



GUJARAT HOTELS LIMITED

CIN: L55100GJ1982PLC005408

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

Tel: +91 0265 233 0033; E-mail: investors@gujarathotelsltd.com

Website: www.gujarathotelsltd.in

NOTICE OF POSTAL BALLOT

TO THE MEMBERS OF THE COMPANY

NOTICE IS HEREBY GIVEN that, pursuant to Section 110 of the Companies Act, 2013 ('the Act') read with 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 Special Resolution set out hereunder for appointment of Independent Director of the Company, is proposed to be passed through Postal Ballot by voting through electronic means ('remote e-voting').

The Board of Directors of the Company at the meeting held on 13th October, 2025 have appointed Ms. Pooja Bhatia (Membership No. F7673), Proprietor, Messrs. P B & Associates, Practicing Company Secretaries, as the Scrutinizer for scrutinizing 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 Special 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 **Friday, 12th December, 2025 at 4:00 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 BUSINESS

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, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013, and Regulations 17, 25 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Rashmi Verma (DIN: 01993918) be and is hereby appointed as an Independent Director of the Company with effect from 6th October, 2025 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
Swati
Company Secretary**

Dated: 13th October, 2025

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, 31st October, 2025 ('Cut-off Date')**, and who have registered their e-mail address with the Company or with the Depositories.
3. 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.
4. There will be one vote for every DP ID & Client ID / folio number irrespective of the number of joint holders.



5. The remote e-voting facility will be available during the following period:

Commencement of remote e-voting	9:00 a.m. (IST) on Wednesday, 12th November, 2025
End of remote e-voting	5:00 p.m. (IST) on Thursday, 11th December, 2025

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.

6. 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**.
7. The Special Resolution, if passed by the requisite majority, will be deemed to be passed on the last date specified for remote e-voting i.e., **Thursday, 11th December, 2025**.
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EXPLANATORY STATEMENT

Annexed to the Notice dated 13th October, 2025.

The Board of Directors of the Company ('the Board') at the meeting held on 6th October, 2025, on the recommendation of the Nominations and Remuneration Committee ('the Committee'), approved the appointment of Ms. Rashmi Verma as an Additional Director, and subject to the approval of the Members of the Company, also as an Independent Director of the Company with effect from the said date.

Ms. Verma, has given (i) consent to act as a Director of the Company, pursuant to Section 152 of the Companies Act, 2013 ('the Act'), (ii) declaration that she meets the criteria of independence prescribed under Section 149 of the Act read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), and (iii) confirmation that she is not debarred to hold the office of a Director by virtue of any order passed by SEBI or any other authority. Requisite notice, pursuant to Section 160 of the Act, proposing her appointment has also been received.

The candidature of Ms. Verma is in conformity with the requirements of the Act and the Listing Regulations. Further, in the opinion of the Committee and the Board, Ms. Verma 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. Verma, including her brief resume, pursuant to the Listing Regulations and the Secretarial Standard on General Meetings, is provided below:

Ms. Rashmi Verma (66), a retired Indian Administrative Service (IAS) officer with over 36 years of experience across diverse sectors, holds M.A., M.Phil in Political Science from Delhi University, M.Phil in Sociology from IIPA and MBA (Project-based) from the University of Hull, U.K. She retired as Secretary, Ministry of Tourism, Government of India. Before that, Ms. Verma was posted as Secretary, Ministry of Textiles, Government of India and had also worked as Principal Secretary Tourism, Bihar and Chairperson & Managing Director of Bihar State Tourism Development Corporation Limited.

The details of Directorships and Committee Memberships in other companies are stated below:

Directorships in other companies

Name of Company	Position
Pantomath Trustee Private Limited	Independent Director
Uflex Limited*	Independent Director
PTC India Limited*	Independent Director
HT Media Limited*	Independent Director
* Denotes Indian company whose securities are listed on a recognised stock exchange. Apart from the above, Ms. Verma has not been a Director of any other listed company during the last three years.	



Committee Memberships in other companies

Name of Company	Committee	Position
Uflex Limited	Audit Committee	Member
	Nomination and Remuneration Committee	
	Corporate Social Responsibility Committee	
HT Media Limited	Audit Committee	Member
	Corporate Social Responsibility Committee	
	Stakeholders Relationship Committee	Chairperson
	Nomination and Remuneration Committee	
PTC India Limited	Nomination and Remuneration Committee	Chairperson
	Corporate Social Responsibility Committee	
Committee Memberships cover Committees under the Act viz., Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee and Corporate Social Responsibility Committee of Indian companies.		

Ms. Verma 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. Verma is not related to any of the Directors or Key Managerial Personnel of the Company.

The Committee and the Board are of the view that Ms. Verma possess appropriate skills, expertise, knowledge and competencies required for the role of Independent Director of the Company particularly in the context of the Company's business, and that considering diverse experience, professional competence and extensive knowledge of Ms. Verma, her appointment to the Board as Independent Director will be in the overall interest of the Company.

Ms. Verma 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.

**By Order of the Board
Gujarat Hotels Limited
Swati
Company Secretary**

Dated: 13th October, 2025



INSTRUCTIONS FOR REMOTE E-VOTING

Step 1: Access to NSDL e-voting website

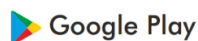
(A) For Individual Members holding shares in dematerialised form:

For Members holding shares in demat account with NSDL

- **If you are registered for 'IDeAS' facility**, you are required to follow the below- mentioned steps:
 - (a) Type the URL: **<https://eservices.nsdl.com>** and click on '**Beneficial Owner**' tab under the 'IDeAS' section.
 - (b) Insert your existing user ID, password and the verification code as shown on the screen.
 - (c) After OTP based authentication and 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 i.e. '**NSDL**' and proceed to Step 2 to cast your vote.

- **If you are not registered for 'IDeAS' facility**, you are required to follow the below- mentioned steps:
 - (a) Type the URL: **www.evoting.nsdl.com** and click on '**Login**' tab under the '**Shareholder / Member**' section.
 - (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 e-services website of NSDL, 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 i.e. '**NSDL**' and proceed to Step 2 to cast your vote.

You may also download NSDL Mobile App '**NSDL Speede**' by scanning the following QR code, for e-voting:





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

➤ If you are registered for 'Easi / Easiest' facility, you are required to follow the below-mentioned steps:

- (a) Type the URL: **<https://www.cdslindia.com>** and click on 'Login to - My Easi' or type the URL: **<https://web.cdslindia.com/myeasitoken/home/login>**.
- (b) Insert your existing username and password.
- (c) After OTP based authentication and login, click on e-voting menu.
- (d) Click on 'evote' link available against Gujarat Hotels Limited or e-voting service provider i.e. 'NSDL' and proceed to Step 2 to cast your vote.

You can also 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, click on 'evote' link available against Gujarat Hotels Limited or e-voting service provider i.e. 'NSDL' 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.
- (b) Click on the option available for e-voting. You will be re-directed to e-services website of NSDL, 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 i.e. '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.nsdl.com>** with your existing IDeAS login and click on 'Access to e-voting' to proceed to Step 2 to cast your vote.*

Other Members, including Members holding shares in the certificate form, are required to follow the below-mentioned steps:

- (a) Type the URL: **<https://www.evoting.nsdl.com>** and click on 'Login' tab under the 'Shareholder / Member' section.
- (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. <i>For example, if your DP ID is IN300*** and Client ID is 12*****, then your user ID is IN300***12*****.</i>
b) For Members holding shares in demat account with CDSL	16 digit Beneficiary ID. <i>For example, if your Beneficiary ID is 12***** , then your user ID is 12*****.</i>
c) For Members holding shares in certificate form.	Electronic Voting Event Number ('EVEN') followed by your folio number registered with the Company. <i>For example if the EVEN is 10111 and your folio number is 01/12*** then your user ID is 1014560112000***.</i>

• **Password:**

- (i) **If your email ID is 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 will need to retrieve the 'initial password' which has been communicated to you by NSDL.

- (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, 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) Members who have not registered their e-mail address with the Company or with the Depositories and wish to receive the Postal Ballot Notice and / or cast their votes through remote e-voting are required to register their e-mail address with the Company or the Registrar and Share Transfer Agent of the Company by sending a letter requesting for registration of their e-mail address, mentioning their name and DP ID & Client ID no., by post to the Registrar and Share Transfer Agent of the Company at:

MCS Share Transfer Agent Limited

179-180, 3rd Floor, DSIDC Shed, Okhla Industrial Area,
Phase-I, New Delhi – 110020.

- (b) In case of any query, you may refer to the Frequently Asked Questions and e-voting User Manual for Shareholders available under the Download section of NSDL's e-voting website **www.evoting.nsdl.com**. You may also contact the following persons for any query / grievance:
- (i) Ms. Pallavi Mhatre, Assistant Vice-President, National Securities Depository Limited, 301, Naman Chambers, Plot C-32, G-Block, 3rd Floor, Bandra Kurla Complex, Bandra East, Mumbai 400 051, at telephone no. 022- 48867000 or at e-mail ID **evoting@nsdl.com**.
 - (ii) Company Secretary, at telephone no. 0265 2330033 or at e-mail **investors@gujarathotelsltd.com**.
- (c) Individual Members holding shares in dematerialised form may also reach out for any technical issue related to login through their respective Depositories, i.e. NSDL and CDSL, as follows:
- NSDL - e-mail at **evoting@nsdl.com** or call at telephone no. 022- 4886 7000.
 - CDSL - e-mail at **helpdesk.evoting@cdslindia.com** or call at telephone no. 1800-21-09911 (toll free).