

# 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 29, 2024

## **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 53<sup>rd</sup> Annual General Meeting ("AGM") of the Company held on August 29, 2024**

The 53<sup>rd</sup> AGM of the Company was held on Thursday, August 29, 2024 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 19, 2024, convening the AGM.

In this regard, please find enclosed the following:

1. Summary of the Proceedings of the 53<sup>rd</sup> 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 29, 2024, 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 4:00 p.m. (IST).

As per the consolidated Scrutinizer's Report dated August 29, 2024, 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 29, 2024 is also being made available on the Company's website at <https://www.benareshotelslimited.com/en-in/AGM-2024/> and on the website of National Securities Depository Limited at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

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

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## ANNEXURE A

### Summary of the proceedings of the 53<sup>rd</sup> Annual General Meeting

The 53<sup>rd</sup> Annual General Meeting ('AGM') of the Members of Benares Hotels Limited was held on Thursday, August 29, 2024 at 3.00 p.m. (IST) and concluded at 4:00 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 participation at the Meeting through VC.

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

All the Directors attended the Meeting through Video Conferencing including Mr. Moiz Miyajiwala, Chairperson of the Audit & Risk Management Committee and Nomination & Remuneration Committee; Dr. Anant Narain Singh, Chairperson of Stakeholders' Relationship Committee and Corporate Social Responsibility and Sustainability Committee. Mr. Vishal Singh - CEO, Mr. Veeramani Venkata - CFO and Ms. Vanika Mahajan – Company Secretary and Compliance Officer attended the Meeting through VC from their respective locations.

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.

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

The Chairman made his opening remarks by providing a brief overview of the macro-economic scenario. He then informed the Members that the Company had delivered a strong financial performance in terms of both revenue and profitability for FY 2023-24 and Taj had once again been rated as the World's Strongest Hotel Brand 2024 by Brand Finance. Taj had also been rated as India's Strongest Hotel Brand across sector by Brand Finance for fourth time. Taj Ganges was awarded TripAdvisor Traveller Choice Awards 2024 and Taj Nadesar Palace awarded TripAdvisor Travelers Choice Awards - Best of the Best 2024.



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The Chairman elaborated on the future outlook and the Company's keen focus on responsible profitable growth.

The Company Secretary informed the Members that the Company had provided its Members the facility to cast their vote electronically through the National Securities Depository Limited ('NSDL') system before the Meeting. She further informed that the remote e-Voting facility was also made available during the AGM for the benefit of Members who were present during the Meeting and had not cast their votes earlier through remote e-Voting.

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

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

The following items of business were transacted at the Meeting:

| Item No. | Details of the Agenda  | Resolution required (Ordinary/ Special) | Mode of Voting                        |
|----------|--|---|---------------------------------------|
| 1.       | To receive consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2024, 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, 2024.  | Ordinary                                |                                       |
| 3.       | To appoint a Director in place of Mr. Rohit Khosla (DIN: 07163135) who retires by rotation and, being eligible, offers himself for re-appointment.   | 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 e-Voting process and conclude the Meeting. He also authorized the Company Secretary to accept and countersign the Scrutinizer's Report and declare the consolidated voting results.



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He informed the Members that the combined results of the remote e-Voting before as well as during the AGM would be announced within the stipulated time frame and the results along with Scrutinizer's Report would be intimated to the Stock Exchange in terms of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 (SEBI Listing Regulations) and would be placed on the websites of the Company and NSDL respectively.

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

This is for your information and records.

Yours sincerely,

for Benares Hotels Limited



**Vanika Mahajan**  
Company Secretary



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## ANNEXURE B

| <b>53<sup>rd</sup> ANNUAL GENERAL MEETING</b>   |   |
|---|---|
| <b>VOTING RESULTS</b>   |   |
| Regulation 44(3) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 |   |
| <b>Date of Annual General Meeting</b>   | Thursday, August 29, 2024   |
| <b>Total number of Shareholders on Record Date (Thursday, August 22, 2024)</b>                    | 6824  |
| <b>No. of Shareholders present in the Meeting either in person or through proxy</b>               | As the meeting was conducted through VC/OAVM, there was no physical attendance of any member, nor any provision for appointment of proxy. |
| <b>No. of Shareholders attended the Meeting through Video Conferencing:</b>                       |   |
| a) Promoters and Promoter Group   | 8   |
| b) Public   | 32  |
| <b>No. of Resolution passed in the Meeting</b>  | 3<br>Resolution – wise details of Voting Results attached   |



| 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, 2024, 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                      |                    | 729138              | 89.6369  | 729138                   | 0                      | 100.0000                             | 0.0000                             |
|  | Poll                          | 813435             |                     |  |                          |                        |                                      |                                    |
|  | Postal Ballot (if applicable) |                    |                     |  |                          |                        |                                      |                                    |
|  | <b>Total</b>                  | 813435             | 729138              | 89.6369  | 729138                   | 0                      | 100.0000                             | 0.0000                             |
| Public-Institutions  | E-Voting                      |                    | 0                   | 0.0000   | 0                        | 0                      | 0                                    | 0                                  |
|  | Poll                          | 89                 |                     |  |                          |                        |                                      |                                    |
|  | Postal Ballot (if applicable) |                    |                     |  |                          |                        |                                      |                                    |
|  | <b>Total</b>                  | 89                 | 0                   | 0.0000   | 0                        | 0                      | 0.0000                               | 0.0000                             |
| Public- Non Institutions   | E-Voting                      |                    | 26363               | 5.4192   | 26343                    | 20                     | 99.9241                              | 0.0759                             |
|  | Poll                          | 486476             |                     |  |                          |                        |                                      |                                    |
|  | Postal Ballot (if applicable) |                    |                     |  |                          |                        |                                      |                                    |
|  | <b>Total</b>                  | 486476             | 26363               | 5.4192   | 26343                    | 20                     | 99.9241                              | 0.0759                             |
| <b>Total</b>   |                               | 1300000            | 755501              | 58.1155  | 755481                   | 20                     | 99.9974                              | 0.0026                             |
| <b>Whether resolution is Pass or Not.</b>                                |                               |                    |                     |  |                          |                        | Yes                                  |                                    |



| Resolution (2)   |                               |                    |                     |   |                          |                        |                                      |                                    |
|--|-------------------------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special)                                |                               |                    |                     | Ordinary  |                          |                        |                                      |                                    |
| Whether promoter/promoter group are interested in the agenda/resolution? |                               |                    |                     | No  |                          |                        |                                      |                                    |
| Description of resolution considered                                     |                               |                    |                     | To declare dividend on Equity Shares for the Financial Year ended March 31, 2024. |                          |                        |                                      |                                    |
| 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                      |                    | 729138              | 89.6369   | 729138                   | 0                      | 100.0000                             | 0.0000                             |
|  | Poll                          | 813435             |                     |   |                          |                        |                                      |                                    |
|  | Postal Ballot (if applicable) |                    |                     |   |                          |                        |                                      |                                    |
|  | <b>Total</b>                  | 813435             | 729138              | 89.6369   | 729138                   | 0                      | 100.0000                             | 0.0000                             |
| Public- Institutions   | E-Voting                      |                    | 89                  | 100.0000  | 89                       | 0                      | 100.0000                             | 0.0000                             |
|  | Poll                          | 89                 |                     |   |                          |                        |                                      |                                    |
|  | Postal Ballot (if applicable) |                    |                     |   |                          |                        |                                      |                                    |
|  | <b>Total</b>                  | 89                 | 89                  | 100.0000  | 89                       | 0                      | 100.0000                             | 0.0000                             |
| Public- Non Institutions   | E-Voting                      |                    | 26363               | 5.4192  | 26343                    | 20                     | 99.9241                              | 0.0759                             |
|  | Poll                          | 486476             |                     |   |                          |                        |                                      |                                    |
|  | Postal Ballot (if applicable) |                    |                     |   |                          |                        |                                      |                                    |
|  | <b>Total</b>                  | 486476             | 26363               | 5.4192  | 26343                    | 20                     | 99.9241                              | 0.0759                             |
| <b>Total</b>   |                               | 1300000            | 755590              | 58.1223   | 755570                   | 20                     | 99.9974                              | 0.0026                             |
| <b>Whether resolution is Pass or Not.</b>                                |                               |                    |                     |   |                          |                        | Yes                                  |                                    |



| 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. Rohit Khosla (DIN: 07163135) 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                      |                    | 729138              | 89.6369  | 729138                   | 0                      | 100.0000                             | 0.0000                             |
|  | Poll                          | 813435             |                     |  |                          |                        |                                      |                                    |
|  | Postal Ballot (if applicable) |                    |                     |  |                          |                        |                                      |                                    |
|  | <b>Total</b>                  | 813435             | 729138              | 89.6369  | 729138                   | 0                      | 100.0000                             | 0.0000                             |
| Public- Institutions   | E-Voting                      |                    | 89                  | 100.0000   | 0                        | 89                     | 0.0000                               | 100.0000                           |
|  | Poll                          | 89                 |                     |  |                          |                        |                                      |                                    |
|  | Postal Ballot (if applicable) |                    |                     |  |                          |                        |                                      |                                    |
|  | <b>Total</b>                  | 89                 | 89                  | 100.0000   | 0                        | 89                     | 0.0000                               | 100.0000                           |
| Public- Non Institutions   | E-Voting                      |                    | 26336               | 5.4136   | 26310                    | 26                     | 99.9013                              | 0.0987                             |
|  | Poll                          | 486476             |                     |  |                          |                        |                                      |                                    |
|  | Postal Ballot (if applicable) |                    |                     |  |                          |                        |                                      |                                    |
|  | <b>Total</b>                  | 486476             | 26336               | 5.4136   | 26310                    | 26                     | 99.9013                              | 0.0987                             |
| <b>Total</b>   |                               | 1300000            | 755563              | 58.1202  | 755448                   | 115                    | 99.9848                              | 0.0152                             |
| <b>Whether resolution is Pass or Not.</b>                                |                               |                    |                     |  |                          |                        | Yes                                  |                                    |





**REPORT OF SCRUTINIZER**  
**FORM NO. MGT-13**

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

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

Dear Sir,

**Sub: Consolidated Scrutinizer's Report on Remote e-Voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rules 20 of the Companies (Management & Administration) Rules, 2014 as amended by Companies (Management & Administration) Amendment Rules, 2015 at the 53<sup>rd</sup> Annual General Meeting of Benares Hotels Limited, held on Thursday, August 29, 2024, 3.00 p.m. IST through Video Conferencing**

I, Arvind Kohli, Practicing Company Secretary (FCS 4434, CP 2818) have been appointed as the Scrutinizer by the Board of Directors of Benares Hotels Limited (CIN: L55101UP1971PLC003480), pursuant to Section 108 of the Act read with Rule 20 of the Companies (Management & Administration) rules 2014 as amended by Companies (Management & Administration) Amendment Rules, 2015 to conduct Remote e-Voting before and during the 53<sup>rd</sup> Annual General Meeting ("Meeting" or "AGM") of Benares Hotels Limited, held on Thursday, August 29, 2024 at 3.00 p.m. (IST) through Video Conferencing.

The Ministry of Corporate Affairs ("MCA") vide its General Circular Nos. 14/ 2020 dated April 8, 2020 and 17 / 2020 dated April 13, 2020, followed by General Circular Nos. 20/2020 dated May 5, 2020, No. 02/2021 dated January 13, 2021, No. 21/2021 dated December 14, 2021, No. 10/2022 dated December 28, 2022 and No. 09/2023 dated September 25, 2023 (collectively referred to as 'MCA Circulars'), has permitted the holding of the AGM through Video Conferencing ('VC') or through Other Audio-Visual Means ('OAVM'), without the physical presence of the Members at a common venue.

In compliance with the provisions of the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and MCA Circulars, the 53<sup>rd</sup> AGM of the Company was held through VC on Thursday, August 29, 2024 at 3.00 p.m. (IST).





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

Members of the Company holding shares either in physical form or in dematerialized form as on the cut-off date i.e., Thursday, August 22, 2024, were allowed to cast their vote either by remote e-Voting before or during the meeting. The remote e-Voting period commenced on Monday, August 26, 2024 at 9.00 a.m. (IST) and ended on Wednesday August 28, 2024 at 5.00 p.m. (IST).

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

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

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

**Resolution No. 1: Ordinary Resolution**

**To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2024, 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 |
|--|------------------------------|---------------------------------------|
| 58                                     | 755481                       | 99.9974                               |

- ii. Voted **against** the resolution:

| Number of Members voted electronically | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 1                                      | 20                           | 0.0026                                |

- 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, 2024.

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 |
|--|------------------------------|---------------------------------------|
| 59                                     | 755570                       | 99.9974                               |

ii. Voted **against** the resolution:

| Number of Members voted electronically | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 1                                      | 20                           | 0.0026                                |

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. Rohit Khosla (DIN: 07163135) 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 |
|--|------------------------------|---------------------------------------|
| 54                                     | 755448                       | 99.9848                               |

ii. Voted **against** the resolution:

| Number of Members voted electronically | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 5                                      | 115                          | 0.0152                                |

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 29, 2024  
Place: New Delhi

For BENARES HOTELS LIMITED

**VANIKA MAHAJAN**  
ACS 34515  
COMPANT SECRETATY  
Date: August 29, 2024  
Place: New Delhi

UDIN: F004434F001073581





**BENARES HOTELS LIMITED - Summary of e-voting - AGM - 29.08.2024**

Statement of voting received in respect of the Resolutions proposed at the AGM of the Company held on Thursday, August 29, 2024

| 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, 2024, together with the Reports of the Board of Directors and the Auditors thereon. | 755481 | 99.9974 | 20      | 0.0026 | 755501 | 100 | -       | - | 755501           |
| 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, 2024.   | 755570 | 99.9974 | 20      | 0.0026 | 755590 | 100 | -       | - | 755590           |
| Res. No. | Resolution  | Assent | %       | Dissent | %      | Total  | %   | Invalid | % | Total Votes Cast |
| 3.       | To appoint a Director in place of Mr. Rohit Khosla (DIN: 07163135) who retires by rotation and, being eligible, offers himself for re-appointment.  | 755448 | 99.9848 | 115     | 0.0152 | 755563 | 100 | -       | - | 755563           |

