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GUJARAT HOTELS LIMITED

BOARD OF DIRECTORS & COMMITTEES

Chairman and Non-Executive Director

Nakul Anand

Non-Executive Directors

Devkanya Roy Choudhury
Cheruvettolil Kochukoshy Koshy
Rohitbhai Chinubhai Mehta
Mahalinga Narayanan
Jagdish Singh

BOARD COMMITTEES

Audit Committee

R C Mehta	Chairman
C K Koshy	Member
M Narayanan	Member
J Singh	Member
R Singh	Invitee
Representative of Statutory Auditors	Invitee
D K Gulati	Secretary

Nominations and Remuneration Committee

C K Koshy	Chairman
N Anand	Member
R C Mehta	Member
M Narayanan	Member
J Singh	Member
D K Gulati	Secretary

Stakeholders Relationship Committee

J Singh	Chairman
D R Choudhury	Member
D K Gulati	Secretary

Chief Executive Officer

Muckth Dograa

Chief Financial Officer

Rohan Singh

Company Secretary

Deepak Kumar Gulati

Registered Office

WelcomHotel Vadodara
R C Dutt Road, Alkapuri
Vadodara - 390 007
Tel : 0265-233 0033
CIN : L55100GJ1982PLC005408
Website: www.gujarathotelsltd.in
E-mail ID: ghlinvestors@yahoo.co.in

Auditors

Messrs Talati & Talati
Chartered Accountants
Vadodara

Registrars and Share Transfer Agents

MCS Share Transfer Agent Limited
F-65, 1st Floor
Okhla Industrial Area, Phase - 1,
New Delhi 110 020
Tel : 011-41406149-52, 011-41609386



GUJARAT HOTELS LIMITED



GUJARAT HOTELS LIMITED

CIN : L55100GJ1982PLC005408

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

Tel.: 026 5233 0033 • E-mail : ghlinvestors@yahoo.co.in • Website : www.gujarathotelsltd.in

NOTICE IS HEREBY GIVEN that the Thirty Fourth 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 Tuesday, the 20th day of September, 2016, at 11:00 a.m. for the transaction of the following businesses:-

ORDINARY BUSINESS

1. To consider and adopt the Financial Statements of the Company for the financial year ended 31st March, 2016, and the Reports of the Board of Directors and the Auditors.
2. To declare dividend for the financial year ended 31st March, 2016.
3. To appoint a Director in place of Ms Devkanya Roy Choudhury (DIN: 07066556), who retires by rotation and, being eligible, offers herself for re-election.
4. To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:-

“Resolved that, in accordance with the provisions of Sections 139 and 142 of the Companies Act, 2013, or any amendment thereto or modification thereof, the appointment of Messrs Talati & Talati, Chartered Accountants (Registration No. 110758W), as the Auditors of the Company from the conclusion of this Annual General Meeting till the conclusion of the Thirty Fifth Annual General Meeting be and is hereby ratified, and remuneration of ₹ 30,000/- to Messrs Talati & Talati to conduct the audit for the financial year 2016-17 plus service tax as applicable, and reimbursement of out-of-pocket expenses incurred, be and is hereby approved.”

SPECIAL BUSINESS

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

“Resolved that, in accordance with the provisions of the Companies Act, 2013, or any amendment thereto or modification thereof, Mr Jagdish Singh (DIN: 00042258) be and is hereby appointed a Non-Executive Director of the Company whose period of office shall be liable to determination by retirement of directors by rotation.”

The Register of Members of the Company will remain closed from Saturday, 10th September, 2016 to Tuesday, 20th September, 2016, both days inclusive. Share Transfers received in order at the Company's Registrars and Share Transfer Agents, Messrs MCS Share Transfer Agent Limited, F-65, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi-110 020 by 5.30 p.m. on Friday, 9th September, 2016 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 Wednesday, 28th September, 2016 to those Members entitled thereto and whose names will appear on the Register of Members of the Company on 20th September, 2016 or to their mandatees, subject however to the provisions of Section 126 of the Companies 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 9th September, 2016, 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

Place : New Delhi

Date : 11th August, 2016

D K Gulati

Company Secretary



NOTICE OF 34TH ANNUAL GENERAL MEETING

NOTES:

1. **A Member entitled to attend and vote at the Annual General Meeting ('AGM') may appoint a proxy to attend and vote 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 18th September, 2016.

2. 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 ('the Act'), authorising their representatives to attend and vote at the AGM.

3. Explanatory Statement, pursuant to Section 102 of the Act, relating to the Special Business to be transacted at this AGM, is annexed.

4. In terms of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Resolutions placed at this AGM will be transacted through remote e-voting (facility to cast vote from a place other than the venue of the AGM) for which purpose the Board of Directors of the Company ('the Board') have engaged the services of CDSL.

The facility for voting through ballot paper will be available at the AGM venue for those Members who do not cast their votes by remote e-voting prior to the AGM. Members, who cast their votes by remote e-voting, may attend the meeting but will not be entitled to cast their votes once again. The Board has appointed Mr. Suresh Kabra (Membership No.: A9711), Partner, Samdani Kabra & Associates, Company Secretaries, as the Scrutinizer to scrutinize the process of remote e-voting and voting through ballot paper at the AGM venue.

5. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members on **13th September, 2016 (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 voting through ballot paper at the AGM venue. A person who is not a Member on the cut-off date should accordingly treat this Notice as for information purposes only.

6. Unclaimed dividend for the financial year ended 31st March, 2009 will be due for transfer to the Investor Education and Protection Fund of the Central Government ('IEPF') on 3rd September, 2016, pursuant to the provisions of Section 205A of the Companies Act, 1956 / Section 124 of the Companies Act, 2013, once notified. In respect of the said unclaimed dividend, it will not be possible to entertain claims received by the Company after 31st August, 2016.

Details of unclaimed dividend in respect of the financial year ended 31st March, 2009 and up to and including the financial year ended 31st March, 2015 are available on the Company's website **www.gujarathotelsltd.in** under the section 'Investor Relations'.

Members who have not encashed their dividend warrant(s) for the financial year ended 31st March, 2009 or any subsequent financial year(s), are requested to lodge their claims with the Company.

7. Members who wish to update or register their e-mail addresses with the Company or with the Depositories may use the Form for updation / registration which can be downloaded from the Company's website **www.gujarathotelsltd.in** under the section 'Investor Relations'.

8. Members are required to bring their admission slips to the AGM. Duplicate admission slips or copies of the Report and Accounts will not be made available at the AGM venue.

NOTICE OF 34TH ANNUAL GENERAL MEETING

9. Members may visit the Company's website to view the Financial Statements or access information pertaining to the Company. Queries, if any, should be sent atleast 10 days before the AGM to the Company Secretary at the Registered Office of the Company.

10. The procedure with respect to remote e-voting is provided below:

(i) **The period for remote e-voting begins on Friday, 16th September, 2016 at 9.00 a.m. and ends on Monday, 19th September, 2016 at 5.00 p.m. During this period, Members of the Company, holding shares either in certificate form or in dematerialised form, as on the cut - off date i.e. 13th September, 2016, may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter.**

(ii) The Members should log on to the e-voting website **www.evotingindia.com**.

(iii) Click on '**Members**'.

(iv) Now enter your user ID as under:

- (a) For CDSL: 16 digits beneficiary ID,
- (b) For NSDL: 8 character DP ID followed by 8 digit Client ID,
- (c) Members holding shares in certificate form should enter Folio Number registered with the Company.

(v) Thereafter enter the image verification code as displayed and Click on '**Login**'.

(vi) If you are holding shares in dematerialised form and had logged on to www.evotingindia.com and casted your vote earlier for any company, then your existing user ID and password are to be used. If you have forgotten the password then enter user ID and the image verification code and click on forgot password & enter the details as prompted by the system.

(vii) If you are a first time user, follow the steps given below:

PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable to shareholders holding shares in both certificate form and dematerialised form). <ul style="list-style-type: none"> Members who have not updated their PAN with the Company / Depository Participant are requested to use first two letters of their name in CAPITAL letters and the 8 digits of the sequence number in the PAN field as provided in the Admission Slip or on email. In case the sequence number is less than 8 digits, enter the applicable number of 0s before the number and after the first two characters of the name, e.g. if your name is Ramesh Kumar with sequence number 1, then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. If both the details are not recorded with the Depository or Company, please enter your user ID in the Dividend Bank details field as mentioned in instruction (iv).

(viii) After entering these details appropriately, click on '**Submit**'.

(ix) Members holding shares in certificate form will then reach directly to the Company selection screen. The above details can be used by them only for remote e-voting on the resolutions contained in this Notice.

(x) Members holding shares in dematerialised form will then reach 'Password Creation' menu wherein they are required to mandatorily change their login password in the new password field. Kindly note that this password can be used for voting for resolutions of any other company on which you are eligible

NOTICE OF 34TH ANNUAL GENERAL MEETING

to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (xi) Now select the 'Company Name' on which you choose to vote.
- (xii) On the voting page, you will see '**Resolution Description**' and against the same the option '**Yes / No**' for voting. Select the option Yes or No as desired. The option 'Yes' implies that you assent to the Resolution and option 'No' implies that you dissent to the Resolution.
- (xiii) Click on the '**Resolutions File Link**' if you wish to view the entire Resolution details.
- (xiv) After selecting the Resolution you have decided to vote on, click on '**Submit**'. A confirmation box will be displayed. If you wish to confirm your vote, click on '**Ok**', else to change your vote, click on '**Cancel**' and accordingly modify your vote.
- (xv) Once you '**Confirm**' your vote on the Resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on '**Click here to print**' option on the Voting page.
- (xvii) Members can also cast their vote using CDSL's mobile app 'CDSL m-Voting' available for Android, Apple and Windows based mobiles. This app can be downloaded from Google Play Store, App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xviii) **Note for Non-Individual Shareholders and Custodians**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and custodians are required to log on to www.evotingindia.com and

register themselves as Corporates.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the Scrutinizer to verify the same.
- (xix) Those who become Members of the Company after despatch of the Notice but on or before **13th September, 2016 (cut-off date)** may follow the steps from Sl. Nos. (ii) to (xviii) mentioned above for casting of vote.
 - (xx) In case you have any queries or issues regarding e-voting, you may refer to the Frequently Asked Questions and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or at telephone no. 18002005533. You may also address your queries / grievances relating to remote e-voting or voting at the meeting to Mr D K Gulati, the Compliance Officer of the Company at e-mail ID ghlinvestors@yahoo.co.in.
 - (xxi) **General Information**
 - (a) There will be one vote for every Client ID No. / Registered Folio No. irrespective of the number of joint holders.



NOTICE OF 34TH ANNUAL GENERAL MEETING

(b) The Results of voting will be declared within 48 hours 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, alongwith 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 CDSL; such Results will also be forwarded to BSE Limited.

EXPLANATORY STATEMENT

Annexed to the Notice convening the Thirty Fourth Annual General Meeting to be held on Tuesday, 20th September, 2016.

Item 5

The Board of Directors of the Company ('the Board') at the meeting held on 16th April, 2016, on the recommendation of the Nominations and Remuneration Committee, have approved appointment of Mr Jagdish Singh as an Additional Director of the Company with effect from 16th April, 2016. In terms of Section 161(1) of the Companies Act, 2013 ('the Act') Mr Singh will vacate office at this Annual General Meeting.

Notice under Section 160 of the Act proposing the appointment of Mr Singh has been received. Requisite consent, pursuant to Section 152 of the Act, has been filed by Mr Singh.

Mr Singh is not in receipt of any remuneration from the Company. Mr Singh does not hold any share in the Company in his individual capacity or on a beneficial basis for any other person. Additional information in respect of Mr Singh, pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings, is appearing in the Report and Accounts under the section 'Your Directors'.

Mr Singh and his relatives are interested in this Resolution. None of the other Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Resolution. Mr Singh is not related to any of the Directors or Key Managerial Personnel of the Company.

The Board recommends this Resolution for your approval.

By Order of the Board
Gujarat Hotels Limited

Place : New Delhi

Date : 11th August, 2016

D K Gulati

Company Secretary

YOUR DIRECTORS

N Anand

Nakul Anand (59), DIN: 00022279, a Non-Executive Director of the Company since 10th March, 1998, was appointed the Chairman of the Company effective 21st March, 2009. He is an Executive Director on the Board of ITC Limited and holds responsibility for the Hospitality, Travel & Tourism and Lifestyle Retailing 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 close to four decades, Anand has been acknowledged in the hotels and tourism industry for his vision and commitment. Leveraging the significant learning of sustainable excellence within ITC, he led the team at ITC Hotels to pioneer the concept of 'Responsible Luxury' in the hospitality industry, securing 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 Federation of Associations in Indian Tourism & Hospitality. Anand is also a past President of the Hotel Association of India and Chairman of the CII National Tourism Committee.

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

Committee Membership of other Companies

Name of the Company	Committee	Position
Fortune Park Hotels Limited	CSR Committee	Chairman
Srinivasa Resorts Limited	Nominations & Remuneration Committee	Chairman
International Travel House Limited	Nominations & Remuneration Committee	Member
Landbase India Limited	Nominations & Remuneration Committee	Member

C K Koshy

Cheruvettolil Kochukoshy Koshy (71), DIN: 01478704, was appointed as an Independent Non-Executive Director of the Company on 1st May, 2007. He is Master of Arts in Political Science and Public Administration. He joined the Indian Administrative Service in 1968 from the Gujarat Cadre and superannuated in February 2005.

In a long career spanning over 37 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. He served the Government of India as Joint Secretary & Financial Advisor to the Department of Atomic Energy and as Executive Director of Nuclear Power Corporation of India Limited. He has held the posts of the Managing Director of the Tourism Corporation of Gujarat, Sardar Sarovar Narmada Nigam, Gujarat State Small Industries Corporation and Girinar Scooter Limited. He was also the Joint Managing Director of the Gujarat Industrial Investment Corporation and Chairman of Gujarat State Petroleum Corporation Limited, Gujarat State Petronet Limited and Gujarat Energy Research and Management Institute.

Post retirement he has been a consultant to the DFID, the World Bank and to the Department of Personnel and

YOUR DIRECTORS

Administrative Reforms, Govt. of India. He was appointed Professor Emeritus in the faculty of Planning and Public Policy at CEPT University, Ahmedabad and is an Advisor to both Indian School of Petroleum and Energy, New Delhi and University of Petroleum and Energy Studies, Dehradun. Currently, he is the Chief Executive of the Centre for Heritage Management, Ahmedabad University and on the Board of Trustees of Alliance Francaise, Gujarat and GIAN, an NGO which encourages innovation at the grass root level.

Other Directorships

Name of the Company	Position
Sanmarg Projects Private Limited	Director

Committee Membership of other Companies: Nil R C Mehta

Rohitbhai Chinubhai Mehta (85), DIN: 00050173, was appointed as an Independent Non-Executive Director of the Company on 28th March, 2003. He is a Law Graduate 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 has been on the Boards of various reputed companies. He was associated with a number of industries, associations and 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
Rampion Eyetech Private Limited	Chairman & Director
C.C Chokshi Advisors Private Limited	Chairman & Director
Rampion Technologies Private Limited	Chairman & Director
GRUH Finance Limited	Director
Universal Trustees Private Limited	Director
Follow Your Dreams Foundation India	Director

Committee Membership of other Companies

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

M Narayanan

Mahalinga Narayanan (71), DIN: 00159288, was appointed as an Independent Non-Executive Director of the Company on 10th January, 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 the 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 in charge 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 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
Pride Hotels Limited	Chairman & Director
Cox & Kings Limited	Director
Royale Indian Rail Tours Limited	Director
Tulip Star Hotels Limited	Director

YOUR DIRECTORS

Committee Membership of other Companies

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

J Singh

Jagdish Singh (50), DIN: 00042258, was appointed as an Additional Director of the Company on 16th April, 2016. A Commerce graduate and a Chartered Accountant, Singh joined ITC Limited in the year 1990. During these 25 years, he has held various positions in the finance function. He started his career in Treasury and moved as Corporate Accountant, Commercial Manager at Cigarette factory at Munger, and Head of Finance at ITC Filtrona Limited. He was then the Head of Treasury between 2005 and 2015 and presently is Head of Finance at ITC's Hotels Division.

Other Directorships

Name of the Company	Position
International Travel House Limited	Additional Director
Fortune Park Hotels Limited	Additional Director
Bay Islands Hotels Limited	Additional Director
Srinivasa Resorts Limited	Additional Director
Maharaja Heritage Resorts Limited	Additional Director
Mimec (India) Limited	Director
Classic Infrastructure & Development Limited	Director
BFIL Finance Limited	Director

Committee Membership of other Companies

Name of the Company	Committee	Position
International Travel House Limited	Stakeholders Relationship Committee	Member
	Audit Committee	Member
	Nominations & Remuneration Committee	Member
Srinivasa Resorts Limited	Audit Committee	Chairman
Classic Infrastructure & Development Limited	Audit Committee	Chairman
BFIL Finance Limited	Audit Committee	Chairman
	Nomination and Remuneration Committee	Member

D R Choudhury

Devkanya Roy Choudhury (39), DIN: 07066556, was appointed as a Non-Executive Director of the Company on 19th January, 2015. A graduate from National Law School of India University, Bengaluru, she joined ITC Limited in 2001. As part of Corporate Legal of ITC, she has rich and varied experience handling legal matters pertaining to various divisions including Tobacco, Hotels, Personal Care Products, Lifestyle Retailing, Education & Stationery, Paperboards & Specialty Papers, ITC Infotech as also dealing with mergers & acquisitions and key litigations across ITC. Currently, Ms Choudhury is the Senior Associate General Counsel of ITC Limited.

Other Directorships

Name of the Company	Position
WelcomHotels Lanka (Private) Limited *	Director

* Denotes Foreign Company

Notes:

- Other Directorships and Committee Memberships of Directors are as on 16th April, 2016.
- Committee Memberships cover Committees under the Companies Act, 2013 viz. Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee and CSR Committee.