



BENARES HOTELS LIMITED

C/o Corporate Office, Taj Diplomatic Enclave
Sardar Patel Marg, New Delhi-110 021
Telephone : 66503549, 26110202 Extn. 3549 Fax : 26876043
CIN No.: L55101UP1971PLC003480
Website: www.benareshotelslimited.com

BHL/S.xchg./

May 30, 2019

To,
Secretary, Listing Department
BSE Limited
Department of Corporate Service,
P.J Towers, Dalal Street, Fort,
Mumbai – 400 001
Scrip Code : 509438

Dear Sir,

RE: Annual Secretarial Compliance Report for the year ended March 31, 2019

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019, we are forwarding herewith Annual Secretarial Compliance Report of the Company for the year ended March 31, 2019, issued by Arvind Kohli & Associates, Practicing Company Secretary.

You are requested to kindly take the same on record.

Thanking you,

Yours faithfully,
for **Benares Hotels Ltd.**

Vanika Mahajan
Company Secretary

Encl. a/a

**The Board of Directors
BENARES HOTELS LIMITED
Nadesar Palace Compound,
Varanasi -221002**

**Secretarial Compliance Report of BENARES HOTELS LIMITED for the year
ended March 31, 2019**

We, Arvind Kohli & Associates, Company Secretaries have examined:

- (a) all the documents and records made available to us and explanation provided by Benares Hotels Limited] ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other documents filing, as may be relevant, which has been relied upon to make this certification,

for the year ended March 31, 2019 ("Review Period") in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/ guidelines issued thereunder;



Arvind Kohli & Associates

Company Secretaries

199, Sector 7, Urban Estate, Gurgaon 122001

Tel:- 91-12-4005260; Mobile: 98-110-26619

e-mail: arvindkohli@gmail.com

and based on the above examination, We hereby report that, during the Review Period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No.	Compliance Requirement (Regulations/Circulars/Guidelines including specific clauses)	Deviations	Observations/Remarks of the Practicing Company Secretary
1.	Regulation 31 (2) of SEBI(LODR) Regulations, 2015	22,550 Equity Shares (1.73%) held by a set of promoters in physical form	These shares are not yet dematerialized by a set of promoters holding these shares. The company has notified these promoters the requirement of getting their shares dematerialized in terms of Regulation 31(2) of SEBI (LODR) Regulations, 2015 as the onus of getting these dematerialized is on these promoters.

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/guidelines issued thereunder insofar as it appears from our examination of those records.

(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder: **NO ACTION TAKEN BY ANY AUTHORITY IN THE REVIEW PERIOD.**

Sr. No.	Action Taken by	Details of violation	Details of Action Taken e.g. fines, warning letter, debarment, etc.	Observations/Remarks of the Practicing Company Secretary, if any



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(d) The listed entity has taken the following actions to comply with the observations made in previous reports: Being **the first year of reporting this clause is NOT APPLICABLE**

<i>Sr. No.</i>	<i>Observations of the Practicing Company Secretary in the previous reports</i>	<i>Observations made in the secretarial compliance report for the year ended</i>	<i>Actions taken by the listed entity, if any</i>	<i>Comments of the Practicing Company Secretary on the actions taken by the listed entity</i>

Arvind Kohli & Associates
Company Secretary),



Place: Gurugram
Date : May 21, 2019

Arvind Kohli
Proprietor

FCS 4434 CP 2818