



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 Resolution set out hereunder for appointment of Mr. Anil Chadha as Non-Executive Director of the Company, is 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
Tuesday, 30 th January, 2024, at 9:00 a.m. IST	Wednesday, 28 th February, 2024 at 5:00 p.m. IST

The Board of Directors of the Company at the meeting held on 11th January, 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 Resolution 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 **Thursday, 29th February, 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, where the Company's shares are listed.



SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:-

“Resolved that, in accordance with the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company, Mr. Anil Chadha (DIN: 08073567) be and is hereby appointed as a Non-Executive Director of the Company, liable to retire by rotation, with effect from 11th January, 2024.”

By Order of the Board
Gujarat Hotels Limited

Dated: 11th January, 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 Resolution 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 January, 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 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 Tuesday, 30th January, 2024 and will end at 5:00 p.m. on Wednesday, 28th February, 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 Ordinary Resolution, if passed by the requisite majority, will be deemed to be passed on the last date specified for remote e-voting i.e., **Wednesday, 28th February, 2024**.
9. Members may please note that this Postal Ballot Notice will be available on the Company's website at www.gujarathotelsltd.in and on NSDL's website at www.evoting.nsdl.com. The Notice is also available on the website of BSE Ltd at www.bseindia.com.



EXPLANATORY STATEMENT

The Board of Directors of the Company ('the Board') at the meeting held on 11th January, 2024, on the recommendation of the Nominations and Remuneration Committee, appointed, in terms of Section 161(1) of the Companies Act, 2013 ('the Act') read with Article 130 of the Articles of Association of the Company, Mr. Anil Chadha (DIN: 08073567) as Additional Non-Executive Director of the Company with effect from 11th January, 2024. The Board at the said meeting recommended the above-mentioned appointment for the approval of the Members. Further, Mr. Chadha was also appointed as the Chairman of the Company at the said Board meeting.

Brief Profile of Mr. Anil Chadha

Mr. Anil Chadha, an alumnus of Welcomgroup Graduate School of Hotel Administration, joined ITC Limited ('ITC') - Hotels Division in 1992. Apart from a brief hiatus of one and a half years, he has spent most part of his career with ITC, heading key hotel properties in New Delhi, Agra, Bengaluru and Chennai. He took over as Vice President - Operations of the Hotels Division in April, 2019 and further as the Chief Operating Officer in December, 2019. He was appointed as the Divisional Chief Executive Officer of the Hotels Division of ITC in September, 2021.

Mr. Chadha is acknowledged for his deep understanding of the hospitality business, strategic acumen and operational excellence. He has successfully implemented innovative service standards & efficiency enhancements and optimised hotel operations for superior guest experiences, earning a distinctive reputation for the brand. Mr. Chadha's leadership is catalyzed by his consistent attention to talent development and talent recognition, placing a strong emphasis on mentorship and team empowerment, thus fostering a culture of authority, accountability and innovation within his teams.

Mr. Chadha has been conferred with numerous recognitions within the industry including – Best CEO by W.E. Global Employees' Choice Award (2022), Hotelier of the Year by BBC Food Awards (2018), General Manager of the Year by Business World Hotelier (2016) and Hotelier of the Year by Vir Sanghvi, Brunch Magazine- Hindustan Times (2014) amongst many others.

Mr. Chadha is not in receipt of any remuneration from the Company. Further, pursuant to Section 152 of the Act, Mr. Chadha has given his consent to act as a Director of the Company, and requisite notice, pursuant to Section 160 of the Act, proposing his appointment as a Director of the Company has been received. The Company has also received from him, intimation to the effect that he is not disqualified under Section 164(2) of the Act and declaration confirming that he has not been debarred from holding the office of Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority.

Additional information in respect of Mr. Chadha, pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings, is given in the **Annexure**.



Mr. Chadha and his relatives, are interested in this Resolution relating to his appointment. None of the other Directors and Key Managerial Personnel of the Company, or their relatives, is concerned or interested, financially or otherwise, in this Resolution.

The Board recommends this Resolution for your approval.

By Order of the Board
Gujarat Hotels Limited

Sneha Gupta
Company Secretary

Dated: 11th January, 2024



Annexure

Additional information in respect of Mr. Anil Chadha

Particulars	Details								
Age	54 years								
Qualifications	Graduate from Welcomgroup Graduate School of Hotel Administration								
Experience	Over 30 years								
Remuneration drawn during FY 2022-23	Not Applicable								
Date of first appointment on the Board	11 th January, 2024								
Shareholding in the Company (singly / jointly), including shares held as a beneficial owner	NIL								
Relationship with other Directors and Key Managerial Personnel of the Company	None								
Direct or indirect pecuniary relationship with the Company, other than remuneration	None								
Number of Board Meetings attended during FY 2023-24 (up to the date of the Notice)	One								
Directorship(s) in other companies	<table border="1"><thead><tr><th>Name of the Company</th><th>Position</th></tr></thead><tbody><tr><td>Fortune Park Hotels Limited</td><td>Chairman and Non-Executive Director</td></tr><tr><td>WelcomHotels Lanka (Private) Limited</td><td>Chairman and Non-Executive Director</td></tr><tr><td>Maharaja Heritage Resorts Limited</td><td>Non-Executive Director</td></tr></tbody></table> <p>Further, he has not stepped down as Director from any listed company during the last three years.</p>	Name of the Company	Position	Fortune Park Hotels Limited	Chairman and Non-Executive Director	WelcomHotels Lanka (Private) Limited	Chairman and Non-Executive Director	Maharaja Heritage Resorts Limited	Non-Executive Director
Name of the Company	Position								
Fortune Park Hotels Limited	Chairman and Non-Executive Director								
WelcomHotels Lanka (Private) Limited	Chairman and Non-Executive Director								
Maharaja Heritage Resorts Limited	Non-Executive Director								
Membership(s) /Chairmanship(s) of Board Committees of other companies	None								



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 securities 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 value added 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.

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

Other Members 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 and the verification code as shown on the screen.

• **User ID:**

a) For Members holding shares 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 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 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 or 022 - 2499 7000;**
- (ii) CDSL - by sending a request at helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.