

40th Annual General Meeting (AGM) of
Gujarat Hotels Limited
Details of voting results

Date of the AGM:	23 rd August, 2022
Total number of shareholders on record date: (being the cut-off date for determining shareholders entitled to vote – 16 th August, 2022)	5474
No. of Shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	Not Applicable as the AGM was held through Video Conferencing /Other Audio Video Means
No. of Shareholders attended the meeting through video conferencing: Promoters and Promoter Group: Public	2 68

Agenda – wise disclosure

ORDINARY BUSINESS

Item No. 1 - Adoption of the Financial Statements of the Company for the financial year ended 31st March, 2022 and the Reports of the Board of Directors and the Auditors thereon.

Resolution Required:						Ordinary Resolution		
Whether promoter / promoter group are interested in the agenda / resolution:						No		
Category	Mode of Voting	No. of shares held as on cut-off date	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) = $\frac{(2)}{(1)} \times 100$	(4)	(5)	(6) = $\frac{(4)}{(2)} \times 100$	(7) = $\frac{(5)}{(2)} \times 100$
Promoter and Promoter Group	E-Voting*	2033963	2033963	100.00	2033963	0	100.00	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		2033963	100.00	2033963	0	100.00	0.0000
Public - Institutions	E-Voting*	100	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		0	0.0000	0	0	0.0000	0.0000
Public – Non-Institutions	E-Voting*	1753452	460164	26.2433	460164	0	100.00	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		460164	26.2433	460164	0	100.00	0.0000
Total		3787515	2494127	65.8513	2494127	0	100	0



Item No. 2 - Declaration of Final Dividend of Rs. 2/- per Equity Share of Rs. 10/- each for the financial year ended 31st March, 2022.

Resolution Required:						Ordinary Resolution		
Whether promoter / promoter group are interested in the agenda / resolution:						No		
Category	Mode of Voting	No. of shares held as on cut-off date	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) = $\frac{(2)}{(1)} \times 100$	(4)	(5)	(6) = $\frac{(4)}{(2)} \times 100$	(7) = $\frac{(5)}{(2)} \times 100$
Promoter and Promoter Group	E-Voting*	2033963	2033963	100.00	2033963	0	100.00	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		2033963	100.00	2033963	0	100.00	0.0000
Public - Institutions	E-Voting*	100	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		0	0.0000	0	0	0.0000	0.0000
Public – Non-Institutions	E-Voting*	1753452	460164	26.2433	460164	0	100.00	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		460164	26.2433	460164	0	100.00	0.0000
Total		3787515	2494127	65.8513	2494127	0	100	0



Item No. 3 - Appointment of Ms. Benita Sharma (DIN: 08582861), who retires by rotation and, being eligible offered herself for re-appointment.

Resolution Required :						Ordinary Resolution		
Whether promoter / promoter group are interested in the agenda / resolution :						No		
Category	Mode of Voting	No. of shares held as on cut-off date	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) = $\frac{(2)}{(1)} \times 100$	(4)	(5)	(6) = $\frac{(4)}{(2)} \times 100$	(7) = $\frac{(5)}{(2)} \times 100$
Promoter and Promoter Group	E-Voting*	2033963	2033963	100.00	2033963	0	100.00	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		2033963	100.00	2033963	0	100.00	0.0000
Public – Institutions	E-	100	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		0	0.0000	0	0	0	0
Public – Non-Institutions	E-	1753452	460164	26.2433	459927	237	99.9485	0.0515
	Poll		0	0	0	0	0	0
	Postal		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		460164	26.2433	459927	237	99.9485	0.0515
Total		3787515	2494127	65.8513	2493890	237	99.9905	0.0095



Item No. 4 - Re-appointment of Messrs. K C Mehta & Co. LLP, Chartered Accountants (FRN 106237W/W100829) as the Statutory Auditors of the Company.

Resolution Required:						Ordinary Resolution		
Whether promoter / promoter group are interested in the agenda / resolution:						No		
Category	Mode of Voting	No. of shares held as on cut-off date	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) = $\frac{(2)}{(1)} \times 100$	(4)	(5)	(6) = $\frac{(4)}{(2)} \times 100$	(7) = $\frac{(5)}{(2)} \times 100$
Promoter and Promoter Group	E-Voting*	2033963	2033963	100.00	2033963	0	100.00	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		2033963	100.00	2033963	0	100.00	0.0000
Public - Institutions	E-Voting*	100	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		0	0.0000	0	0	0.0000	0.0000
Public – Non-Institutions	E-Voting*	1753452	460164	26.2433	459927	237	99.9485	0.0515
	Poll		0	0	0	0	0	0
	Postal		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		460164	26.2433	459927	237	99.9485	0.0515
Total		3787515	2494127	65.8513	2493890	237	99.9905	0.0095



Item No. 5 - Appointment of Mr. Ashish Thakar (DIN: 09383474) as Non-Executive Director of the Company.

Resolution Required:						Ordinary Resolution		
Whether promoter / promoter group are interested in the agenda / resolution:						No		
Category	Mode of Voting	No. of shares held as on cut-off date	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) = $\frac{(2)}{(1)} \times 100$	(4)	(5)	(6) = $\frac{(4)}{(2)} \times 100$	(7) = $\frac{(5)}{(2)} \times 100$
Promoter and Promoter Group	E-Voting*	2033963	2033963	100.00	2033963	0	100.00	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		2033963	100.00	2033963	0	100.00	0.0000
Public - Institutions	E-Voting*	100	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		0	0.0000	0	0	0.0000	0.0000
Public – Non-Institutions	E-Voting*	1753452	460164	26.2433	459927	237	99.9485	0.0515
	Poll		0	0	0	0	0	0
	Postal		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		460164	26.2433	459927	237	99.9485	0.0515
Total		3787515	2494127	65.8513	2493890	237	99.9905	0.0095



Item No. 6 - Entering into/continue to enter into related party transactions with ITC Limited ('ITC')

Resolution Required:						Ordinary Resolution		
Whether promoter / promoter group are interested in the agenda / resolution:						Yes		
Category	Mode of Voting	No. of shares held as on cut-off date	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) = $\frac{(2)}{(1)} \times 100$	(4)	(5)	(6) = $\frac{(4)}{(2)} \times 100$	(7) = $\frac{(5)}{(2)} \times 100$
Promoter and Promoter Group	E-Voting*	2033963	0	0	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		0	0	0	0	0.0000	0.0000
Public - Institutions	E-Voting*	100	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		0	0.0000	0	0	0.0000	0.0000
Public – Non-Institutions	E-Voting*	1753452	457609	26.0976	457609	0	100.0000	0.0000
	Poll		0	0	0	0	0	0
	Postal		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		457609	26.0976	457609	0	100.0000	0.0000
Total		3787515	457609	12.0820	457609	0	100	0

*aggregate of votes cast through remote e-voting (facility to cast votes prior to the AGM) and e-voting during the AGM

All the Resolutions for consideration at the 40th AGM in respect of the items set out in the Notice dated 13th July, 2022 have been passed by the Members by requisite majority through remote e-voting and e-voting during the AGM.

Note: for the purpose of calculation of No. of votes polled, only the valid votes have been counted and no. of invalid votes had not been taken into account.



Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014]

To,
Mr. Nakul Anand,
Chairman
Gujarat Hotels Limited
Welcome Hotel, Vadodara
R C Dutt Road, Alkapuri, Vadodara
Gujarat-390007

Subject: Consolidated Scrutinizer's Report for passing of Resolutions through Remote E-Voting and voting through electronic Voting system at the 40th Annual General Meeting of the Members of Gujarat Hotels Limited ("the Company") held on Tuesday, 23rd August, 2022 at 11:00 A.M. through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM)

Dear Sir,

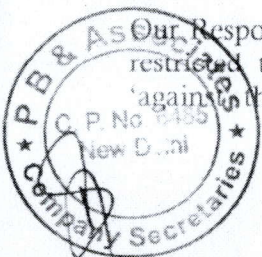
I, Pooja Bhatia, Practicing Company Secretary of M/s P B & Associates, Company Secretaries, appointed by the Board of Directors of the Company at the Meeting held on 13th July, 2022 to act as the Scrutinizer in terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, for the purpose of scrutinizing the process of remote e-voting and electronic voting held during the 40th Annual General Meeting (AGM) of the Company held on 23rd August, 2022 through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM).

Management Responsibility

The Management of the Company is responsible to ensure the compliances with the requirements of the Companies Act, 2013 and Rules made there under and General Circular Nos. 14/2020, 17/2020, 20/2020, 39/2020, 02/2021 and 2/2022 dated April 08, 2020, April 13, 2020, May 05, 2020, December 31, 2020, January 13, 2021 and May 05, 2022 respectively, issued by the Ministry of Corporate Affairs (MCA) (hereafter referred to as "MCA Circulars") relating to remote e-voting and e-voting during the AGM on the resolutions contained in the AGM Notice dated 13th July, 2022.

Scrutinizer's Responsibility

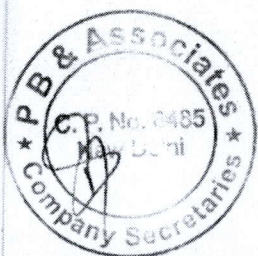
Our Responsibility as Scrutinizer for the remote e-voting and e-voting during the AGM is restricted to make a Consolidated Scrutinizer's Report of the vote cast 'in favour' or 'against' the resolutions stated in the Notice of AGM dated 13th July, 2022 based on the



reports generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL), the agency engaged by the Company to provide remote e-voting facility and e-voting during the AGM.

I do hereby submit my report as follows:

1. All the Resolutions for consideration at the AGM were transacted through remote e-voting and also e-voting during the AGM, for which purpose the Board of Directors of the Company engaged the services of Central Depository Services (India) Limited (CDSL).
2. Members whose names were 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 i.e. 16th August, 2022 were entitled to cast their votes by remote e-voting or e-voting during the AGM.
3. Voting through remote e-voting commenced at 10:00 A.M. on 19th August, 2022 and ended on 5:00 P.M. on 22nd August, 2022 and after which the remote e-voting was blocked by CDSL.
4. Facility of e-voting was provided during the AGM to those Members who did not cast their votes by remote e-voting prior to the AGM.
5. After conclusion of voting at the AGM, the votes cast through e-voting during the AGM and remote e-voting were unblocked on the same day at 12:08 P.M., in the presence of two witnesses, Mr. Devender Singh and Mr. Radhey Shayam Pandey neither of whom are in the employment of the Company.
6. Based on the reports generated from CDSL's e-voting website www.evotingindia.com, which I have scrutinized, the consolidated results of voting are reported as under:



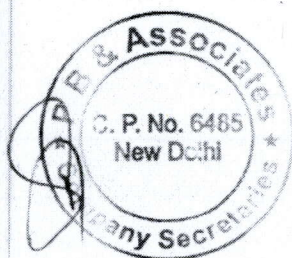
ORDINARY BUSINESS

Item No. 1 — As an Ordinary Resolution

Adoption of the Financial Statements of the Company for the financial year ended 31st March, 2022, and the Reports of the Board of Directors and the Auditors thereon.

	Remote e-voting		E-voting during the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes Cast	Number of Members who voted	Number of Shares for which votes Cast	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	74	2494072	3	55	77	2494127	100%
Voted against the Resolution	0	0	0	0	0	0	0
Total	74	2494072	3	55	77	2494127	100%

Based on the aforesaid results, Ordinary Resolution as contained in Item No. 1 of the AGM Notice of the Company dated 13th July, 2022 has been passed with Requisite Majority.



Item No. 2 — As an Ordinary Resolution

Declaration of Final Dividend of Rs. 2/- per Equity Share of Rs. 10/- each for the financial year ended 31st March, 2022.

	Remote e-voting		E-voting during the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes Cast	Number of Members who voted	Number of Shares for which votes Cast	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	74	2494072	3	55	77	2494127	100%
Voted against the Resolution	0	0	0	0	0	0	0
Total	74	2494072	3	55	77	2494127	100%

Based on the aforesaid results, Ordinary Resolution as contained in Item No. 2 of the AGM Notice of the Company dated 13th July, 2022 has been passed with Requisite Majority.



Item No. 3 — As an Ordinary Resolution

Appointment of Ms. Benita Sharma (DIN: 08582861) who retires by rotation and, being eligible, offers herself for re-appointment

	Remote e-voting		E-voting during the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes Cast	Number of Members who voted	Number of Shares for which votes Cast	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	73	2493835	3	55	76	2493890	99.99%
Voted against the Resolution	1	237	0	0	1	237	.01%
Total	74	2494072	3	55	77	2494127	100.00%

Based on the aforesaid results, Ordinary Resolution as contained in Item No. 3 of the AGM Notice of the Company dated 13th July, 2022 has been passed with Requisite Majority.



Item No. 4 — As an Ordinary Resolution

Re-appointment of Messrs. K C Mehta & Co. LLP, Chartered Accountants (FRN 106237W/W100829) as the Statutory Auditors of the Company

	Remote e-voting		E-voting during the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes Cast	Number of Members who voted	Number of Shares for which votes Cast	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	73	2493835	3	55	76	2493890	99.99%
Voted against the Resolution	1	237	0	0	1	237	.01%
Total	74	2494072	3	55	77	2494127	100.00%

Based on the aforesaid results, Ordinary Resolution as contained in Item No. 4 of the AGM Notice of the Company dated 13th July, 2022 has been passed with Requisite Majority.



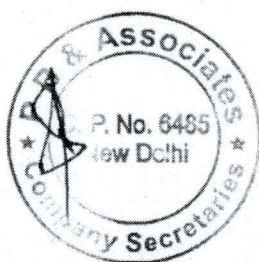
Item No. 5 — As an Ordinary Resolution

Appointment of Mr. Ashish Thakar (DIN: 09383474) as Non-Executive Director of the Company.

	Remote e-voting		E-voting during the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes Cast	Number of Members who voted	Number of Shares for which votes Cast	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	73	2493835	3	55	76	2493890	99.99%
Voted against the Resolution	1	237	0	0	1	237	.01%
Total	74	2494072	3	55	77	2494127	100.00%

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

Based on the aforesaid results, Ordinary Resolution as contained in Item No. 5 of the AGM Notice of the Company dated 13th July, 2022 has been passed with Requisite Majority.



Item No. 6 — As an Ordinary Resolution

Entering into/continue to enter into related party transactions with ITC Limited ('ITC')

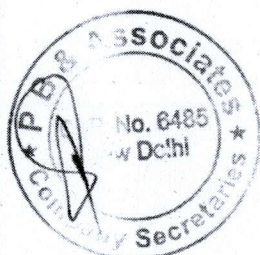
	Remote e-voting		E-voting during the AGM		Consolidated voting results*		
	Number of Members who voted	Number of Shares for which votes Cast	Number of Members who voted	Number of Shares for which votes Cast	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	71	457609	3	55	74	457664	100%
Voted against the Resolution	0	0	0	0	0	0	0
Total	71	457609	3	55	74	457664	100.00%

Based on the aforesaid results, Ordinary Resolution as contained in Item No. 6 of the AGM Notice of the Company dated 13th July, 2022 has been passed with Requisite Majority.

* Pursuant to the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, related parties of the Company were not eligible to vote and have therefore not voted on this Resolution.

The vote casted by Mr. Mohan Bhatnagar, being one of the director of the Company, on this resolution is treated as invalid

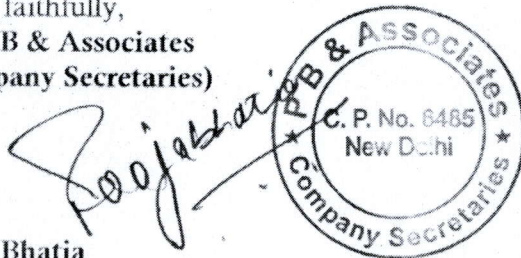
Note: for the purpose of calculation of No. of votes polled, only the valid votes have been counted and no. of invalid votes had not been taken into account.



7. 70 (Seventy) members were present through Video Conferencing/Other Audio Video Means and all the resolutions are passed with requisite majority.
8. All the relevant records shall remain in my safe custody until the Chairperson of the Meeting considers, approves and signs the minutes of the 40th Annual General Meeting and the same shall be handed over thereafter to the Chairperson or Company Secretary of the Company for safe keeping.

Thanking you,

Yours faithfully,
For P B & Associates
(Company Secretaries)



Pooja Bhatia
Mem. No. FCS-7673
COP: 6485
UDIN: F007673D000835137

Place: New Delhi
Date: 23rd August 2022

We the undersigned, have witnessed that the votes cast through remote e-voting and e-voting during the AGM were unblocked from CDSL's e-voting website <https://www.evotingindia.com/> in our presence on 23rd August, 2022 at 12:08 P.M.

Name: Devender Singh
Address: H. No-N-8, Budh Vihar,
Phase-1, Delhi-110086

Name: Radhey Shayam Pandey
Address: A-297, Shahbad Dairy,
Delhi-110042

Counter Signed by the Company Secretary

Signature: