



GUJARAT HOTELS LTD.

R. C. Dutt Road, Alkapuri, VADODARA-390 007, Gujarat, India.
Phone : (0265) 2330033 Fax : (0265) 2330050

9th August, 2017

The Secretary

BSE Limited

1st Floor, New Trading Ring
Rotunda Building, P.J. Towers
Dalal Street, Fort,
Mumbai - 400 001
Scrip Code – 507960
Fax No. 022-22722037/3121

Dear Sirs,

35th Annual General Meeting

Please find enclosed the Scrutinizer's Report dated 8th August, 2017 in respect of Company's 35th Annual General Meeting (AGM) held on 8th August, 2017.

It may be noted that all the Resolutions, as set out in the Notice dated 22nd April, 2017, have been passed by the Members by requisite majority.

Thanking you

Yours faithfully

For Gujarat Hotels Ltd

**Deepak Gulati
Company Secretary**

**SAMDANI KABRA
and Asso.**

Company Secretaries
702, Ocean, Sarabhai Compound,
Near Centre Square Mall, Vikram
Sarabhai Road, Vadodara-390023.
Ph. + 91 0265 6560395, 2330583

Scrutinizer's Report

*[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4) of the
Companies (Management and Administration) Rules, 2014]*

The Chairman
Gujarat Hotels Limited
At WelcomHotel Vadodara
R C Dutt Road,
Alkapuri
Vadodara-390007

**35th Annual General Meeting of the Members of Gujarat Hotels Limited ('the
Company') held on Tuesday, 8th August, 2017 at the Registered Office of the
Company at WelcomHotel Vadodara, R C Dutt Road, Alkapuri, Vadodara 390 007**

Dear Sir,

I, Suresh Kumar Kabra, Partner, M/s Samdani Kabra & Asso., Company Secretaries, appointed by the Board of Directors of the Company at the meeting held on 22nd April, 2017 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 voting through ballot paper at the 35th Annual General Meeting (AGM) of the Company in respect of the Resolutions for approval at the said AGM, do hereby submit my report as follows:-

1. All Resolutions for approval at the AGM were transacted through remote e-voting and also voting through ballot paper at the AGM venue, for which purpose the Board of Directors of the Company engaged the services of Central Depository Services (India) Limited (CDSL).
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. 1st August, 2017 were entitled to cast their votes by remote e-voting or voting through ballot paper at the AGM venue.



3. Voting through remote e-voting commenced at 9.00 a.m. on 4th August, 2017 and closed at 5.00 p.m. on 7th August, 2017, when remote e-voting was blocked by CDSL.
4. In respect of those Members present at the AGM who did not cast their votes by remote e-voting prior to the AGM, facility of voting through ballot paper was provided at the AGM venue.
5. Members and proxies, after marking their preferences in the Ballot Paper, cast their votes in the ballot box. After the conclusion of voting, the locked ballot box was opened at 11.50 a.m. in the presence of 2 (two) witnesses, Ms. Ekta Dileep Chandel and Mr. Yog Vivek Pathak, neither of whom are in the employment of the Company, and ballot papers were diligently scrutinized.
6. After counting votes cast through ballot paper at the AGM venue, the votes cast through remote e-voting were unblocked the same day at 11:50 a.m. in the presence of 2 (two) witnesses as named above.
7. The Ballot papers, which were incomplete and / or which were otherwise found defective have been treated as invalid and kept separately.
8. Based on the reports generated from CDSL's e-voting website www.evotingindia.com and voting through ballot paper at the AGM venue, which I have scrutinized, the consolidated results of voting are reported as under:



ORDINARY BUSINESS

Item No. 1 — Ordinary Resolution

Adoption of the Financial Statements for the financial year ended 31st March, 2017 and the Reports of the Board of Directors and the Auditors.

	Remote e-voting		Voting through Ballot Papers at the AGM venue		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted (in person or by proxy)	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	6	2034169	28	614	34	2034783	100.00
Voted against the Resolution	0	0	0	0	0	0	0.00
Invalid votes	0	0	0	0	0	0	N.A.

Item No. 2 — Ordinary Resolution

Declaration of dividend for the financial year ended 31st March, 2017.

	Remote e-voting		Voting through Ballot Papers at the AGM venue		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted (in person or by proxy)	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	6	2034169	28	614	34	2034783	100.00
Voted against the Resolution	0	0	0	0	0	0	0.00
Invalid votes	0	0	0	0	0	0	N.A.

tem No. 3 — Ordinary Resolution

Appointment of Mr. Nakul Anand who retires by rotation and offers himself for re - election.

	Remote e-voting		Voting through Ballot Papers at the AGM venue		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted (in person or by proxy)	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	5	2034069	28	614	33	2034683	99.99
Voted against the Resolution	1	100	0	0	1	100	0.01
Invalid votes	0	0	0	0	0	0	N.A.

Item No.4 — Ordinary Resolution

Appointment of Messrs K C Mehta & Co., Chartered Accountants, as Auditors, from the conclusion of this AGM till the conclusion of the 40th AGM and approval to their remuneration for the financial year 2017-18.

	Remote e-voting		Voting through Ballot Papers at the AGM venue		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted (in person or by proxy)	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	6	2034169	28	614	34	2034783	100.00
Voted against the Resolution	0	0	0	0	0	0	0.00
Invalid votes	0	0	0	0	0	0	N.A.

9. All the resolutions are passed with requisite majority.
10. The poll papers and all other relevant records will remain in my custody and will be handed over to the Chairman/Company Secretary for safe keeping after the Chairman signs the minutes.

Place: Vadodara.

Date: 08th August, 2017



Yours faithfully

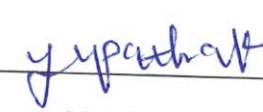

Suresh Kumar Kabra
Partner

Samdani Kabra & Associates
Company Secretaries
CP # 9927

We the undersigned have witnessed that the ballot box was opened as well as the votes cast through remote e-voting were unblocked from CDSL's e-voting website www.evotingindia.com in our presence on 8th August, 2017 at 11:50 a.m.


Name: Ekta Dileep Chandel

Address: B- 8, Anand Villa Society, TP-13,
Canal Road, Channi Jakat Naka,
Vadodara-390024


Name: Yog Vivek Pathak

Address: A-4, University Staff Colony,
Vallabh Vidyanagar-388120