



THE GRAND BHAGWATI
HOTELS • BANQUETS • CONVENTIONS • CLUB

31st July, 2019

To,
Bombay Stock Exchange Limited
Corporate Service Department
Floor 25, P J Towers,
Dalal Street,
Mumbai- 400001
SCRIP ID: "BSE-532845"

National Stock Exchange India Limited
Corporate Communication
Exchange Plaza,
Bandra- Kurla Complex,
Mumbai- 400051
NSE CODE: "TGBHOTELS"

Sub: Submission of voting results of Postal Ballot.

Dear Sir,

This has reference to our letter dated 21st June, 2019 enclosing the Postal Ballot Notice seeking consent of members by way of Special Resolution vide Postal Ballot / Electronic Voting with respect to following business:

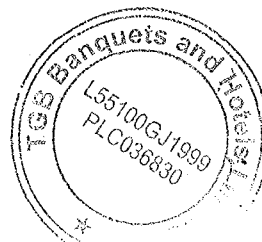
- 1) Approval for Sale, lease, transfer or disposal of the whole or substantially the whole of the undertaking of the company situated at Ahmedabad

Further, in compliance of the Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that the members of the Company have approved the Special Resolution with requisite majority as set out in the Notice of Postal Ballot dated 21st June, 2019.

Based on the report of Scrutinizer, the result of the Postal Ballot has been announced by the Chairman & Managing Director of the Company.

Accordingly we are enclosing herewith the Scrutinizer's report.

The voting results along with the scrutinizer's report will also be made available on the Company's website at www.tgbhotels.com.



TGB BANQUETS AND HOTELS LIMITED

(Formerly known as Bhagwati Banquets and Hotels Limited)

S.G. Road, Ahmedabad - 380054, Gujarat, India. Ph. : 079 26841000, Fax : 079 26840915

E-mail : info@tgbhotels.com Website : www.tgbhotels.com

CIN : L55100GJ1999PLC036830



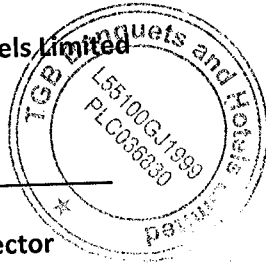
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You are requested to take note of the same and arrange to inform the members of Stock Exchanges and public at large accordingly.

Thanking you,

Yours Faithfully,

For, TGB Banquets and Hotels Limited



Narendra G. Somani
Chairman & Managing Director
(DIN: 00054229)

Encl: As above

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Resolution (1)

Resolution required: (Ordinary / Special)

Special

Whether promoter/promoter group are interested in the agenda/resolution?

No

Description of resolution considered

Approval for sell, lease, transfer or disposal of the whole or substantially the whole of the undertaking of the company situated at Ahmedabad

| Category | Mode of voting | No. of shares held | No. of votes polled | (3)=[(2)/(4)]*100 % of Votes polled on outstanding shares | (4) No. of votes – In favour | (5) No. of votes – against | (6)=[(4)/(2)]*100 % of votes in favour on votes polled | (7)=[(5)/(2)]*100 % of Votes against on votes polled |
|------------------------------------|-------------------------------|--------------------|---------------------|--|---------------------------------|-------------------------------|---|---|
| Promoter and Promoter Group | E-Voting | | 9130084 | 100.0000 | 9130084 | 0 | 100.0000 | 0.0000 |
| | Poll | 9130084 | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Total | 9130084 | 9130084 | 100.0000 | 9130084 | 0 | 100.0000 | 0.0000 |
| Public- Institutions | E-Voting | | 894561 | 13.4040 | 386231 | 508330 | 43.1755 | 56.8245 |
| | Poll | 6673830 | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Total | 6673830 | 894561 | 13.4040 | 386231 | 508330 | 43.1755 | 56.8245 |
| Public- Non Institutions | E-Voting | | 4247063 | 31.5006 | 3667282 | 579781 | 86.3487 | 13.6513 |
| | Poll | 13482486 | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | 223000 | 1.6540 | 223000 | 0 | 100.0000 | 0.0000 |
| | Total | 13482486 | 4470063 | 33.1546 | 3890282 | 579781 | 87.0297 | 12.9703 |
| | Total | 29286400 | 14494708 | 49.4930 | 13406597 | 1088111 | 92.4930 | 7.5070 |
| Whether resolution is Pass or Not. | | | | | | | | |
| Yes | | | | | | | | |
| Disclosure of notes on resolution | | | | | | | | |
| Add Notes | | | | | | | | |

* this fields are optional!

Details of Invalid Votes

| Category | No. of Votes |
|-----------------------------|--------------|
| Promoter and Promoter Group | 0 |
| Public Institutions | 1839340 |
| Public - Non Institutions | 2376626 |





UMESH VED & ASSOCIATES
Company Secretaries

304, Shoppers Plaza-V, Opp. Municipal Market, C. G. Road, Navrangpura, Ahmedabad - 380 009.
Telefax : (O) +91 79 26464153, 48904153 • Mobile +91 98250 35998
E mail : info@umeshvedcs.com, umeshvedcs.office@airtelmail.in • Website : www.umeshvedcs.com

REPORT OF SCRUTINIZER
[POSTAL BALLOT & E-VOTING]

To,
The Chairman,
TGB Banquets and Hotels Limited
The Grand Bhagwatis S G Highway,
Bodakdev Ahmedabad 380054

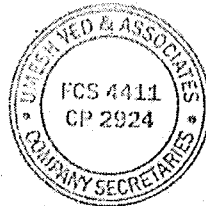
Sub: Scrutinizer Report on Postal ballot process in E-voting and Postal Ballot conducted pursuant to the provisions of Section 108 and 110 of the companies Act, 2013 read with Rule 20 and 22 of the companies (Management and-Administration) Rules, 2014

Dear Sir,

I, Umesh Ved, Proprietor of M/s. Umesh Ved & Associates, Practicing Company Secretaries, Ahmedabad, was appointed as Scrutinizer pursuant to the provisions of Section 108 and 110 of the companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 for the purpose of scrutinizing the E-voting and Postal Ballot process in a fair and transparent manner and ascertaining the requisite majority on e-voting and postal ballot carried out as per provisions of the Companies Act, 2013.

1. I submit my report as under:

- 1.1 On, 29th June, 2019, the Company had completed the dispatch of Postal Ballot forms along with postage prepaid reply envelope to its Members, whose name(s) appeared on the Register of Members/List of beneficiaries as on 28th June, 2019 and also published Newspaper Advertisement in Financial Express (English) and Financial Express (Gujarati) edition dated June 30, 2019 declaring 28th June, 2019 as cutoff date for the purpose of voting rights for postal ballot.
- 1.2 The e-voting commenced from Sunday 30th June, 2019, 9:00 a.m. and ended on Monday 29th July, 2019 upto 5:00 p.m.
- 1.3 Particulars of all the postal ballot forms received from the Shareholders have been entered in a register separately maintained for the purpose in electronic mode.
- 1.4 I have downloaded the data of e-voting from the E-Voting website of Link Intime India Private Limited (LIIPIL) (<https://instavote.linkintime.co.in>) after the E-voting module was disabled) on 29th July, 2019 at 05.17 P.M.

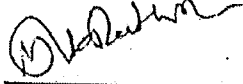


Continuation Sheet

Umesh Ved & Associates

- 1.5 The e-votes were unblocked on 29th July, 2019 after 05:17 p.m. in presence of two witnesses namely Mr. Madhav Rathod & Mr. Hemant Singh Jhala who are not in the employment of the company.

They have signed below in confirmation of the votes being unblocked in their presence.



(Madhav Rathod)



(Hemant Singh Jhala)

- 1.6 The Postal Ballot forms were kept under my safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such postal ballot forms.
- 1.7 The postal ballot forms were duly opened in my presence and scrutinized and the shareholding was matched/confirmed with the Register of Members of the Company/ list of beneficiaries as on 28th June, 2019. (Cut off Date)
- 1.8 The e-voting data was scrutinized by me for verification of vote caste in favour and against the resolution
- 1.9 All the postal ballot Forms, received up to the close working hours on 29th July, 2019 (05:00 P.M.) the last date and time fixed by the Company for receipt of the forms, were considered for my scrutiny.
- 1.10 Envelopes containing postal Ballot forms received after 5.00.p.m on 29th July, 2019 were not considered for my scrutiny.
- 1.11 I did not find any defaced or mutilated ballot paper.

2. The results of the consolidated voting are as under:

SPECIAL RESOLUTION for Approval for sell, lease, transfer or disposal of the whole or substantially the whole of the undertaking of the company situated at Ahmedabad.

i) **Voted in Favour of the Resolution**

| Type of Voting | Number of members cast the votes. | Number of Votes Cast by them | % of total number of Valid votes cast |
|----------------|-----------------------------------|------------------------------|---------------------------------------|
| E-voting | 49 | 13183597 | 92.3757 |
| Postal Ballot | 2 | 223000 | 100 |
| Total | 51 | 13406597 | 92.49305 |



ii) Voted against of the Resolution

| Type of Voting | Number of members cast the votes. | Number of Votes Cast by them | % of total number of Valid votes cast |
|----------------|-----------------------------------|------------------------------|---------------------------------------|
| E-voting | 24 | 1088111 | 7.624252 |
| Postal Ballot | 0 | 0 | 0 |
| Total | 24 | 1088111 | 7.506951 |

iii) Invalid Votes:

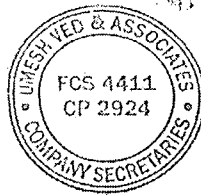
| Total number of members whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| 17 | 4215966 |

4. The resolution accordingly stand passed with requisite majority.
5. I have handed over the related papers/registers and records for safe custody to Company Secretary/Director of the Company authorized by the Board to supervise the postal ballot process.
6. You may accordingly declare the result of the voting by Postal Ballot

Thanking You,

Yours faithfully,

Umesh H. Ved
 Umesh Ved
 Umesh Ved & Associates
 Company Secretaries
 FCS No: 4411
 CP No: 2924



[Signature]
 Mr. Narendra Gurmukhdas Somani
 Chairman and Managing Director

Date: 31/07/2019
 Place: Ahmedabad