



GUJARAT HOTELS LIMITED

CIN: L55100GJ1982PLC005408

Registered Office: Welcomhotel Vadodara, R C Dutt Road, Alkapuri, Vadodara - 390 007

Tel: +91 0265 233 0033; E-mail: ghlinvestors@yahoo.co.in

Website: www.gujarathotelsltd.in

TO THE MEMBERS OF THE COMPANY

Postal Ballot Notice ('Notice') pursuant to Sections 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and the Circulars issued by the Ministry of Corporate Affairs, Government of India

NOTICE IS HEREBY GIVEN that pursuant to Section 108 and Section 110 of the Companies Act, 2013 ('the Act') read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 and other applicable provisions of the Act, if any, the Circulars issued by the Ministry of Corporate Affairs, Government of India, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations, the Resolutions set out hereunder for appointment/ re-appointment of Independent Directors of the Company, are proposed to be passed through Postal Ballot by voting through electronic means ('remote e-voting').

REMOTE E-VOTING STARTS ON	REMOTE E-VOTING ENDS ON
Wednesday, 1 st May, 2024, at 9:00 a.m. IST	Thursday, 30 th May, 2024 at 5:00 p.m. IST

The Board of Directors of the Company at the meeting held on 18th April, 2024 have appointed Ms. Pooja Bhatia (Membership No. F7673), Proprietor, Messrs. P B & Associates, Practicing Company Secretaries, as the Scrutinizer for conducting the Postal Ballot through remote e-voting process in a fair and transparent manner. The Company has engaged the services of National Securities Depository Limited ('NSDL') for the purpose of providing remote e-voting facility to the Members.

In conformity with the regulatory requirements, **Members are advised to cast their votes on the Resolutions only through remote e-voting**, for which purpose they are requested to read carefully the instructions annexed to the Notice.



Based on the Scrutinizer's Report, the results of remote e-voting will be declared on **Friday, 31st May, 2024 at 3:00 p.m.** The declared results, along with the Scrutinizer's Report, will be available forthwith on the Company's website www.gujarathotelsltd.in under the section 'Investor Relations' and on the website of NSDL at www.evoting.nsdl.com; such Results will also be forwarded to the BSE Limited - www.bseindia.com, where the Company's shares are listed.

SPECIAL BUSINESSES

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

"Resolved that, in accordance with the provisions of Sections 149, 150 and 152 read with Schedule IV of the Companies Act, 2013, and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and Regulations 17 and 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Sungita Sharma (DIN: 10590445) be and is hereby appointed as Director and also as Independent Director of the Company with effect from 15th May, 2024, for a period of five years or till such earlier date as may be determined by any applicable statutes, rules, regulations or guidelines."

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

"Resolved that, in accordance with the provisions of Sections 149, 150 and 152 read with Schedule IV of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and Regulations 17 and 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Mohan Swarup Bhatnagar (DIN: 00834857) be and is hereby re-appointed as an Independent Director of the Company with effect from 28th June, 2024, for a period of five years or till such earlier date as may be determined by any applicable statutes, rules, regulations or guidelines."

**By Order of the Board
Gujarat Hotels Limited**

Dated: 18th April, 2024

**Sneha Gupta
Company Secretary**



NOTES

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out the material facts and reasons relating to the Resolutions is annexed hereto and forms part of this Notice.
2. In conformity with the regulatory requirements, this Notice is being sent only through electronic mode to those Members whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories, on **Friday, 19th April, 2024** ("Cut-off Date"), and who have registered their e-mail addresses with the Company or with the Depositories.
3. Members who have not registered their e-mail addresses with the Company or with the Depositories and wish to receive the Notice and / or cast their votes through remote e-voting, are required to send their request to the Company at ghlinvestors@yahoo.co.in.
4. Voting rights will be reckoned on the paid-up value of shares registered in the names of the Members as on the Cut-off Date. Only those Members 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 the Cut-off Date will be entitled to cast their votes.
5. Every Client ID / Folio Number, irrespective of the number of joint holders, will be allowed to vote only once.
6. **Remote e-voting will commence at 9:00 a.m. on Wednesday, 1st May, 2024 and will end at 5:00 p.m. on Thursday, 30th May, 2024.**

The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by NSDL upon expiry of the aforesaid period.

7. Corporate and Institutional Members (companies, trusts, societies etc.) are required to send a scanned copy (in PDF / JPG format) of the relevant Board Resolution / appropriate authorisation to the Scrutinizer through e-mail at pooja@aasthalaw.com with a copy marked to NSDL at evoting@nsdl.com .



8. The Resolutions, if passed by the requisite majority, will be deemed to be passed on the last date specified for remote e-voting i.e., **Thursday, 30th May, 2024.**
9. Members may please note that this Postal Ballot Notice will be available on the Company's website at www.gujarathotelsltd.in, NSDL's website at www.evoting.nsdl.com and that of BSE Limited at www.bseindia.com.

EXPLANATORY STATEMENT

Item No. 1

The Board of Directors of the Company ('the Board') at the meeting held on 18th April, 2024, on the recommendation of the Nominations and Remuneration Committee ('the Committee'), recommended for the approval of the Members, the appointment of Ms. Sungita Sharma as a Director and also as an Independent Director of the Company, as set out in the Resolution. The Committee and the Board considered her diverse skills, particularly in the areas of taxation, administration, human resources and strategy, among others, as some of the important requirements for this role.

The Committee and the Board are of the view that, Ms. Sharma possess appropriate skills, expertise and competencies in the context of the Company's business and given her knowledge and experience, her association would benefit the Company.

Ms. Sharma, pursuant to Section 152 of the Companies Act, 2013 ('the Act') has given her consent to act as a Director of the Company, and requisite notice, pursuant to Section 160 of the Act, proposing her appointment has been received by the Company. Declaration that she meets the criteria of independence prescribed under Section 149 of the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') has also been received by the Company. Ms. Sharma has confirmed that she is not debarred to hold the office of a Director by virtue of any order passed by SEBI or any other authority.

The candidature of Ms. Sharma is in conformity with the requirements of the Act and the Listing Regulations. Further, in the opinion of the Committee and the Board, Ms. Sharma fulfils the conditions specified in the Act, the Rules thereunder and the Listing Regulations for her appointment as an Independent Director and she is independent from the management of the Company.



Additional information in respect of Ms. Sharma, including her brief resume, pursuant to the Listing Regulations and the Secretarial Standard on General Meetings, is provided below:

Ms. Sharma (61) is a retired IRS officer having over 35 years of experience as tax administrator. She holds a Masters Degree in English Literature from Jammu University and Masters Degree in Philosophy in Strategic Studies from Annamalai University, Chennai & National Defence College. She joined Indian Revenue Service in 1986.

In her illustrious career, she held key positions with Central Board of Indirect Taxes and Customs (CBIC) as Principal Chief Commissioner, Chief Commissioner, Principal Commissioner and Commissioner and in these capacities has administered the tax jurisdictions of Pune, Mumbai, Tamil Nadu & Puducherry and Delhi. As DG (West), DGGI, the investigation wing of CBIC, she has held jurisdiction over the states of Gujarat, Maharashtra, Madhya Pradesh and Goa. She was also in-charge of the Vigilance and anti-corruption Unit of DGoV, CBIC in Mumbai.

Prior to her retirement, she was the Special Secretary and Member in CBIC and introduced extensive use of technology to bring about accountability, transparency and promptitude in HR, Vigilance, Infrastructure and Budget Management of the organisation, comprising 55,000 plus people in various grades.

For a distinguished record of service, on the occasion of Republic Day 2006, she has been conferred with the Presidential Certificate of Appreciation.

Currently she is not a director in any company and neither has she been a director of any other listed company during the last three years.

Ms. Sharma would be entitled to sitting fees for attending the meetings of the Board and its Committees. She does not have any other direct or indirect pecuniary relationship with the Company.

She does not hold any equity share in the Company, either in her individual capacity or on a beneficial basis for any other person. Ms. Sharma is not related to any of the Directors or Key Managerial Personnel of the Company.

Ms. Sharma and her relatives are interested in this Special Resolution. None of the other Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Special Resolution.

The Board recommends this Special Resolution for your approval.



Item No. 2

The Members at the Thirty Seventh Annual General Meeting held on 7th September, 2019, approved the appointment of Mr. Mohan Swarup Bhatnagar as an Independent Director of the Company for a period of five years with effect from 28th June, 2019. Mr. Bhatnagar will complete his present term on 27th June, 2024.

The Board of Directors of the Company ('the Board') at the meeting held on 18th April, 2024, after considering the performance evaluation carried out by the Nominations and Remuneration Committee ('the Committee') and on the recommendation of the Committee, recommended for the approval of the Members, the re-appointment of Mr. Bhatnagar as set out in the Resolution. The Committee and the Board considered his diverse skills, particularly in the areas of finance, strategic insight and business management, among others, as some of the important requirements for this role.

The Committee and the Board are of the view that, Mr. Bhatnagar possess appropriate skills, expertise and competencies in the context of the Company's business and given his knowledge, experience and performance, and contributions made to the Board, his continued association would benefit the Company.

Mr. Bhatnagar, pursuant to Section 152 of the Companies Act, 2013 ('the Act') has given his consent to act as a Director of the Company, and requisite notice, pursuant to Section 160 of the Act, proposing his re-appointment has been received by the Company. Declaration that he meets the criteria of independence prescribed under Section 149 of the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') has also been received by the Company. Mr. Bhatnagar has confirmed that he is not debarred to hold the office of a Director by virtue of any order passed by SEBI or any other authority.

The candidature of Mr. Bhatnagar is in conformity with the requirements of the Act and the Listing Regulations. Further, in the opinion of the Committee and the Board, Mr. Bhatnagar fulfils the conditions specified in the Act, the Rules thereunder and the Listing Regulations for his re-appointment as an Independent Director and he is independent from the management of the Company.

During the proposed term of re-appointment, Mr. Bhatnagar will attain the age of seventy five years on 11th September, 2026. The Special Resolution once passed, shall also be deemed as approval under Regulation 17 of the Listing Regulations for his continuation as Independent Director beyond the age of seventy five years.



Additional information in respect of Mr. Bhatnagar, including his brief resume, pursuant to the Listing Regulations and the Secretarial Standard on General Meetings, is provided below:

Mr. Bhatnagar (73) is a Graduate from St. Stephen's College and holds a Master in Business Administration from FMS, Delhi University. He joined ITC Limited (ITC) in the year 1975.

In a long career spanning over 41 years, he held various job positions in Finance function before taking over as the Head of Finance for Hotels Division of ITC. Subsequently, he held charge of Growth and Development for the Hotels Business as Executive Vice President. He was also a member of the Management Committee of the Hotels Division and was on the Board of various joint venture and subsidiary companies of ITC. He retired from ITC in September, 2013.

Post retirement, he is actively involved in angel investing and mentoring select start-up ventures. Currently he is not a director in any company and neither has he been a director of any listed company during the last three years.

Mr. Bhatnagar would be entitled to sitting fees for attending the meetings of the Board and its Committees. He does not have any other direct or indirect pecuniary relationship with the Company.

Mr. Bhatnagar holds 2500 equity shares in his individual capacity; he does not hold any share in the Company on a beneficial basis for any other person. The Company held one Board meeting during FY 2024-25, (upto the date of this notice) and the same was attended by Mr. Bhatnagar. Mr. Bhatnagar is not related to any of the Directors or Key Managerial Personnel of the Company.

Mr. Bhatnagar and his relatives, are interested in this Special Resolution. None of the other Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Special Resolution.

The Board recommends this Special Resolution for your approval.

**By Order of the Board
Gujarat Hotels Limited**

Dated: 18th April, 2024

**Sneha Gupta
Company Secretary**



INSTRUCTIONS FOR REMOTE E-VOTING

Step 1: Access to NSDL e-Voting system

(A) For Individual Members holding shares in dematerialised form:

Individual Shareholders holding shares in demat mode with NSDL

- **If you are registered for NSDL 'IDeAS' facility**, you are required to follow the below-mentioned steps:
 - (a) Launch internet browser by typing the URL: <https://eservices.nsd.com> and click on '**Beneficial Owner**' tab under the '**IDeAS**' section.
 - (b) Insert your existing user ID, password /OTP and the verification code as shown on the screen.
 - (c) After login, click on '**Access to e-voting**' under e-Voting services and you will be able to see the e-voting page.
 - (d) Click on '**evote**' link available against Gujarat Hotels Limited or '**e-voting service provider - NSDL**' and proceed to Step 2 to cast your vote.

- **If you are not registered for IDeAS e-Services:**
 - (a) The option to register is available at <https://eservices.nsd.com>.
 - (b) Select '**Register Online for IDeAS Portal**' or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp> .
 - (c) Upon successful registration, please follow steps given at Points (a) to (d) above.

- **For eVoting through website of NSDL**, you are required to follow the below-mentioned steps:
 - (a) Launch internet browser by typing the URL: <https://evoting.nsd.com> and click on '**Shareholder / Member - Login**'.
 - (b) Insert your existing user ID, password / OTP and the verification code as shown on the screen and agree to the terms and conditions by clicking the box.
 - (c) After authentication, you will be re-directed to NSDL e-services website wherein you will be able to see the e-voting page.
 - (d) Click on '**evote**' link available against Gujarat Hotels Limited or '**e-voting service provider - NSDL**' and proceed to Step 2 to cast your vote.



Individual Members holding shares in demat account with Central Depository Services (India) Limited ('CDSL')

- **If you are registered for CDSL 'Easi / Easiest' facility**, you are required to follow the below-mentioned steps:
 - (a) Login at www.cdslindia.com and click on **'My Easi New (Token)'** or launch internet browser by typing the URL: <https://web.cdslindia.com/myeasitoken/home/login> .
 - (b) Insert your existing user ID and password.
 - (c) After login, you will be able to view the e-voting menu.
 - (d) Click on **'evote'** link available against Gujarat Hotels Limited or **'e-voting service provider - NSDL'** and proceed to Step 2 to cast your vote.

- **If you are not registered for CDSL 'Easi / Easiest' facility**, you can directly access the **e-voting** page by clicking on **'E Voting'** on the home page of www.cdslindia.com with your demat account number and PAN.

After OTP based authentication, you will be provided link for **'evoting'** against Gujarat Hotels Limited or **'e-voting service provider - NSDL'**. Click on the link and proceed to Step 2 to cast your vote.

For Members logging in through the websites of their Depository Participants

- (a) Login to your demat account, using the login credentials, through the concerned Depository Participant registered with NSDL / CDSL for e-voting.
- (b) Click on the option available for e-voting. You will be re-directed to NSDL e-services website wherein you will be able to see the e-voting page.
- (c) Click on **'evote'** link available against Gujarat Hotels Limited or **'e-voting service provider - NSDL'** and proceed to Step 2 to cast your vote.

Members who are unable to retrieve their user ID or password are advised to use 'Forgot User ID' / 'Forgot Password' option(s) available on the websites of the respective Depositories / Depository Participants.

(B) For Non-Individual Members holding shares in dematerialised form and Members holding shares in certificate form:

If you are registered for NSDL 'IDeAS' facility, you can login at <https://eservices.nsd.com> with your existing IDeAS login and click on **'e-voting'** to proceed to Step 2 to cast your vote.

If you are not registered for NSDL 'IDeAS' facility, then you are required to follow the below-



mentioned steps:

- (a) Launch internet browser by typing the URL: **https://evoting.nSDL.com** and click on **'Shareholder / Member - Login'**.
- (b) Insert your existing user ID, password/ OTP and the verification code as shown on the screen.

• **User ID:**

a) For Members holding 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 holding 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 certificate form.	Electronic Voting Event Number (EVEN) followed by your Folio Number registered with the Company. For example if EVEN is 111111 and your folio number is 000*** then user ID is 111111000***.

• **Password:**

- (i) **If you are already registered with NSDL for remote e-voting, you should use your existing password for login.** Members may also use OTP based login.
- (ii) If you are using NSDL e-voting system for the first time, you would need to use your **'initial password'** for login.
- (iii) If you are unable to retrieve the 'initial password', or have forgotten your password: Click on **'Forgot User Details / Password?'**, if holding shares in dematerialised form, or Click on **'Physical User Reset Password?'**, if holding shares in certificate form.

You may also send an e-mail requesting for password at evoting@nSDL.com, mentioning your name, PAN, registered address and your DP ID & Client ID / folio number.

- (c) Agree to the terms and conditions by clicking the box.
- (d) Click on **'Login'**. Home page of remote e-voting opens.

Step 2: Cast your vote on NSDL e-voting website

- (a) Select the EVEN of Gujarat Hotels Limited.
- (b) Now you are ready for remote e-voting as **'Cast Vote'** page opens.
- (c) Cast your vote by selecting appropriate option and click on **'Submit'**. Thereafter click on **'Confirm'** when prompted; upon confirmation, your vote is cast and the message **'Vote cast successfully'** will be displayed.



Other Instructions

In case of any query / grievance you may refer to the Frequently Asked Questions for Shareholders and e-voting User Manual for Shareholders available under the Download section of www.evoting.nsdl.com or contact:

- (i) NSDL- by sending a request at evoting@nsdl.com or call at **022 - 4886 7000**;
- (ii) CDSL - by sending a request at helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.