



# GUJARAT HOTELS LIMITED

## NOTICE OF ANNUAL GENERAL MEETING

### GUJARAT HOTELS LIMITED

CIN: L55100GJ1982PLC005408

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

Tel: 0265 233 0033 ● E-mail: ghlinvestors@yahoo.co.in ● Website: www.gujarathotelsltd.in

### NOTICE OF 41<sup>ST</sup> ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Forty First Annual General Meeting of the Members of Gujarat Hotels Limited will be held on **Monday, 11<sup>th</sup> September, 2023, at 11:00 a.m. (IST)** for the transaction of the following businesses, through Video Conferencing / Other Audio Visual Means in conformity with the regulatory provisions and the Circulars issued by the Ministry of Corporate Affairs, Government of India:-

#### ORDINARY BUSINESS

1. To consider and adopt the Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2023, and the Reports of the Board of Directors and the Auditors thereon.
2. To declare Final Dividend of ₹ 2/- per Equity Share of ₹10/- each for the financial year ended 31<sup>st</sup> March, 2023.
3. To appoint a Director in place of Mr. Nakul Anand (DIN: 00022279) who retires by rotation and, being eligible, offers himself for re-appointment.
4. To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:-

“Resolved that, in accordance with the provisions of Section 142 of the Companies Act, 2013 or any amendment thereto or modification thereof, the remuneration of ₹ 85,000/- (Rupees Eighty Five Thousand Only) to Messrs. K C Mehta & Co. LLP, Chartered Accountants (FRN 106237W/W100829), Statutory Auditor of the Company, for conduct of audit for the financial year 2023-24, payable in one or more instalments, plus goods and services tax as applicable, and reimbursement of out-of-pocket expenses incurred, be and is hereby approved.”

The Record Date fixed for the purpose of determining entitlement of the Members to the Final Dividend for the financial year ended 31<sup>st</sup> March, 2023 is **Friday, 25<sup>th</sup> August, 2023**. Such Dividend, if declared, will be paid between **Tuesday, 12<sup>th</sup> September, 2023 and Saturday, 16<sup>th</sup> September, 2023** to those Members entitled thereto.

By Order of the Board  
Gujarat Hotels Limited

Sneha Gupta  
Company Secretary

Dated: 26<sup>th</sup> July, 2023  
Place: Gurugram

#### NOTES:

- (i) Since this Annual General Meeting ('AGM') will be held through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM'), (a) Members will not be able to appoint proxies for this AGM, and (b) Attendance Slip & Route Map are not annexed to this Notice.
- (ii) Corporate and Institutional Members (companies, trusts, societies etc.) are requested to send a certified copy (in PDF / JPG format) of the Board Resolution/ appropriate authorization to attend this AGM, pursuant to Section 113 of the Companies Act, 2013 ('the Act') through e-mail at [ghlinvestors@yahoo.co.in](mailto:ghlinvestors@yahoo.co.in) or by post to the Company at its Registered Office.
- (iii) In terms of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the applicable Circulars, the items for consideration at this AGM will be transacted through remote e-voting (i.e. facility to cast vote prior to the AGM) and also e-voting during the AGM, for which purpose the Board of Directors of the Company ('the Board') have engaged the



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services of National Securities Depository Limited ('NSDL'). The Board has appointed Ms. Pooja Bhatia (Membership No: F7673), Proprietor, Messrs. P B & Associates, Practicing Company Secretaries, as the Scrutinizer to scrutinize the process of e-voting.

Detailed instructions for e-voting and also for attending the AGM are annexed.

- (iv) **Remote e-voting will commence at 9:00 a.m. on Thursday, 7<sup>th</sup> September, 2023 and will end at 5:00 p.m. on Sunday, 10<sup>th</sup> September, 2023**, when e-voting module will be disabled by NSDL.
- (v) Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members on **Monday, 4<sup>th</sup> September, 2023 (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 by remote e-voting or e-voting during the AGM. Those who are not Members on the cut-off date should accordingly treat this Notice as for information purposes only.
- (vi) Pursuant to the Income-tax Act, 1961, dividend income is taxable in the hands of the Members and the Company is required to deduct tax at source from such dividend at the prescribed rates. A communication providing detailed information & instructions with respect to tax on the Final Dividend for the financial year ended 31<sup>st</sup> March, 2023 is being sent separately to the Members. The said communication will also be made available on the Company's website [www.gujarathotelsind.in](http://www.gujarathotelsind.in).
- (vii) Unclaimed dividend for the financial year 2015-16 and the Equity Shares in respect of which dividend entitlements remain unclaimed for seven consecutive years will be due for transfer to the Investor Education and Protection Fund of the Central Government on 26<sup>th</sup> October, 2023, pursuant to Section 124 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016. Members are requested to claim the said dividend, details of which are available on the Company's website [www.gujarathotelsind.in](http://www.gujarathotelsind.in) under the section 'Unpaid and Unclaimed Dividend' under 'Investor Relations'. The Company will not be able to entertain any claim received after 24<sup>th</sup> October, 2023 in respect of the same.
- (viii) In conformity with the applicable regulatory requirements, the Notice and the Report and Accounts 2023 are being sent only through electronic mode to those Members who have registered their e-mail addresses with the Company or with the Depositories. Members desirous of obtaining physical copies of the said Notice and the Report and Accounts 2023 are required to send a request to the Company at [ghlinvestors@yahoo.co.in](mailto:ghlinvestors@yahoo.co.in) or by post to its Registered Office, mentioning their name and DP ID and Client ID/Folio Number.
- (ix) Members who hold shares in the certificate form or who have not registered their e-mail addresses with the Company or with the Depositories and wish to receive the Notice and the Report and Accounts 2023, or attend the AGM, or cast their votes through remote e-voting or e-voting during the AGM, are required to register their e-mail addresses with the Company by filling the form available on Company's website at <https://www.gujarathotelsind.in/2021/investor-relations/shareholders-communication/ISR-1.pdf>.
- (x) Members who would like to express their views or ask questions with respect to the agenda items of the AGM will be required to register themselves as speaker by sending e-mail to the Company Secretary at [ghlinvestors@yahoo.co.in](mailto:ghlinvestors@yahoo.co.in) from their registered e-mail address, mentioning their name, DP ID and Client ID / folio number and mobile number. Only those Members who have registered themselves as speaker by 5:00 p.m. on Monday, 4<sup>th</sup> September, 2023 will be able to speak at the AGM. The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time, for smooth conduct of the AGM.
- Further, Members who would like to have their questions / queries responded to during the AGM are requested to send such questions / queries in advance within the aforesaid time period.
- (xi) The Register of Directors and Key Managerial Personnel and their shareholding under Section 170 of the Act and the Register of contracts with related party, and contracts and bodies etc. in which Directors are interested under Section 189 of the Act will remain available for inspection through electronic mode during the AGM, for which purpose Members are required to send an e-mail to the Company Secretary at [ghlinvestors@yahoo.co.in](mailto:ghlinvestors@yahoo.co.in).

## INSTRUCTIONS FOR ATTENDING THE AGM AND ALSO FOR E-VOTING

### I. Instructions for attending the AGM through VC / OAVM

- (a) Members who wish to attend this AGM through VC / OAVM are requested to follow the steps enumerated under (II) below for login to the NSDL e-voting system. After login, click on the 'VC / OAVM' link appearing under 'Join Meeting' against the Electronic Voting Event Number ('EVEN') of Gujarat Hotels Limited.



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- (b) The facility for the Members to join this AGM through VC / OAVM will be available from 15 minutes before the time scheduled for the AGM and may close not earlier than 15 minutes after the commencement of the AGM.
- (c) Members are requested to login to the NSDL e-voting system using their laptops / desktops / tablets with stable Wi-Fi or LAN connection for better experience. Members logging in from mobile devices or through laptops / desktops / tablets connecting via mobile hotspot or with low bandwidth, may experience audio / video loss due to fluctuation in their respective network.

### II. 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 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](http://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.



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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](http://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 in demat account with NSDL. | 8 character DP ID followed by 8 digit Client ID.<br>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.<br>For example, if your Beneficiary ID is 12*****, then your user ID is 12*****.  |
| c) For Members holding shares in certificate form.        | EVEN followed by your Folio Number registered with the Company.<br>For example if EVEN is 11111 and your folio number is 000*** then user ID is 11111000***. |

#### • 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, which has been communicated to you by the Company.
- (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.



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You may also send an e-mail requesting for password at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in), 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**

- (a) 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 Downloads section of NSDL's e-voting website [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact:
  - (i) NSDL- by sending a request to Ms. Pallavi Mhatre at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or call at **022 - 4886 7000 and 022 - 2499 7000**;
  - (ii) CDSL - by sending a request to Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. **1800 22 55 33**;
  - (iii) The Company- by sending a request to the Company Secretary at [ghlinvestors@yahoo.co.in](mailto:ghlinvestors@yahoo.co.in).
- (b) Those who become Members of the Company after sending the Notice but on or before **4<sup>th</sup> September, 2023 (cut-off date)** may write to NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or to the Company at [ghlinvestors@yahoo.co.in](mailto:ghlinvestors@yahoo.co.in) requesting for user ID and password. On receipt of user ID and password, the steps stated above under 'Step 2: Cast your vote on NSDL e-voting website' should be followed for casting of vote.

### **III. Instructions for e-voting during the AGM**

- (a) The procedure for e-voting during the AGM is same as mentioned under (II) above for remote e-voting.
- (b) Only those Members who are present in the AGM and have not cast their votes through remote e-voting prior to the AGM, shall be eligible to vote through the e-voting system available during the AGM. Members who have cast their votes by remote e-voting may attend the AGM, but they will not be entitled to cast their votes again.

### **IV. General Information**

- (a) There will be one vote for every DP ID & Client ID / Registered Folio No. irrespective of the number of joint holders.
- (b) **The Results of voting will be declared within two working days from the conclusion of the AGM and the Resolutions will be deemed to be passed on the date of the AGM, subject to receipt of requisite number of votes.** The declared Results, along with the Scrutinizer's Report, will be available forthwith on the Company's website [www.gujarathotelsltd.in](http://www.gujarathotelsltd.in) under the section 'Investor Relations' and on the website of NSDL; such Results will also be forwarded to BSE Limited, where the Company's shares are listed.