

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

October 25, 2021

BSE Limited
Listing/Compliance Department,
New Trading Ring,
Rotunda Building, P.J Towers,
Dalal Street, Fort,
Mumbai – 400 001
Scrip Code: 509438

Dear Sirs,

Sub: Postal Ballot Notice – Intimation under Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”)

Pursuant to Regulation 30 read with Para A, Part A of Schedule III, of SEBI Listing Regulations, attached herewith is the Postal Ballot Notice dated October 14, 2021, seeking the approval of members of the Company for the following Special businesses:

S.No.	Particulars	Type of Resolution
1.	To approve the re-appointment of Mr. Moiz Miyajiwala (DIN: 00026258) as an Independent Director of the Company, for a second term of five (5) years, w.e.f. from January 24, 2022.	Special

In terms of General Circulars No.14/2020 dated April 8, 2020, No.17/2020 dated April 13, 2020, No.22/2020 dated June 15, 2020, No.33/2020 dated September 28, 2020, and No.39/2020 dated December 31, 2020 issued by the Ministry of Corporate Affairs (‘the MCA Circulars’), the above resolution is proposed to be passed by the postal ballot, only by way of electronic voting (‘E-voting’).

The Company today, October 25, 2021, has sent the Postal Ballot Notice by e-mail to all its Members whose name appears on the Register of Members/ List of Beneficial Owners maintained by the Depositories as on the cut-off date i.e. Wednesday, October 20, 2021 and in compliance with the MCA Circulars, hard copies of the said Postal Ballot Notice along with Postal Ballot forms and pre-paid business envelope are not being to the Members. The Postal Ballot Notice is also uploaded on the website of the Company www.benareshotelslimited.com. The Company has engaged the services of NSDL to provide E-voting facility to all the Members of the Company.

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Registered Office: Nadesar Palace Compound, Varanasi - 221 002

Tel.: 0542 666 0001

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Please note that the E-voting will commence from Wednesday, October 27, 2021 at 9.00 a.m. (IST) and will be closed on Thursday, November 25, 2021 at 5.00 p.m. (IST).

You are requested to kindly take the same on record.

Thanking you.

Yours faithfully,
for **Benares Hotels Limited**



Vanika Mahajan
Company Secretary

Encl.: as above

BENARES HOTELS LIMITED

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Registered Office: Nadesar Palace Compound, Varanasi - 221 002 Tel.: 0542 666 0001

Website: www.benareshotelslimited.com

NOTICE OF POSTAL BALLOT

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

To,
The Members of Benares Hotels Limited,

NOTICE is hereby given that pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (the "Act"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereto, for the time being in force 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 Circulars No.14/2020 dated April 8, 2020, No.17/2020 dated April 13, 2020, No.22/2020 dated June 15, 2020, No.33/2020 dated September 28, 2020, and No.39/2020 dated December 31, 2020 in view of the COVID-19 pandemic ("the relevant Circulars"), the resolution appended below is proposed to be passed by the Members of the Company by way of postal ballot, only through remote voting by electronic means ("remote e-voting"):

SPECIAL BUSINESS:

Item No. 1: Re-appointment of Mr. Moiz Miyajiwala (DIN: 00026258) as an Independent Director of the Company, for his second term of five (5) years, with effect from January 24, 2022.

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

"RESOLVED 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 **Mr. Moiz Miyajiwala (DIN: 00026258)** whose first term as an Independent Director of the Company is due to expire on January 23, 2022 and who 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 re-appointed as an Independent Director of the Company, be and is hereby re-appointed as an Independent Director of the Company for his second term of five (5) years, with effect from January 24, 2022 up to January 23, 2027 (both days inclusive) and that during his tenure as an Independent Director of the Company Mr. Moiz Miyajiwala (DIN: 00026258) 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
for Benares Hotels Limited,**

Vanika Mahajan
Company Secretary
ACS 34515

Place : Varanasi

Date : October 14, 2021

NOTES AND INSTRUCTIONS:

1. An Explanatory Statement as required under Section 102 of the Companies Act, 2013, in respect of the business specified above is appended hereto.
2. Due to the outbreak of COVID-19 Pandemic, the Ministry of Corporate Affairs (“MCA”) vide General Circulars No.14/2020 dated April 08, 2020, No.17/2020 dated April 13, 2020, No.22/2020 dated June 2020, No.33/2020 dated September 28, 2020 and No 39/2020 dated December 31, 2020 (“the relevant Circulars”), has permitted companies to conduct the Postal Ballot by sending the Notice in electronic form only. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would take place through the process of remote e-voting only.
3. The Postal Ballot Notice along with Explanatory Statement and the annexure mentioned therein (Postal Ballot Notice) is being sent by e-mail to all the shareholders whose names appear on the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL) as on October 20, 2021. (“Cut-off Date”).
4. In accordance with Rule 18 of the Companies (Management and Administration) Rules, 2014, this Postal Ballot Notice is being sent to all those shareholders who have registered their e-mail IDs with the Company/ Depositories in electronic mode i.e. by e-mail. Shareholders who have not received the Postal Ballot Notice by email can download it from the link or Dispatch of the Postal Ballot Notice shall be deemed to be completed on the day on which the Company or the Agency appointed by it in this regards sends out the communication to the members of the Company by way of an e-mail.

5. The Board of Directors of the Company, at its meeting held on October 14, 2021 appointed Arvind Kohli and Associates, Company Secretaries as the Scrutinizer for conducting the postal ballot and e-voting process in accordance with law and in a fair and transparent manner.
6. 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 relevant 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.
7. The Portal for E-voting will remain open for the Members for exercising their voting from Wednesday, October 27, 2021 at 09:00 a.m. India Standard Time ('IST') and will close on Thursday, November 25, 2021 at 05:00 p.m. (IST) both days inclusive. The E-voting needs to be exercised by 05:00 p.m. (IST) on Thursday, November 25, 2021. Please note that E-voting module will be disabled for voting by NSDL after the said date and time. During this period, the Members of the Company holding shares either in physical form or dematerialised form, as on Wednesday, October 20, 2021 ('cut-off date'), may cast their vote electronically. 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.
8. The Scrutinizer shall, after conclusion of remote e-voting prepare and submit his report on the total votes cast in favour or against or abstained, if any to the Chairman or to the Company Secretary of the Company or any person authorized by the Chairman, after completion of scrutiny of votes received through E-voting. The results of the Postal Ballot will be announced on or before November 27, 2021. The results of the Postal Ballot together with the Scrutinizer's Report will be posted on the Company's website and will also be communicated to the BSE Limited.
9. The resolution as placed under the postal ballot notice, if passed by the members, shall be deemed to have been passed on the last date specified by the Company for E-voting i.e. November 25, 2021. Further, resolution passed by the Members through E-voting are deemed to have been passed effectively at a general meeting.
10. The Result in respect of the Resolution as set out in the Postal Ballot Notice, so declared, along with the Scrutinizer's Report will be communicated to the Stock Exchanges, not later than November 27, 2021 and will be uploaded on the website of the Company and Stock Exchanges viz., BSE Limited and also will be displayed on the Company's website at www.benareshotelslimited.com.
11. In case Members have any queries or need any assistance on remote e-voting may please write to the Company or RTA.
12. All the documents referred to in this Postal Ballot Notice and the Explanatory Statement setting out the material facts in respect of Item proposed will be made available for inspection by the Company and as such the Members are requested to send an email to investorrelations@tajhotels.com to facilitate the same.
13. The instructions for remote e-voting are as under:

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 for Individual shareholders holding securities in demat mode

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 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 demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<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.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.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;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 20px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>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.</p>

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 demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat 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 022- 23058738 or 022-23058542-43

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

<u>How to Log-in to NSDL e-Voting website?</u>	
<p>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.</p> <p>2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.</p> <p>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. <i>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.</i></p> <p>4. Your User ID details are given below :</p>	
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 118623 then user ID is 118623001***
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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.co.in 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.
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 investorrelations@tajhotels.com with a copy marked to evoting@nsdl.co.in.
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 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 toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at evoting@nsdl.co.in

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 or investorrelations@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 investorrelations@tajhotels.com. If you are an Individual shareholders 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.co.in 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.
5. In case Members have any queries/ grievances or need any assistance on remote e-voting you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Download section of or please write to the Company at or to RTA at or call on toll free no.1800-1020-990.

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: : Re-appointment of Mr. Moiz Miyajiwala (DIN: 00026258) as an Independent Director of the Company, for his second term of five (5) years, with effect from January 24, 2022.

As per the provisions of Section 149(10) of the Companies Act, 2013 (the “Act”), an Independent Director can hold office for a term of up to five consecutive years on the Board of a Company and he / she shall be eligible for re-appointment for an additional term of up to five consecutive years, on passing of a Special Resolution by the Company. Further, no Independent Director shall hold office for more than two terms of five consecutive years each.

Mr. Moiz Miyajiwala (DIN: 00026258) was appointed as an Independent Director of the Company for a period of five consecutive years, with effect from January 24, 2017, in terms of the provisions of Section 149 of the Act and Regulation 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”). Accordingly, the first term of Mr. Moiz Miyajiwala, as an Independent Director of the Company, is due to expire at the close of business hours on January 23, 2022.

Pursuant to the recommendation of the Nomination and Remuneration Committee (the “Committee”), the Board of Directors of the Company (the “Board”) at its meeting held on October 14, 2021 considered and approved the proposal relating to the re-appointment of Mr. Moiz Miyajiwala for his second term of five years, as an Independent Director of the Company from January 24, 2022 up to January 23, 2027 (both days inclusive) subject to the approval of the Members of the Company by means of a Special Resolution.

Mr. Moiz Miyajiwala has the requisite qualifications, skills, experience and expertise in specific functional areas viz. Finance, Strategy/Business Leadership, Governance/Regulatory and Risk which are beneficial to the Company. The Board has satisfied itself about the integrity, expertise and experience of Mr. Moiz Miyajiwala.

Brief Profile of Mr. Moiz Miyajiwala in terms of Regulation 36(3) of the SEBI Listing Regulations and the Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, has been provided in Annexure to this Notice.

The Company has also received declaration from Mr. Moiz Miyajiwala affirming that he meets the criteria of independence, as prescribed under the provisions of Section 149(6) of the Act and Regulation 16 of the SEBI Listing Regulations. In terms of Regulation 25(8) of SEBI Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. The Board has established the veracity of the declaration of independence as provided by Mr. Moiz Miyajiwala and based on the said declaration, the Board has opined that he is independent from the Management of the Company.

Mr. Moiz Miyajiwala is not disqualified from being re-appointed as Director of the Company, in terms of the provisions of Section 164 of the Act and has given his consent to act as a Director of the Company. In the opinion of the Board, he fulfils the conditions relating to his re-appointment as prescribed under the relevant provisions of the Act and the relevant Rules made thereunder and the SEBI Listing Regulations.

As an Independent Director of the Company, Mr. Moiz Miyajiwala 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 his tenure as an Independent Director of the Company, Mr. Moiz Miyajiwala shall not be liable to retire by rotation, in terms of Section 149(13) of the Act.

In terms of the Companies (Creation and Maintenance of databank of Independent Directors) Rules, 2019 read with the Companies (Appointment and Qualification of Directors) Fifth Amendment Rules, 2019, Mr. Moiz Miyajiwala has enrolled his name in the online databank of Independent Directors maintained by the Government.

Mr. Moiz Miyajiwala does not hold any equity shares of the Company and is not related to any other Director or Key Managerial Personnel of the Company.

Based on the above and after taking into account the outcome of his performance evaluation, the Committee and the Board are of the opinion that the continuation of Mr. Moiz Miyajiwala as an Independent Director of the Company would be in the business interest of the Company and accordingly recommends passing of the Special Resolution, as set out in this Notice.

Except for Mr. Moiz Miyajiwala and his 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 passing of the Special Resolution as set out in this Notice.

Annexure

Brief Profile of the Director being appointed/re-appointed, as set out in this Notice, in terms of Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2), issued by the Institute of the Company Secretaries of India.

Name of Director	Mr. Moiz Miyajiwala
DIN	00026258
Age	70
Date of Birth	May 24, 1951
Date of First Appointment	January 24, 2017
Experience & Expertise in specific functional areas/ brief resume	Finance

Qualifications	Chartered Accountant BGL (General Law) from KC College, Mumbai BA in Economics & Statistics from St. Xavier's College, Mumbai
Details of shares held in the Company	Nil
Directorships in other public limited companies (excluding foreign companies, private companies and Section 8 companies)	TRANSPACT ENTERPRISES LIMITED ANJUMAN-I-ISLAM
Membership/ Chairpersonship of Committees in other public limited companies (Committees includes the Statutory Committees)	-

Mr. Moiz Miyajiwala acts as an Independent Director on the Board of SBI Funds Management Private Limited. He is Former Chief Financial Officer & Executive Vice President at Voltas Ltd.

Mr. Moiz Miyajiwala is presently the Chairperson of Audit & Risk Management Committee and Nomination and Remuneration Committee of the Company.

The details of attendance of Mr. Moiz Miyajiwala at the meetings of the Board and Committees are as under:

Particulars	FY 2020-21 No. of Meetings Held/Attended	FY 2021-22* No. of Meetings Held/Attended
Board Meeting	4/4	2/2
Audit & Risk Management Committee	4/4	2/2
Nomination & Remuneration Committee	3/3	

(*) Upto September 30, 2021

The details of directorship held by Mr. Moiz Miyajiwala in other listed companies are as under:

Sr. No.	Name of the Company	Nature of interest
	NIL	

The details of Membership/Chairmanship held by Mr. Moiz Miyajiwala of the said listed companies are as under:

Sr. No.	Name of the Company	Name of the Committee	Nature of interest
	NIL		

During the financial year ended March 31, 2021, Mr. Moiz Miyajiwala was paid Rs. 3.00 lakhs towards sitting fees for attending meetings of the Board and the Committees of the Company. During the period April 01, 2021 till September 30, 2021, Mr. Moiz Miyajiwala was paid Rs. 1.50 lakhs towards sitting fees for attending meetings of the Board and Committees of the Company.

**By Order of the Board
for Benares Hotels Limited,**

Vanika Mahajan
Company Secretary
ACS 34515

Place : Varanasi

Date : October 14, 2021