

# BENARES HOTELS LIMITED

CIN: L55101UP1971PLC003480

Corporate Office: Taj Palace, Sardar Patel Marg, New Delhi - 110021

Tel.: (011) 6650 3549/3704, 26110202

E-mail: investor@tajhotels.com | Website: www.benareshotelslimited.com

November 26, 2021

To  
The Manager - Listing Department  
Bombay Stock Exchange Ltd. II Floor,  
New Trading Ring  
Rountana Building P J Towers,  
Dalal Street, Fort  
Mumbai : 400 001  
Scrip Code : 509438

## **Sub: Declaration of Voting Results of Postal Ballot**

This has reference to our letter dated October 25, 2021, enclosing the Postal Ballot Notice dated October 14, 2021, seeking approval of the Members of the Company through Special resolution, for re-appointment of Mr. Moiz Miyajiwala (DIN: 00026258) as an Independent Director for a term of 5 years up to January 23, 2027, by way of postal ballot.

In this regard, please find enclosed the following:

1. The Voting Results of the said Postal Ballot in relation to the aforesaid business, as required under Regulation 44(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ('Listing Regulations') as Annexure - 1.
2. The Scrutinizer's Report dated November 26, 2021, pursuant to Sections 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 as Annexure - 2.

The Voting Results along with the Scrutinizer's Report is available on the website of the Company at [www.benareshotelslimited.com](http://www.benareshotelslimited.com) and will also be made available on the website of the National Securities Depository Limited at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

Kindly take on record the above.

Thanking you,

Yours faithfully,  
For BENARES HOTELS LIMITED

Vanika Mahajan  
Company Secretary



Encl.: as above

Registered Office: Nadesar Palace Compound, Varanasi - 221 002

Tel.: (0542) 666 0001

# BENARES HOTELS LIMITED

CIN: L55101UP1971PLC003480

Corporate Office: Taj Palace, Sardar Patel Marg, New Delhi - 110021

Tel.: (011) 6650 3549/3704, 26110202

E-mail: investor@tajhotels.com | Website: www.benareshotelslimited.com

Annexure A

**BENARES HOTELS LIMITED**

## Voting Results: Postal Ballot

Regulation 44(3) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015

|   |            |
|---|------------|
| Date of Declaration of Postal Ballot Results  | 26-11-2021 |
| Cur-off date  | 20-10-2021 |
| Total number of shareholders on cut-off date  | 4543       |
| <b>No. of shareholders present in the meeting either in person or through proxy</b> |            |
| a) Promoters and Promoter group   | N.A.       |
| b) Public   | N.A.       |
| <b>No. of shareholders attended the meeting through video conferencing</b>          |            |
| a) Promoters and Promoter group   | NA         |
| b) Public   | NA         |
| <b>No. of resolution passed in the meeting</b>                                      | NA         |

Yours sincerely,

For Benares Hotels Limited

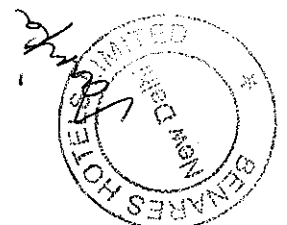
  
  
**VANIKA MAHAJAN**  
Company Secretary

Registered Office: Nadesar Palace Compound, Varanasi - 221 002

Tel.: (0542) 666 0001

## Benares Hotels Limited

| Resolution Required : (Special)   |                |                        |                         |   |                              |                           |  |  |             |  |
|---|----------------|------------------------|-------------------------|---|------------------------------|---------------------------|--|--|-------------|--|
| Re-appointment of Mr. Moiz Miyajwala (DIN: 00026258) as an Independent Director of the Company, for his second term of five (5) years, with effect from January 24, 2022. |                |                        |                         |   |                              |                           |  |  |             |  |
| Whether promoter/ promoter group are interested in the agenda/resolution?   |                |                        |                         |   |                              |                           |  |  |             |  |
| Category  | Mode of Voting | No. of shares held [1] | No. of votes polled [2] | % of Votes Polled on outstanding shares [3]=([2]/[1])*100 | No. of Votes – in favour [4] | No. of Votes –Against [5] | % of Votes in favour on votes polled [6]=([4]/[2])*100 | % of Votes against on votes polled [7]=([5]/[2])*100 | No          |  |
|   |                |                        |                         |   |                              |                           |  |  |             |  |
| Promoter and Promoter Group   | E-Voting       |                        | 729688                  | 92.26   | 729688                       | 0                         | 100.00   | 0.00   |             |  |
|   | Poll           |                        | 0                       | 0.00  | 0                            | 0                         | 0.00   | 0.00   |             |  |
|   | Postal Ballot  | 790885                 | 0                       | 0.00  | 0                            | 0                         | 0.00   | 0.00   |             |  |
|   | <b>Total</b>   |                        | <b>729688</b>           | <b>92.26</b>  | <b>729688</b>                | <b>0</b>                  | <b>100.00</b>  | <b>0.00</b>  | <b>0.00</b> |  |
| Public Institutions   | E-Voting       |                        | 0                       | 0.00  | 0                            | 0                         | 0.00   | 0.00   |             |  |
|   | Poll           |                        | 0                       | 0.00  | 0                            | 0                         | 0.00   | 0.00   |             |  |
|   | Postal Ballot  | 0                      | 0                       | 0.00  | 0                            | 0                         | 0.00   | 0.00   |             |  |
|   | <b>Total</b>   |                        | <b>0</b>                | <b>0.00</b>   | <b>0</b>                     | <b>0</b>                  | <b>0.00</b>  | <b>0.00</b>  | <b>0.00</b> |  |
| Public Non Institutions   | E-Voting       |                        | 27550                   | 5.41  | 27129                        | 421                       | 98.47  | 1.53   |             |  |
|   | Poll           |                        | 0                       | 0.00  | 0                            | 0                         | 0.00   | 0.00   |             |  |
|   | Postal Ballot  | 509115                 | 0                       | 0.00  | 0                            | 0                         | 0.00   | 0.00   |             |  |
|   | <b>Total</b>   |                        | <b>27550</b>            | <b>5.41</b>   | <b>27129</b>                 | <b>421</b>                | <b>98.47</b>   | <b>1.53</b>  | <b>0.00</b> |  |
| <b>Total</b>  |                | <b>1300000</b>         | <b>757238</b>           | <b>58.25</b>  | <b>756817</b>                | <b>100</b>                | <b>99.94</b>   | <b>0.06</b>  |             |  |





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

[Pursuant to Section 108 of Companies Act, 2013  
read with rule 20 of the Companies (Management and Administration) Rules, 2014]

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

**Sub: Scrutinizer's Report on Postal Ballot conducted through E-voting**

Dear Sir,

I, Arvind Kohli, have been appointed as the Scrutinizer by the Board of Directors of Benares Hotels Limited (CIN:L55101UP1971PLC003480) vide resolution passed at the meeting of the Board of Directors held on October 14, 2021, for the purpose of conducting the Postal Ballot process through remote voting by electronic means ("remote e-voting") in a fair and transparent manner as per the provisions of the Companies Act, 2013 and Rule 22(5) of the Companies (Management and Administration) Rules, 2014 on the Special Resolution as set out in the Postal Ballot Notice dated October 14, 2021 ("Notice") in respect of the following special business:

- i. 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.

In accordance with the Notice of Postal Ballot, issued under Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") (including any statutory modifications or re-enactment thereof for the time being in force) read with Rules 22 of the Companies (Management and Administration) Rules, 2014 (the "Rules"), as amended from time to time, read with the guidelines prescribed by the Ministry of Corporate Affairs for holding general meetings / conducting postal ballot process through e-voting in view of the Covid-19 pandemic vide General Circulars No. 14/2020 dated April 08, 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 (collectively referred to as "MCA Circulars"), the Special Resolution as set out in the Notice was proposed to be passed by the Members of the Company by way of Postal Ballot only through remote e-voting.

The Notice along with the statement setting out material facts under Section 102 of the Act in respect of above mentioned resolution was sent on October 25, 2021, vide-mail only to the





Members whose name appeared in the register of Members/ List of beneficial owners as received from National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") as on October 20, 2021 ("Cut-off Date").

The Notice was also uploaded on the website of the Company, the Stock Exchange viz., BSE Limited and e-voting service provider viz., NSDL.

The Company had availed the e-voting facility offered by NSDL for conducting remote e-voting by the Members of the Company.

The members of the Company holding shares as on the "Cut-off" date of October 20, 2021 were entitled to vote on the resolution placed for approval of the Members in the Notice.

The e-voting period for remote e-voting commenced from Wednesday, October 27, 2021 at 9:00 a.m. (IST) and ended on Thursday, November 25, 2021 at 5:00 p.m. (IST) and the NSDL module was disabled thereafter.

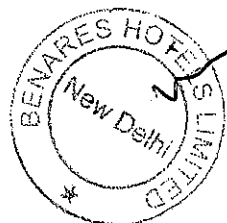
The votes cast under remote e-voting facility were thereafter unblocked.

I have scrutinized and reviewed the votes cast through remote e-voting based on the data downloaded from the NSDL e-voting system and have maintained a register in which necessary entries have been made in accordance with the Companies (Management and Administration) Rules, 2014, as amended.

Compliance with the provisions of the Companies Act, 2013, the Rules made thereunder and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to the mode of voting that is, through electronic means (by remote e-voting) by the Members on the resolution proposed in the Notice is the responsibility of the management of the Company. Our responsibility as Scrutinizers is to ensure that the voting process by remote e-Voting in the Postal Ballot is conducted in a fair and transparent manner and render a Scrutinizer's Report on the total votes cast in favour or against if any, to the Chairman/ Authorized Person, on the resolution based on the reports generated from the electronic voting system provided by NSDL.

I now submit my Scrutinizer Report on the results of the voting by postal ballot through the remote e-voting and through the scanned copies of the duly completed postal ballot forms as received from Members in respect of the following Special Resolution.

Based on the data downloaded from the official website of NSDL for the remote e-voting system, the result of the remote e-Voting is as under:





**Resolutions No. 1: Special Resolution**

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:

i. Voted in favour of the resolution:

| Number of Members voting electronically | Number of valid votes cast by Members (Shares) | % of total number of valid votes cast |
|---|--|---------------------------------------|
| 60                                      | 7,56,817                                       | 99.94                                 |

ii. Voted against the resolution:

| Number of Members voting electronically | Number of valid votes cast by Members (Shares) | % of total number of valid votes cast |
|---|--|---------------------------------------|
| 5                                       | 421  | 0.06                                  |

iii. Invalid votes:

| Number of Members voting electronically | Number of valid votes cast by Members (Shares) | % of total number of valid votes cast |
|---|--|---------------------------------------|
| NIL                                     | NIL  | NIL                                   |

I report that the Resolution has been passed by the Shareholders by the requisite majority.

Thank you,

Yours faithfully,

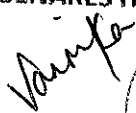
For ARVIND KOHLI & ASSOCIATES  
Company Secretaries

  
ARVIND KOHLI  
FCS 4434, CP 2818  
SCRUTINIZER

Date: November 26, 2021  
Place: New Delhi

UDIN: F004434C001552948

For BENARES HOTELS LIMITED

  
VANIKA MAHAJAN  
COMPANY SECRETARY  
(ACS 34515)

Date: November 26, 2021  
Place: New Delhi



**BENARES HOTELS LIMITED - Summary of e-voting –Postal Ballot**

Statement of voting received in respect of the Resolution proposed through Postal Ballot

| Resol-<br>ution<br>No. | Resolution  | Assent | %     | Dissent | %    | Total  | %   | Invalid | %   | Total<br>Votes<br>Cast |
|------------------------|---|--------|-------|---------|------|--------|-----|---------|-----|------------------------|
| 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 |        |       |         |      |        |     |         |     |                        |
|                        | Total No. of Shares on voting   | 756817 | 99.94 | 421     | 0.06 | 757238 | 100 | NIL     | NIL | 757238                 |

