



Gujarat Hotels Limited



REPORT AND ACCOUNTS 2014



Executive Club Exclusive room



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GUJARAT HOTELS LIMITED

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GUJARAT HOTELS LIMITED

BOARD OF DIRECTORS & COMMITTEES

Chairman & Non-Executive Director

Nakul Anand

Non-Executive Directors

Cheruvettolil Kochukoshy Koshy

Rohitbhai Chinubhai Mehta

Mahalinga Narayanan

Arun Pathak

Chandrasekhar Subrahmoneyan

BOARD COMMITTEES

Audit Committee

Rohit C Mehta	Chairman
C K Koshy	Member
M Narayanan	Member
S C Sekhar	Member
Representative of Statutory Auditors	Permanent Invitee

Investor Services Committee

S C Sekhar	Chairman
C K Koshy	Member
Arun Pathak	Member

COMPLIANCE OFFICER

Rohan Singh

Registered Office

WelcomHotel Vadodara
R C Dutt Road, Alkapuri
Vadodara - 390 007
Tel : 0265-2330033
CIN No. : L55100GJ1982PLC005408
www.gujarathotelsltd.in

Auditors

Messrs Talati & Talati
Chartered Accountants
Vadodara

Registrars & Share Transfer Agents

MCS Limited
Neelam Apartment
88, Sampatrao Colony,
Alkapuri, Vadodara - 390 007
Tel : 0265-2339397



GUJARAT HOTELS LIMITED



GUJARAT HOTELS LIMITED

CIN : L55100GJ1982PLC005408

Registered office : WelcomHotel Vadodara, R C Dutt Road, Alkapuri, Vadodara-390 007

Tel.: 0265-2330033 • E-mail : ghlinvestors@yahoo.co.in • Website : www.gujarathotelsltd.in

NOTICE OF 32ND ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Thirty Second Annual General Meeting of the Members of Gujarat Hotels Limited will be held at the Registered Office of the Company at WelcomHotel Vadodara, R C Dutt Road, Alkapuri, Vadodara - 390 007 on Monday, the 29th day of September, 2014 at 11.00 a.m. for the transaction of the following businesses:-

ORDINARY BUSINESS

1. To consider and adopt the Accounts of the Company for the financial year ended 31st March, 2014, the Balance Sheet as at that date and the Reports of the Directors and Auditors thereon.
2. To declare dividend for the financial year ended 31st March, 2014.
3. To appoint a Director in place of Mr Chandrasekhar Subrahmoneyan, who retires by rotation and, being eligible, offers himself for re-election.
4. To appoint Auditors and to fix their remuneration. In this connection, to consider and, if thought fit, to pass, with or without modification, the following resolution which will be proposed as an Ordinary Resolution:-

“Resolved that Messrs Talati & Talati, Chartered Accountants (Registration No. 110758W), be and are hereby appointed as the Auditors of the Company from the conclusion of this Meeting to hold such office for a period of three years till the conclusion of the Thirty-Fifth Annual General Meeting, at a remuneration of ₹ 30,000/- to conduct the audit for the financial year 2014-15, plus service tax as applicable, and reimbursement of out-of-pocket expenses incurred.”

SPECIAL BUSINESS

5. To consider and, if thought fit, to pass, with or without modification, the following resolution which will be proposed as an Ordinary Resolution:-

“Resolved that, in terms of Section 149 read with Schedule IV of the Companies Act, 2013, or any

amendment thereto or modification thereof, Mr Cheruvettolil Kochukoshy Koshy be and is hereby appointed an Independent Director of the Company for a period of five years from the date of this Meeting.”

6. To consider and, if thought fit, to pass, with or without modification, the following resolution which will be proposed as an Ordinary Resolution:-

“Resolved that, in terms of Section 149 read with Schedule IV of the Companies Act, 2013, or any amendment thereto or modification thereof, Mr Mahalinga Narayanan be and is hereby appointed an Independent Director of the Company for a period of five years from the date of this Meeting.”

7. To consider and, if thought fit, to pass, with or without modification, the following resolution which will be proposed as an Ordinary Resolution:-

“Resolved that, in terms of Section 149 read with Schedule IV of the Companies Act, 2013, or any amendment thereto or modification thereof, Mr Rohitbhai Chinubhai Mehta be and is hereby appointed an Independent Director of the Company for a period of five years from the date of this Meeting.”

The Register of Members of the Company shall remain closed from Tuesday, 16th September, 2014 to Monday, 29th September, 2014, both days inclusive. Share Transfers received in order at the Company's Registrars and Share Transfer Agents, Messrs MCS Limited, Neelam Apartments, 88, Sampatrao Colony, Alkapuri, Vadodara - 390 007 by the close of business on 15th September, 2014, will be processed for payment of dividend, if declared, to the transferees or to their mandatees and the dividend, if declared, will be paid on 6th October, 2014 to those Members entitled thereto and whose names shall appear on the Register of Members of the Company on 29th September, 2014 or to their mandatees, subject however to the provisions of Section 126 of the Companies



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Act, 2013 or any amendment thereto or modification thereof. In respect of dematerialised shares, the dividend will be paid on the basis of beneficial ownership as on 15th September, 2014 as per details to be furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for this purpose.

By Order of the Board
Gujarat Hotels Limited
Chandrasekhar
Subrahmoneyan
Director

Place : New Delhi
Date : 8th August, 2014

NOTES:

1. **A Member entitled to attend and vote at the Annual General Meeting ('AGM') may appoint a proxy to attend and vote on a poll on his behalf. A proxy need not be a Member of the Company.** Proxies, in order to be effective, must be received at the Registered Office of the Company not less than forty-eight hours before the commencement of the AGM i.e. by 11.00 a.m. on 27th September, 2014.
2. Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at this AGM is annexed.
3. Corporate Members are required to send to the Registered Office of the Company a certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorising their representative to attend and vote at the AGM.
4. Additional information, pursuant to Clause 49 of the Listing Agreement with Stock Exchanges, on Directors recommended by the Board of Directors for appointment/ re-appointment at this AGM is appearing in the Report and Accounts.

Messrs Cheruvettolil Kochukoshy Koshy, Mahalinga Narayanan and Rohitbhai Chinubhai Mehta do not hold any share in the Company nor does any other person hold any share in the Company for them on a beneficial basis. Mr. Chandrasekhar Subrahmoneyan (DIN: 00024780) holds 500 shares of the Company; no other person holds any share in the Company for him on a beneficial basis.
5. Unclaimed dividend for the financial year ended 31st March, 2007, will be due for transfer to the Investor Education and Protection Fund of the

Central Government ('IEPF') on 26th August, 2014, pursuant to the provisions of Section 205A of the Companies Act, 1956 (or Section 124 of the Companies Act, 2013, once notified).

Members who have not encashed their dividend warrant(s) for the financial year ended 31st March, 2007 or any subsequent financial year(s) are requested to lodge their claims with the RTA.

6. Members who are yet to register their e-mail addresses with the Company or with the Depository are once again requested to register the same. The form for registration of e-mail addresses with the Company can be downloaded from the Company's website www.gujarathotelsltd.in.
7. Members are requested to bring their admission slips alongwith copy of the Report and Accounts to the AGM. Duplicate admission slips and/ or copies of Report and Accounts will not be provided at the AGM venue.
8. Members who wish to obtain information on the Company or view the Accounts for the financial year ended 31st March, 2014, may visit the Company's website or send their queries at least 10 days before the AGM to the Compliance Officer at the Registered Office of the Company.
9. In terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has engaged the services of NSDL to provide the facility of electronic voting ('e-voting') in respect of the Resolutions proposed at this AGM. The Board of Directors of the Company has appointed Mr Hemang M Mehta, (Membership No.: F4965), Proprietor, H M Mehta & Associates, Company Secretaries as the Scrutinizer for this purpose.

The procedure with respect to e-voting is provided below:
 - A. **In case of Members who receive the Notice in electronic mode:**
 - (a) Open e-mail and open PDF file viz. '**GHL e-voting.pdf**' with your Client ID No. or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.



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- (b) Launch internet browser by typing the URL: **<https://www.evoting.nsdl.com/>** and click on **'Shareholder – Login'**.
- (c) Insert user ID and password as initial password stated in (a) above. Click on **'Login'**.
- (d) Password change menu appears. Change the password with a new password of your choice with minimum 8 digits/ characters or combination thereof. Please do not share your password with any other person and take utmost care to keep your password confidential.
- (e) Home page of e-voting opens. Click on **'e-voting: Active Evoting Cycles'** and select the Electronic Voting Event Number (EVEN) of Gujarat Hotels Limited.
- (f) Now you are ready for e-voting as **'Cast Vote'** page opens.
- (g) Cast your vote by selecting appropriate option and click on **'Submit'**. Thereafter click on **'Confirm'** when prompted.
- (h) Upon confirmation, the message **'Vote cast successfully'** will be displayed. Thereafter you will not be allowed to modify your vote.
- (i) Corporate and institutional shareholders (companies, trusts, societies etc.) are required to send a scanned copy (in PDF/ JPG format) of the relevant Board Resolution/ appropriate authorisation, with the specimen signature(s) of the authorised signatory(ies) duly attested, to the Scrutinizer through e-mail at **ghlsrutinizer@gmail.com** with a copy marked to NSDL's e-mail ID **evoting@nsdl.co.in**.

B. In case of Members who receive the Notice by post:

- (a) User ID and initial password is provided in the admission slip for the AGM.
- (b) Please follow the steps from Sl. Nos. (b) to (i) mentioned in (A) above, to cast your vote.

C. Members already registered with NSDL for e-

voting can use their existing user ID and password for Login.

Thereafter please follow the steps from Sl. Nos. (e) to (i) mentioned in (A) above, to cast your vote.

- D. In case of any queries, 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**. You may also address your queries relating to e-voting to the e-mail ID **ghlinvestors@yahoo.co.in**.
- E. **The period for e-voting starts at 9.00 a.m. on Tuesday, 23rd September, 2014 and ends at 9.00 p.m. on Thursday, 25th September, 2014.** E-voting shall be disabled by NSDL at 9.00 p.m. on 25th September, 2014.
- F. **General Information**
 - (a) Every Client ID No./ Folio No. shall have one e-vote, irrespective of the number of joint holders.
 - (b) Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member as on Friday, 22nd August, 2014.
 - (c) E-voting right cannot be exercised by a proxy.
 - (d) **The Results of the e-voting will be declared on or after the date of the AGM i.e. Monday, 29th September, 2014.**

The declared Results, alongwith the Scrutinizer's Report, will be available on the Company's website **www.gujarathotelsltd.in** under the section 'Financial Reports' and on the website of NSDL; such Results will also be forwarded to the Stock Exchanges where the Company's shares are listed.

EXPLANATORY STATEMENT

Annexed to the Notice convening the Thirty Second Annual General Meeting to be held on Monday, 29th September, 2014.

Item Nos. 5, 6 & 7

The Board of Directors ('the Board') of the Company at its meeting held on 8th August, 2014 recommended for the approval of the Members, the appointment of



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Messrs Cheruvettolil Kochukoshy Koshy, Mahalinga Narayanan and Rohitbhai Chinubhai Mehta as Independent Directors of the Company, in terms of Section 149 read with Schedule IV of the Companies Act, 2013 ('the Act'), or any amendment thereto or modification thereof, as set out in the Resolutions relating to their respective appointment.

Messrs Koshy, Narayanan and Mehta are presently on the Board as Independent Directors, but were not specifically appointed under Section 149 of the Act. General Circular No. 14/2014 dated 9th June, 2014 of the Ministry of Corporate Affairs requires that the appointment of Independent Directors is to be made expressly under the provisions of Section 149 of the Act.

Your Board considers that the continued association of Messrs Koshy, Narayanan and Mehta with the Company, as Independent Directors, and the rich experience they bring with them, would benefit the Company. Declarations have been received from the aforesaid Directors that they meet the criteria of independence prescribed under Section 149 of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014. Your Board is also of the opinion that the above Directors fulfil the conditions

specified in the Act and the Rules thereunder for their appointment as Independent Directors and that they are independent of the management of the Company.

Brief resume of Messrs Koshy, Narayanan and Mehta are provided under the Section 'Your Directors' in the Report and Accounts.

Notices as required under Section 160 of the Act has have been received from Messrs Koshy, Narayanan and Mehta. Requisite consents, pursuant to Section 152 of the Act, have also been filed by the aforesaid Directors.

Messrs Koshy, Narayanan and Mehta are interested individually in the Resolutions relating to their respective appointment. None of the other Directors and Key Managerial Personnel of the Company, or their relatives, is interested in these Resolutions.

The Board recommends these Resolutions for your approval.

By Order of the Board
Gujarat Hotels Limited
Chandrasekhar
Subrahmoneyan
Director

Place : New Delhi
Date : 8th August, 2014



GUJARAT HOTELS LIMITED

YOUR DIRECTORS

Nakul Anand

Nakul Anand (57), DIN: 00022279, a Non-Executive Director of the Company since March 10, 1998, was appointed the Chairman of the Company effective March 21, 2009. He is an Executive Director on the Board of ITC Limited and holds responsibility for the Hospitality, Travel and Tourism businesses of ITC. An Economics Honours graduate from Delhi University with an AMP degree from Bond University, Australia, he joined ITC Hotels' Management Training Programme in 1978 and also served as the Managing Director of erstwhile ITC Hotels Limited during the period 2003-05.

In a career that spans over three decades, Anand has been acknowledged for his vision and commitment. Leveraging the significant learning of sustainable excellence within ITC, he pioneered the concept of 'Responsible Luxury' in the hospitality industry that led to the LEED Platinum certifications for all ITC super premium luxury hotels, making it the 'Greenest Luxury Hotel Chain in the world'. He has formulated value-based strategies to create a unique quality control model. His dynamic leadership and passion for the business is recognised and acknowledged by his peers. He is the Chairman of the CII National Tourism Committee as well as of the Federation of Associations in Indian Tourism & Hospitality. Anand is immediate past President of the Hotel Association of India.

Other Directorships

Name of the Company	Position
International Travel House Limited	Chairman & Director
Landbase India Limited	Chairman & Director
Fortune Park Hotels Limited	Chairman & Director
Srinivasa Resorts Limited	Vice Chairman & Director
ITC Limited	Executive Director
Bay Islands Hotels Limited	Director
Maharaja Heritage Resorts Limited	Director
Adyar Gate Hotels Limited	Director

Committee Membership of other Companies

Name of the Company	Committee	Position
Landbase India Limited	Audit Committee	Member

Cheruvettolil Kochukoshy Koshy

C K Koshy (69), DIN: 01478704, was appointed as an Independent Non-Executive Director of the Company on May 1, 2007. He is Master of Arts in Political Science and Public Administration. He started off in the Indian Administrative Service in 1968 from the Gujarat Cadre and superannuated in February 2005.

In a long career spanning over 38 years, he has held several eminent positions including those of Additional Chief Secretary, Department of Revenue, Industries and Mines, Tourism and Civil Aviation and Finance and Principal Secretary to the Chief Minister and Joint Secretary & Financial Advisor to the Department of Atomic Energy, Government of India. He also served as Managing Director of the Tourism Corporation of Gujarat, Sardar Sarovar Narmada Nigam, Gujarat State Small Industries Corporation, and Girinar Scooter Limited as Joint Managing Director of the Gujarat Industrial Investment Corporation and Chairman of Gujarat State Petroleum Corporation Limited, Gujarat Petronet Limited and Gujarat Energy Research and Management Institute.

He also served as Executive Director of Nuclear Power Corporation of India Limited. He is currently Professor Emeritus in the faculty of Planning and Public Policy at CEPT University and an advisor to both Indian School of Petroleum and Energy, New Delhi and University of Petroleum and Energy Studies, Dehradun. He does not hold directorship or committee membership of any other company.

Rohitbhai Chinubhai Mehta

Rohit C Mehta (83), DIN: 00050173, was appointed as an Independent Non-Executive Director of the Company on March 28, 2003. He is a Law Graduate

YOUR DIRECTORS

from Bombay University. Mehta is a prominent and successful Industrialist with a wide and varied experience in the management of business and industry. He was the President of Federation of Indian Chambers of Commerce and Industry and had been on the boards of various reputed companies. He was associated with a number of industries, associations, federations including social, educational, sports and charitable organisations. He has also been the International President of Lions Club International and is an active promoter of Lionism in India and a recipient of various awards.

Other Directorships

Name of the Company	Position
Torrent Cables Limited	Chairman
GRUH Finance Limited	Director

Committee Membership of other Companies

Name of the Company	Committee	Position
GRUH Finance Limited	Shareholders'/ Investors' Grievance Committee	Chairman
GRUH Finance Limited	Audit Committee	Member
Torrent Cables Limited	Audit Committee	Member

Mahalinga Narayanan

M Narayanan (68), DIN: 00159288, was appointed as an Independent Non-Executive Director of the Company on January 10, 2008. He is a post graduate in Commerce, graduate in Law, diploma holder in Business Management and holds certified Associated Membership of the Indian Institute of Bankers. He has rich experience of over four decades in Banking, Project Finance, Administration and related areas.

Narayanan started his career with Reserve Bank of India in 1964 and moved over to the Bank of Baroda in 1969 and continued till March, 1985. During his tenure in Bank of Baroda, he worked in all departments of commercial banking operation and

was incharge of large branches of the Bank. In April, 1985 he joined Industrial Finance Corporation of India and had held senior management positions. In October, 1997 he joined Tourism Finance Corporation of India Limited (TFCI) as Managing Director and rose to the position of Chairman and Managing Director which position he held till his retirement in September, 2006. He was conferred with "Udyog Rattan Award" in the year 2005 by the Institute of Economic Studies, New Delhi.

Other Directorships

Name of the Company	Position
Neesa Leisure Limited	Chairman & Director
Pride Hotels Limited	Chairman & Director
Cox & Kings Limited	Director
Royale Indian Rail Tours Limited	Director
Tulip Star Hotels Limited	Director

Committee Membership of other Companies

Name of the Company	Committee	Position
Cox & Kings Limited	Audit Committee	Chairman
Pride Hotels Limited	Audit Committee	Chairman
Royale Indian Rail Tours Limited	Audit Committee	Chairman
Tulip Star Hotels Limited	Audit Committee	Chairman

Arun Pathak

Arun Pathak (54), DIN: 00502850, was appointed as a Non-Executive Director of the Company on November 12, 2011. A Commerce graduate with Honours from Delhi University and a merit list rank holder in Chartered Accountancy, Pathak joined ITC Limited in the year 1983. He has varied experience and handled several responsibilities in ITC's various Divisions starting from Tobacco and moving onto Agri Business, Paperboards & Specialty Papers and Foods businesses before joining the Hotels Division of that company in the year 2007. During these 31 years, he has held various portfolios in finance, taxation, 'technology upgrade' task forces, cigarette