. She has also confirmed that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs. She has also confirmed that she is not disqualified from being appointed as Directors in terms of the provisions of Section 164 (2) of the Act and is not debarred to hold the office of a Director by virtue of any order passed by SEBI or any other authority and have given her consent to act as Directors of the Company. There is no inter se relationship between Ms. Anita Belani and any other member of the Board and other Key Managerial Personnel of the Company

As an Independent Director of the Company, Ms. Belani will be entitled to sitting fees for attending the meetings of the Board / Committees and Commission on net profit within the limits as prescribed under the Act.

During her tenure as an Independent Director of the Company, Ms. Belani shall not be liable to retire by rotation, in terms of Section 149(13) of the Act.

In the opinion of the Board, Ms. Anita Belani fulfils the criteria specified in the Act and SEBI Listing Regulations for appointment as Independent Director and is independent of the management of the Company.

The terms and conditions of appointment of Independent Director shall be available for inspection through electronic mode. The same shall also be available for inspection to the Members on sending a request along with their DP/Client ID or folio number from their registered email address to the company at E-mail: investor@tajhotels.com and are also uploaded on the website of the Company at <https://www.benareshotelslimited.com>.

Pursuant to Regulation 36(3) of SEBI Listing Regulations and Para 1.2.5 of Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India (ICSI), requisite particulars of Ms. Anita Belani (DIN: 01532511) including her profile and specific areas of expertise are given in this Notice as "Annexure 1".

Except for Ms. Belani and her relatives, none of the other Directors or Key Managerial Personnel of the Company and their relatives, are in any way financially or otherwise concerned or interested in the Resolution set out in this Notice.

In compliance with Section 149 read with Schedule IV, Regulation 25(2A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, re-appointment of Ms. Anita Belani as an Independent Director is placed for the approval of the members by way of a special resolution.

The Board commends the Special Resolution set out at Item No. 1 of the accompanying Notice for approval of the Members.

**By order of the Board of Directors
For Benares Hotels Limited**

**Vanika Mahajan (A34515)
Company Secretary**

Mumbai, January 14, 2025

Registered office:

Taj Ganges,
Nadesar Palace Compound,
Varanasi - 221 002
CIN: L55101UP1971PLC003480
Tel.: 0542 6660001
E-mail: investor@tajhotels.com
Website: www.benareshotelslimited.com

**ANNEXURE
DETAILS OF DIRECTOR SEEKING APPOINTMENT**

[Pursuant to the Regulation 36 (3) of the SEBI Listing Regulations and Secretarial Standard - 2 on General Meetings]

Name of Director	Ms. Anita Belani
DIN	01532511
Designation	Additional Director
Age	60
Date of Birth	January 19, 1964
Date of First Appointment by the Board	January 14, 2025
Experience & Expertise in specific functional areas/ brief resume	Ms. Belani is an established board director, entrepreneur, a business leader, CEO / CXO coach and a well-known personality in HR fraternity with more than 35 years of experience. She has won multiple awards - Most Influential HR Leader Award in 2017, and Woman Super Achiever Award in 2008.
Qualifications	<ul style="list-style-type: none">- MBA in HR, XLRI Jamshedpur- Economics Hons, Miranda House, Delhi University
Skills and capabilities required for the role and the manner in which the Independent Directors meet the requirements	Refer the Explanatory Statement annexed to the Notice.
Terms and Conditions of appointment	Appointment as an Independent Director for a term commencing from January 14, 2025 up to January 13, 2030 (both days inclusive), not liable to retire by rotation.
Details of Remuneration sought to be paid	Sitting Fees, Commission / Remuneration, as may be decided by Board, in each of the financial years.
Details of shares held in the Company	Nil
Listed entities in which the director has resigned in the past three years	Nil
Directorship in other Companies, excluding foreign companies, if any (as on January 14, 2025)	Foseco India Limited Redington Limited Eternis Fine Chemicals Limited Vivriti Capital Limited Asirvad Micro Finance ProConnect Supply Chain Solutions Limited IDFC Financial Holding Company Limited IDFC Limited
Chairman/Member of the Committees of other Companies on which she is a Director (includes only Audit Committee and Stakeholders' Relationship Committee) (as on January 14, 2025)	Audit Committee (Member) Foseco India Limited Vivriti Capital Limited ProConnect Supply Chain Solutions Eternis Fine Chemicals Limited Stakeholders' Relationship Committee (Member) Foseco India Limited

**By order of the Board of Directors
For Benares Hotels Limited**

**Vanika Mahajan (A34515)
Company Secretary**

Mumbai, January 14, 2025

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