<u>Summary of the proceedings of the 43rd Annual General Meeting of</u> Gujarat Hotels Limited

The 43rd Annual General Meeting ('AGM') of the Members of Gujarat Hotels Limited was held on Tuesday, 26th August, 2025 through Video Conferencing / Other Audio Visual Means in conformity with the regulatory provisions and Circulars issued by the Ministry of Corporate Affairs, Government of India. The Meeting commenced at 11:00 a.m. (IST).

- Mr. A. Chadha, Chairman and Non-Executive Director, chaired the 43rd AGM.
 The business before the Meeting was taken up as quorum was present at the
 commencement of the Meeting and throughout the Meeting 62 Members attended the
 Meeting.
- The Chairman, at the outset, advised that necessary steps had been taken by the Company to ensure that the Members were able to attend the AGM and vote on the resolutions proposed at the Meeting.
- The Chairman thereafter introduced the Directors present at the meeting and advised that the Company Secretary and the representatives of the Statutory Auditors and the Secretarial Auditors were also attending the Meeting. He further advised the Members that the registers and documents, as statutorily required, were available for inspection through electronic mode during the AGM.
- The Chairman on the occasion of the 43rd AGM addressed the Members and thereafter briefed on the Ordinary and Special Business items covered in the AGM Notice dated 9th July, 2025, as listed below:



Ordinary Business

- Adoption of the Financial Statements of the Company for the financial year ended 31st March, 2025, and the Reports of the Board of Directors and the Auditors thereon;
- 2. Declaration of Final Dividend of ₹ 3/- per Equity Share of ₹ 10/- each for the financial year ended 31st March, 2025;
- 3. Appointment of Mr. Anil Chadha, who retired by rotation and offered himself for re-election;
- 4. Approval to remuneration of Messrs. K C Mehta & Co LLP, Chartered Accountants, Statutory Auditors of the Company, for conduct of audit for the financial year 2025-26;

Special Business

- 5. Appointment of Messrs. Mehta & Mehta, Company Secretaries, as the Secretarial Auditors of the Company to conduct secretarial audit for a period of five consecutive financial years commencing from the financial year 2025-26.
- The Chairman gave opportunity to the Members who had registered themselves as Speakers to ask questions or seek clarifications on the agenda items. Thereafter, he responded to the queries raised / clarifications sought by the Members who spoke at the Meeting.
- E-voting facility was provided at the Meeting to the Members who had not cast their votes
 earlier through remote e-voting. The facility to cast votes through remote e-voting was
 provided to the Members from 9:00 a.m. (IST) on 22nd August, 2025, till 5:00 p.m. (IST)
 on 25th August, 2025.



The Chairman advised the Members that the Voting Results, along with the Scrutinizer's
Report, would be made available on the Company's website and also on the website of
National Securities Depository Limited. The Voting Results would also be forwarded to
BSE Limited, where the Company's shares are listed.

The Meeting concluded at 11:53 a.m. (IST).

All the Resolutions for consideration at the 43rd AGM in respect of the items set out in the Notice dated 9th July, 2025, have been passed by the Members by requisite majority through remote e-voting and e-voting during the AGM.



43rd Annual General Meeting ('AGM') of Gujarat Hotels Limited - Details of Voting Results

Date of the AGM	26th August, 2025
Total number of shareholders on record date:	5,277
(being the cut-off date for determining shareholders entitled to vote – 19th August, 2025)	
No. of shareholders present in the meeting either in person or through proxy:	Not Applicable
Promoters and Promoter Group:	
Public:	
No. of shareholders attended the meeting through video conferencing:	
Promoters and Promoter Group:	2
Public:	60



Agenda - wise disclosure

ORDINARY BUSINESS

Item No. 1 - Adoption of the Financial Statements of the Company for the financial year ended 31st March, 2025, and the Reports of the Board of Directors and the Auditors thereon.

Resolution Re	equired:		Ordinary Resoluti	on							
Whether pron the agenda / r		group are interested in	No								
Category	Mode of Voting		No. of votes polled	% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled			
			(2)			(5)	(6) = [(4)/(2)]*100	(7) = [(5)/(2)]*100			
Promoter and Promoter Group	E-Voting*	20,33,963	20,33,963	100	20,33,963	0	100	0.0000			
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.			
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.			
	Total		20,33,963	100	20,33,963	0	100	0.0000			
Public -	E-Voting*	100	0	0.0000	0	0	0.0000	0.0000			
moditations	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.			
	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 -	E-Voting*	17,53,452	2,741	0.1563	2,685	56	97.9570	2.0430			
Non- Institutions	Poll	1	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.			
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.			
	Total		2,741	0.1563	2,685	56	97.9570	2.0430			
Total		37,87,515	20,36,704	53.7742	20,36,648	56	99.9973	0.0027			



Item No. 2 - Declaration of Final Dividend of ₹ 3/- per Equity Share of ₹ 10/- each for the financial year ended 31st March, 2025.

Resolution Re	equired:		Ordinary Resoluti	on				
Whether pron the agenda / r		group are interested in .	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) = [(2)/(1)]*100	(4)	(5)	(6) = [(4)/(2)]*100	(7) = [(5)/(2)]*100
Promoter and Promoter	E-Voting*	20,33,963	20,33,963	100	20,33,963	0	100	0.0000
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Group	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		20,33,963	100	20,33,963	0	100	0.0000
Public -	E-Voting*	100	0	0.0000	0	0	0.0000	0.0000
moditations	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	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 -	E-Voting*	17,53,452	2,741	0.1563	2,685	56	97.9570	2.0430
Non- Institutions	Poll	1	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	1	2,741	0.1563	2,685	56	97.9570	2.0430
Total		37,87,515	20,36,704	53.7742	20,36,648	56	99.9973	0.0027



Item No. 3 - Appointment of Mr. Anil Chadha, who retired by rotation and offered himself for re-election.

Resolution Re	equired:		Ordinary Resoluti	on				
Whether pron the agenda / r	•	group are interested in	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) = [(2)/(1)]*100	(4)	(5)	(6) = [(4)/(2)]*100	(7) = [(5)/(2)]*100
Promoter and Promoter Group	E-Voting*	20,33,963	20,33,963	100	20,33,963	0	100	0.0000
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Oroup	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		20,33,963	100	20,33,963	0	100	0.0000
Public - Institutions	E-Voting*	100	0	0.0000	0	0	0.0000	0.0000
modications	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	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-	E-Voting*	17,53,452	2,741	0.1563	2,685	56	97.9570	2.0430
non- Institutions	Poll	1	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		2,741	0.1563	2,685	56	97.9570	2.0430
Total		37,87,515	20,36,704	53.7742	20,36,648	56	99.9973	0.0027



Item No. 4 - Approval to remuneration of Messrs. K C Mehta & Co LLP, Chartered Accountants, Statutory Auditors of the Company, for conduct of audit for the financial year 2025-26.

Resolution R	equired:		Ordinary Resoluti	on				
Whether pron the agenda / I	•	group are interested in	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) = [(2)/(1)]*100	(4)	(5)	(6) = [(4)/(2)]*100	(7) = [(5)/(2)]*100
Promoter and Promoter Group	E-Voting*	20,33,963	20,33,963	100	20,33,963	0	100	0.0000
	Poll	10	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		20,33,963	100	20,33,963	0	100	0.0000
Public - Institutions	E-Voting*	100	0	0.0000	0	0	0.0000	0.0000
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	ı	0	0.0000	0	0	0.0000	0.0000
Public -	E-Voting*	17,53,452	2,741	0.1563	2,685	56	96.9570	2.0430
Non- Institutions	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		- N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		2,741	0.1563	2,685	56	96.9570	2.0430
Total		37,87,515	20,36,704	53.7742	20,36,648	56	99.9973	0.0027



SPECIAL BUSINESS

Item No. 5 - Appointment of Messrs. Mehta & Mehta, Company Secretaries, as the Secretarial Auditors of the Company to conduct secretarial audit for a period of five consecutive financial years commencing from the financial year 2025-26.

Resolution R	equired:		Ordinary Resoluti	on				
Whether pron the agenda /		group are interested in	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) = [(2)/(1)]*100	(4)	(5)	(6) = [(4)/(2)]*100	(7) = [(5)/(2)]*100
Promoter and Promoter Group	E-Voting*	20,33,963	20,33,963	100	20,33,963	0	100	0.0000
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Croup	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		20,33,963	100	20,33,963	0	100	0.0000
Public - Institutions	E-Voting*	100	0	0.0000	0	0	0.0000	0.0000
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	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-	E-Voting*	17,53,452	2,741	0.1563	2,685	56	97.9570	2.0430
Institutions	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		2,741	0.1563	2,685	56	97.9570	2.0430
Total		37,87,515	20,36,704	53.7742	20,36,648	56	99.9973	0.0027

^{*} aggregate of votes cast through remote e-voting (i.e. facility to cast votes prior to the AGM) and e-voting during the AGM.

All the Resolutions for consideration at the 43rd AGM, in respect of the items set out in the Notice dated 9th July, 2025, have been passed by the Members by requisite majority through remote e-voting and e-voting during the AGM.





Date: 26th August 2025

To
Mr. Anil Chadha
The Chairman
Gujarat Hotels Limited
Welcomhotel Vadodara R. C. Dutt
Road, Alkapuri, Vadodara - 390007,
Gujarat

Sub.: Scrutinizer's Report on the 'Remote E-voting' and 'E-Voting during the Meeting' in respect to the resolutions contained in the Notice of the 43rd Annual General Meeting of Gujarat Hotels Limited held on Tucsday, 26th August, 2025 at 11:00 a.m. through Video Conferencing / Other Audio-Visual Means

Dear Sir.

Please find enclosed herewith the Scrutinizer's Report on the 'Remote E-voting' and 'E-Voting during the Meeting' in respect to the resolutions contained in the Notice of the 43rd Annual General Meeting of Gujarat Hotels Limited held on Tuesday, 26th August, 2025 at 11:00 a.m. through Video Conferencing / Other Audio Visual Means.

C. P. No. 6485

This is for your information and records.

Thanking You,

YOURS SINCERELY,

For P B & Associates

(Company Secretaries)

Pooja Bhatia Mem. No. FCS-7673

COP: 6485

Place: New Delhi

Encl: As Above

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. Anil Chadha The Chairman Gujarat Hotels Limited Welcomhotel Vadodara R. C. Dutt Road, Alkapuri, Vadodara -390007, Gujarat

Subject: Consolidated Scrutinizer's Report for passing of Resolutions through Remote

E-Voting and E-Voting during the 43rd Annual General Meeting of the

Members of Gujarat Hotels Limited ('the Company') held on Tuesday, 26th

August, 2025, at 11:00 a.m. (IST) through Video Conferencing (VC) / Other

Audio-Visual Means (QAVM)

Dear Sir,

I, Pooja Bhatia, Proprietor, M/s. P B & Associates, Practicing Company Secretary was appointed by the Board of Directors of the Company at the meeting held on 9th July, 2025 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 e-voting during the 43th Annual General Meeting ('AGM') of the Company held on Tuesday, 26th August, 2025 through Video Conferencing (VC) / Other Audio-Visual Means (OAVM), in respect of the resolutions for consideration at the said AGM.

Management Responsibility

The Management of the Company is responsible to ensure the compliances with the requirements of the Companies Act, 2013 and Rules made thereunder and General Circular Nos. 14/2020, 17/2020, 20/2020, 39/2020, 02/2021, 02/2022, 10/2022, 09/2023 and 09/2024 dated April 08, 2020, April 13, 2020, May 05, 2020, December 31, 2020, January 13, 2021, May 05, 2022, December 28, 2022, September 25, 2023 and September 19, 2024 respectively, issued by the Ministry of Corporate Affairs relating to remote e-voting and e-voting during the AGM on the resolutions contained in the AGM Notice dated 9th July, 2025 ('AGM Notice').

Scrutinizer's Responsibility

Our Responsibility as Scrutinizer for the remote e-voting and e-voting during the AGM is restricted to preparing a Consolidated Scrutinizer's Report of the votes cast 'in favour' or 'against' the resolutions stated in the AGM Notice dated 9th July, 2025 based on the reports generated from the e-voting system provided by National Securities Depository Limited (NSDL), the agency engaged by the Company to provide remote e-voting facility and e-voting during the AGM.

sso locally 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 NSDL.
- 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. Tuesday, 19th August, 2025 were entitled to cast their votes by remote e-voting or e-voting during the AGM.
- 3. Voting through remote e-voting commenced at 9:00 a.m. on Friday, 22nd August, 2025 and ended on 5:00 p.m. on Monday, 25th August, 2025 and after which the remote e-voting was blocked by NSDL.
- 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 during the AGM, the votes cast through e-voting during the AGM and remote e-voting were unblocked on the same day at 11:54 a.m. in the presence of two witnesses, Mr. Krish Ahuja and Ms. Suhani Chawla neither of whom are in the employment of the Company.
- 6. Based on the reports generated from NSDL's e-voting website www.evoting.nsdl.com, which I have scrutinized, the consolidated results of voting are reported as under:



ORDINARY BUSINESS

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Item No. 1 — As an Ordinary Resolution

Adoption of the Financial Statements of the Company for the financial year ended 31st March, 2025, and the Reports of the Board of Directors and the Auditors thereon.

	Remote	e-voting	_	during the	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	47	2036537	12	111	59	2036648	99.9973
Voted against the resolution	4	56	0	. 0	4	56	0.0027
Total	51	2036593	12	111	63	2036704	100

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

Item No. 2 — As an Ordinary Resolution

Declaration of Final Dividend of ₹ 3/- per Equity Share of ₹ 10/- each for the financial year ended 31st March, 2025.

	Remote	e-voting	1 -	during the GM	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	47	2036537	. 12	111	59	2036648	99.9973
Voted against the resolution	4	56	0	0	4	56	0.0027
Total	51	2036593	12	· 111	63	2036704	100

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



Item No. 3 — As an Ordinary Resolution

Appointment of Mr. Anil Chadha, who retires by rotation and, being eligible, offers himself for re-election.

	Remote	e-voting	_	during the GM	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	47	2036537	12	111	59	2036648	99,9973
Voted against the resolution	4	56	0	0	4	56	0.0027
Total	51	2036593	12	111	63	2036704	100

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



Item No. 4 — As an Ordinary Resolution

Approval to remuneration payable to Messrs. KC Mehta & Co LLP, Chartered Accountants, Statutory Auditors of the Company, for conduct of audit for the financial year 2025-26.

	Remote	e-voting	_	during the GM	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	47	2036537	12	111	59	2036648	99.9973
Voted against the resolution	4	56	. 0	0	4	56	0.0027
Total	51	2036593	12	111	63	2036704	100

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



Item No. 5 - As Ordinary Resolution

Appointment of Messrs. Mehta & Mehta, Company Secretaries as the Secretarial Auditors of the Company for a period of five consecutive financial years commencing from the financial year 2025-26.

	Remote	e-voting	_	during the GM	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	47	2036537	12	111	59	2036648	99.9973
Voted against the resolution	4	56	. 0	0	4	56	0.0027
Total	51	2036593	12	111	63	2036704	100

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

