



THE GRAND BHAGWATI
HOTELS • BANQUETS • CONVENTIONS • CLUB

05th September, 2021

To,

National Stock Exchange of India Limited
Corporate Communication
Exchange Plaza,
Bandra- Kurla Complex,
Bandra (East), Mumbai- 400054
NSE CODE: TGBHOTELS

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

Sub: Notice of 22nd Annual General Meeting of TGB Banquets and Hotels Limited for the Financial Year 2020-21 and Book Closure, Cut off date and E-voting Period Intimation.

Dear Sir/ Madam,

In terms of the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Please find attached herewith a copy of the Notice for the 22nd Annual General Meeting of TGB Banquets and Hotels Limited ("the Company") to be held on **Wednesday, September 29, 2021 at 11:00 A.M.** at the registered office of the company situated at "The Grand Bhagwati" Plot no. 380, Bodakdev, S.G. Highway, Ahmedabad- 380054 Gujarat, India.

The Register of Members and Share Transfer Books of the Company shall remain closed from **Monday, September 20, 2021 to Tuesday, September 28, 2021 (both days inclusive)** for the purpose of 22nd Annual General Meeting.

Remote E-voting Period

: From Sunday, September 26, 2021 (9.00 am. IST)
To Tuesday, September 28, 2021 (5.00 p.m. (IST))

Cut off Date


: Wednesday, September 22, 2021.

Kindly take note of the above and acknowledge the receipt of the same.

Thanking You,

Yours Faithfully,

For, TGB Banquets and Hotels Limited


Priyanka K. Gola
Company Secretary

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

NOTICE

NOTICE is hereby given that the 22nd Annual General Meeting of the members of TGB BANQUETS AND HOTELS LIMITED will be held on **Wednesday, September, 29, 2021 at 11:00 AM** at the registered office of the company situated at "The Grand Bhagwati" Plot No: 380, S.G. Road, Bodakdev, Ahmedabad- 380054 to transact the following business:

ORDINARY BUSINESS:

1. Adoption of Financial Statements

To receive, consider and adopt the Financial Statements of the Company including Audited Balance Sheet as at March 31, 2021 and the Statement of Profit and Loss for the year ended on March 31, 2021 together with the reports of the Board of Directors and Auditors thereon.

2. Appointment of director retiring by rotation

To reappoint a director in place of Mr. Hemant G. Somani (DIN: 00515853), who retire by rotation and being eligible, offer himself for re-appointment.

3. Appointment of Statutory Auditor of the company to fill casual vacancy.

To appoint and if thought fit to pass, with or without modifications, pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139, 141 and 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, M/s Prakash Tekwani & Associates, Chartered Accountants, (Firm Registration No: 120253W) be and is hereby appointed as the Statutory Auditors of the Company, to fill the casual vacancy caused by the resignation of M/s Suresh R. Shah & Associates, Chartered Accountants, (Firm Registration No: 110691W).

"RESOLVED FURTHER THAT M/s. Prakash Tekwani & Associates, Chartered Accountants (Firm Registration No: 120253W) be and is hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of this annual general meeting, until the conclusion of the 24th Annual General Meeting on such remuneration as may be fixed by the audit committee and /or the board of directors of the Company, apart from the reimbursement of the pocket expenses as may be incurred by them for the purpose of audit.

SPECIAL BUSINESS:

4. To approve continuation of employment of Mr. Devanand G. Somani (DIN: 00515959) as a Whole-time Director designated as Executive Director and in this regard, to consider and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modifications or re-enactments thereof, for the time being in force and the Articles of Association of the Company, consent of the members of the Company be and is hereby accorded to appoint Mr. Devanand G. Somani (DIN:00515959) as a Whole-time Director of the Company for a period of five years commencing from January 26, 2021 on a remuneration as may be recommended by the Nomination and Remuneration Committee based on his performance evaluation and as approved by the Board of Directors, which shall be within the overall limits prescribed under the provisions of the Companies Act, 2013 from time to time, out of the profits of the Company of the respective financial year as calculated under the provisions of Sections 197 and 198 of the Companies Act, 2013 in any financial year and on the terms and conditions, benefits and perquisites, as set out in the draft agreement proposed to be entered into between the Company and Mr. Devanand G. Somani (DIN: 00515959) with an authority to the Board of Directors to finalize and execute it

"RESOLVED FURTHER THAT notwithstanding anything to the contrary contained hereinabove, where in any financial year during the currency of his tenure, the Company has no profits or its profits are inadequate, remuneration by way of salary and perquisites shall not exceed the aggregate of the annual remuneration as provided above or maximum remuneration payable as per the limits set out in Section II of Part II of Schedule V of the Companies Act, 2013 whichever is lower as the Minimum Remuneration, unless otherwise determined by the Nomination and Remuneration Committee and the Board of Directors."

"RESOLVED FURTHER THAT in case of no profits or if profits of the Company in any financial year is inadequate, in addition to the above, the Whole-time Director shall also be entitled to the following perquisites, which shall not be included in the computation of the ceiling on remuneration stated hereinabove:

- Contribution to provident fund to the extent not taxable under the Income Tax Act, 1961,
- Gratuity payable at the rate not exceeding half a month's salary for each completed years of service and
- Encashment of leave at the end of the tenure.

"RESOLVED FURTHER THAT Mr. Devanand G. Somani (DIN: 00515959) shall be liable to retire by rotation and his terms and conditions of the appointment shall be governed as per the Agreement to be entered into for a period of five years."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, expedient and proper in the best interest of the Company."

5. To approve continuation of employment of Mr. Hemant G. Somani (DIN: 00515853) as a Whole-time Director designated as Executive Director and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution.

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modifications or re-enactments thereof, for the time being in force and the Articles of Association of the Company, consent of the members of the Company be and is hereby accorded to appoint Mr. Hemant G. Somani (DIN:



00515853) as a Whole-time Director of the Company for a period of five years commencing from January 26, 2021 on a remuneration as may be recommended by the Nomination and Remuneration Committee based on his performance evaluation and as approved by the Board of Directors, which shall be within the overall limits prescribed under the provisions of the Companies Act, 2013 from time to time, out of the profits of the Company of the respective financial year as calculated under the provisions of Sections 197 and 198 of the Companies Act, 2013 in any financial year and on the terms and conditions, benefits and perquisites, as set out in the draft agreement proposed to be entered into between the Company and Mr. Hemant G. Somani (DIN: 00515853) with an authority to the Board of Directors to finalize and execute it

"RESOLVED FURTHER THAT notwithstanding anything to the contrary contained hereinabove, where in any financial year during the currency of his tenure, the Company has no profits or its profits are inadequate, remuneration by way of salary and perquisites shall not exceed the aggregate of the annual remuneration as provided above or maximum remuneration payable as per the limits set out in Section II of Part II of Schedule V of the Companies Act, 2013 whichever is lower as the Minimum Remuneration, unless otherwise determined by the Nomination and Remuneration Committee and the Board of Directors."

"RESOLVED FURTHER THAT in case of no profits or if profits of the Company in any financial year is inadequate, in addition to the above, the Whole-time Director shall also be entitled to the following perquisites, which shall not be included in the computation of the ceiling on remuneration stated hereinabove:

- Contribution to provident fund to the extent not taxable under the Income Tax Act, 1961,
- Gratuity payable at the rate not exceeding half a month's salary for each completed years of service and
- Encashment of leave at the end of the tenure.

"RESOLVED FURTHER THAT Mr. Hemant G. Somani (DIN: 00515853) shall be liable to retire by rotation and his terms and conditions of the appointment shall be governed as per the Agreement to be entered into for a period of five years."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, expedient and proper in the best interest of the Company."

6. Regularization of Mr. Nishit Bharatbhai Popat (DIN: 09279612) as an Independent Director of the Company

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and 160 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed there-under, read with Schedule IV to the Act and Chapter IV of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, consent of the Members of the Company be and is hereby accorded to appoint Mr. Nishit B. Popat (DIN: 09279612), who was appointed as an Additional Director designated as Non-executive Independent Director of the Company by the Board of Directors with effect from August 14, 2021, in terms of section 161(1) of the Companies Act, 2013 and who has submitted a declaration that he meets the criteria of independence under Section 149 of the Companies Act, 2013 and who is eligible for appointment be and is hereby appointed as an Independent Director of the Company, to hold office for 5 (five) consecutive years up to the conclusion of 27th Annual General Meeting of the Company, not liable to retire by rotation."

"RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do all such acts, deeds, matters and things and give such directions as may be necessary, in the best interest of the Company, for giving effect to the aforesaid resolution, including but not limited to signing and execution of necessary forms and documents as may be deemed necessary and expedient in its discretion."

Place: Ahmedabad
Date: August 25, 2021

Registered Office:
"The Grand Bhagwati"
Plot No. 380, S. G. Road,
Bodakdev, Ahmedabad-380054
CIN: L55100GJ1999PLC036830



By Order of the Board of Directors
For, TGB Banquets and Hotels Limited

Priyanka K. Gola
(Company Secretary)
ACS No. 51147

Notes:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company carrying voting right. Members holding more than ten percent of the total Share Capital of the Company carrying voting right may appoint a single person as proxy, who shall not act as a proxy for any other Members. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting.
2. Details under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Directors seeking appointment/reappointment at the Annual General Meeting are annexed to the Notice.
3. Corporate members intending to send their authorized representative(s) to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representative(s) to attend and vote on their behalf at the Meeting.
4. In case of joint holders attending the Annual General Meeting, only such joint holder who is higher in the order of names will be entitled to vote
5. Relevant documents referred to in the accompanying Notice are open for inspection by members at the Company's Registered Office on all working days (except Saturdays, Sundays and Public Holidays) between 11.00 AM to 1.00 PM upto the date of this Annual General Meeting.
6. **The Register of Members and Share Transfer Books of the Company shall remain closed from Monday, 20th September, 2021 to Wednesday, 29th September, 2021 (both days inclusive).**
7. Members are requested to notify immediately any change in their addresses and/or the email ids details to the Company's Registrars and Share Transfer Agents, Link Intime India Pvt. Ltd. for shares held in physical form and to their respective Depository Participants (DP) for shares held in electronic form.
8. **Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of Electronic Voting) as on the cut-off date i.e. September 22, 2021.**
9. The remote e-voting period will commence on Sunday 26th September, 2021 [9:00 AM] and ends on Tuesday, 28th September, 2021 [5:00 PM]. During this period, Members holding shares either in physical form or demat form, as on cut-off date i.e. 22nd September, 2021 may cast their vote electronically. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, he/ she shall not be allowed to change it subsequently or cast vote again.
10. The members intending to seek any information on Annual Accounts at the meeting are requested to kindly inform the Company at least 7 days before the date of meeting.
11. **Transfer of unclaimed/unpaid amount to the Investor Education and Protection Fund ("IEPF").**
Members are requested to note that dividends if not encashed for a consecutive seven years from the date of transfer to Unpaid Dividend Account of the Company, are liable to transfer to Investor Education and Protection Fund (IEPF). Pursuant to Sections 124 and 125 of the Act, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules'), As per Section 124(6) of the Act read with the IEPF Rules as amended, all the shares in respect of which dividend has remained unpaid/unclaimed for seven consecutive years or more are required to be transferred to an IEPF Demat Account notified by the Authority.
The Members whose unclaimed/unpaid shares have been transferred to IEPF, may claim the same by making an application to the IEPF authority in Form no. IEPF- 5 available on www.iepf.gov.in. Members can file only one consolidated claim in a financial year as per IEPF Rules.
12. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate risks associated with physical shares and for ease in portfolio management.
13. **Updation of member's details**
The format of the register of members prescribed by the Ministry of Corporate Affairs under the Act, requires the Company to records additional details of the Members, including their PAN details, email address, bank details for payment of dividend, etc.
The Securities and Exchange Board of India (SEBI) has also mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or to the Registrar and Share Transfer Agent.
14. Pursuant to Section 101 and 136 of the Companies Act, 2013 read with relevant rules made thereunder, Companies can serve Annual Reports and other communications through electronic mode to those members who have registered their e-mail address either with the Company or with the Depository.
To support the 'Green Initiative', Members who have not registered their e-mail addresses are requested to register the same with Link Intime India Pvt. Ltd./Depositories and update the same if there is any change in e-mail id.
15. In accordance with, the General Circular No. 20/2020 dated 5th May, 2020 issued by MCA and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 issued by SEBI, owing to the difficulties involved in dispatching of physical copies of the financial statements (including Report of Board of Directors, Auditor's report or other documents required to be attached therewith), such statements including the Notice of AGM are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s).



The register of Members and Share transfer books of the Company shall remain closed From Monday, 20th September, 2021 to Wednesday, 29th September 2021 (Both days Inclusive).

16. Members may also note that the Notice of the 22nd Annual General Meeting and the Annual Report for the financial year 2020-21 will also be available on the Company's website www.tgbhotels.com and also on the website of the Stock Exchanges at www.bseindia.com and www.nseindia.com for their download. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, free of cost. For any communication, the shareholder may also send request to the Company's investor e-mail id: cs@tgbhotels.com
17. The Route Map for the venue of the 22nd Annual General Meeting is enclosed with this Notice.
18. **Voting through electronic means:**
Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, the Company is pleased to provide its members the facility of Voting by electronic means which includes remote e-voting the facility of casting votes by a member using an electronic voting system from a place other than venue of Annual General Meeting to exercise their right to vote at the 22nd Annual General Meeting (AGM). The business may be transacted through e-voting services rendered by 'National Securities Depository Limited (NSDL). The facility for voting, either through electronic voting system or through ballot/polling paper shall also be made available at the venue of the 22nd Annual General Meeting. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the Annual General Meeting.
19. The Company has appointed Mr. Umesh Ved, Practicing Company Secretary, Ahmedabad as the Scrutinizer for conducting the remote e-voting and the voting process at the Annual General Meeting in a fair and transparent manner.
20. The Scrutinizer, after scrutinizing the votes cast at the meeting and through remote e-voting, will, not later than three days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company and on the website of agency (NSDL) www.evoting.nsdl.com. The results shall simultaneously be communicated to the Stock Exchanges.
21. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. Wednesday, 29th September, 2021.
22. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.
23. **Voting through Electronic means:**

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on Sunday, September, 26, 2021, at 09:00 A.M. and ends on Tuesday, September 28, 2021 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Wednesday, September 22, 2021, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Wednesday, September 22, 2021.

How do I vote electronically using NSDL e-Voting system?

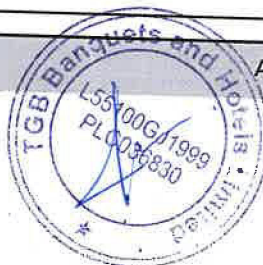
Step 1: Access to NSDL e-Voting system



A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below...

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDEAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. If you are not registered for IDEAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDEAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account



Type of shareholders	Login Method
	<p>number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store Google Play</p> <div style="display: flex; justify-content: space-around;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for e-Voting shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 117541 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period Now you are ready for e-Voting as the Voting page opens.

3. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
4. Upon confirmation, the message "Vote cast successfully" will be displayed.
5. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
6. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail umesh@umeshvedcs.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ishu Tayal at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories/ company for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs@thbhotels.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cs@tgbhotels.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
5. The Scrutinizer shall, after the conclusion of voting at the 22nd Annual General Meeting, would first count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and shall make and submit, not later than 3 (three) working days of the conclusion of the Annual General Meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, which shall countersign the same and declare the result of the voting forthwith.

EXPLANATORY STATEMENTS:

Pursuant to Section 102(1) of the Companies Act, 2013, The Following Explanatory Statements set out all material facts relating to the Special Business mentioned at item No. 04 and 05 of the accompanying Notice dated August 25, 2021:

Item No: 4

Mr. Devanand G. Somani (DIN: 00515959), who was appointed as Executive Director of the Company by the members on September 23, 2015 for a period of five years from the October 01, 2015, the present term of Mr. Devanand G. Somani (DIN: 00515959), was ended on September 30, 2020.

Keeping in view that Mr. Devanand G. Somani (DIN: 00515959), has rich and varied experience in the catering and hotel industry and has been involved in the operations of the Company over a long period of time. It would be in the interest of the Company to continue the employment of Mr. Devanand G. Somani (DIN: 00515959), as Whole-time Director designated as Executive Director. Mr. Devanand G. Somani (DIN: 00515959), guided the Company through his two decades of experience in the catering and hotel industry to emerge the Company as a leader in the catering and hotel industry. Pursuant to recommendation of the Nomination and Remuneration Committee of the Company, the Board of Directors of the Company passed a resolution on January 25 2021 approving re-appointment of Mr. Devanand G. Somani (DIN: 00515959), as Whole-time Director designated as Executive Director for a further period of five years commencing from January 26, 2021 to January 25, 2026 which is subject to the approval of the members of the Company at this Annual General Meeting. This explanatory statement may also be read and treated as disclosure in compliance with requirement of Section 196 and as a written memorandum setting out the terms of appointment of Mr. Devanand G. Somani, pursuant to Section 190 of the Companies Act, 2013.

The Details of the remuneration payable to Mr. Devanand G. Somani (DIN: 00515959), and the terms and conditions of the re-appointment are given below:

The terms and condition as agreed for re-appointment are as under:

- i. **Salary:** Rs. 2,00,000/- per month with the authority to the board for revision thereof on a date to be determined by the Nomination and Remuneration Committee, which is payable to them by part of their remuneration.
- ii. **Commission:** The commission will be calculated and payable on the net profits of the Company computed in accordance with the provisions of the Companies Act, 2013.
- iii. **Perquisites:** The Whole-time Director shall be entitled to all the perquisites listed herein below in addition to the salary and commission mentioned above;
 - a. **Housing:** The Company shall provide rent free furnished residential accommodation, with free gas, electricity and water as per Company policy. In case no accommodation is provided by the Company, the Executive Director shall be entitled to such house rent allowance as may be decided by the Board of Directors from time to time.
 - b. **Medical Re-imbusement:** Reimbursement of medical expenses incurred, including premium paid on health insurance policies, whether in India or abroad, for self and family including hospitalization, surgical charges, nursing charges and domiciliary charges for self and for family.
 - c. **Leave Travel Concession:** For self and family every year incurred in accordance with the rules of the Company applicable to its senior managers.
 - d. **Club Fees:** Fees of clubs, subject to a maximum of three clubs.
 - e. **Personal Accident Insurance/Group Life Insurance:** As per Company's rules.
 - f. **Provident Fund/Pension:** as per Company's rules.
 - g. **Gratuity:** Gratuity payable shall be in accordance with the provisions of the Payment of Gratuity Act.
 - h. **Use of Car with Driver:** The Company shall provide a car with driver for business and personal use. In addition, the Company shall also reimburse running and maintenance expenses of another car owned by, or leased/ rented to, the Executive Directors for business and personal use.
 - i. **Telephone facility at residence:** Telephone facility shall be provided at the residence. All personal long distance calls shall be billed by the Company to the Executive Directors.
 - j. **Servant:** Reimbursement of servant's salary, subject to a maximum of two servants.
 - k. **Watchman:** Reimbursement of watchman's salary, subject to a maximum of two watchmen.

The other terms and conditions:

- a. In the event of absence or inadequacy of profits in any financial year during the tenure of Mr. Devanand G. Somani as Whole-time Director, salary and perquisites subject to the limits stipulated under Schedule-V read with Section 196 and 197 of the Companies Act, 2013, are payable.
- b. "Family" means the spouse and dependent children of Mr. Devanand G. Somani.
- c. Leave with full pay and allowances shall be allowed as per the Company's rules.
- d. Reimbursement of entertainment expenses actually and properly incurred in the course of business of the Company shall be allowed.
- e. No sitting fees shall be paid to the Whole-time Director for attending the meetings of the Board of Directors or Committees thereof.
- f. The whole-time Directors shall be liable to retire by rotation.



- g. The perquisites as listed above shall be valued as per the Income Tax Rules, 1962 as may be applicable.
6. Either party shall terminate this agreement by giving to the other advance notice of three months, provided that the company may waive the notice by giving in cash the remuneration for three months which the Whole-time director would have received had he remained in office for the said three months.

All other existing terms and conditions for the re-appointment shall remain unchanged and the disclosure under SEBI (LODR) Regulations, 2015 is provided at Annexure A of this Notice. Upon approval by the members, a separate agreement to give effect to the above terms will be executed by and between the Company and Mr. Hemant G. Somani. The Board of Directors recommends the resolution in relation to the re-appointment of Executive Director, for the approval of the Members of the Company.

Except Mr. Narendra G. Somani, Devanand G. Somani, Hemant G. Somani and their relatives, none of Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution

Item No: 05

Mr. Hemant G. Somani (DIN: 00515853), who was appointed as Executive Director of the Company by the members on September 23, 2015 for a period of five years from the October 01, 2015, the present term of Mr. Hemant G. Somani (DIN: 00515853) was ended on September 30, 2020

Keeping in view that Mr. Hemant G. Somani (DIN: 00515853), has rich and varied experience in the Hospitality, event Management and outdoor Catering business and has been involved in the operations of the Company over a long period of time. It would be in the interest of the Company to continue the employment of Mr. Hemant G. Somani (DIN: 00515853), as Whole-time Director designated as Executive Director. Mr. Hemant G. Somani (DIN: 00515853), guided the Company through his two decades of experience in the hotel and catering Industry to emerge the Company as a leader in the Hospitality and Outdoor catering Industry. Pursuant to recommendation of the Nomination and Remuneration Committee of the Company, the Board of Directors of the Company passed a resolution on January 25, 2021 approving re-appointment of Mr. Hemant G. Somani (DIN: 00515853), as Whole-time Director designated as Executive Director for a further period of five years commencing from January 26, 2021 to January 25, 2026 which is subject to the approval of the members of the Company at this Annual General Meeting.

This explanatory statement may also be read and treated as disclosure in compliance with requirement of Section 196 and as a written memorandum setting out the terms of appointment of Mr. Hemant G. Somani, (DIN: 00515853), pursuant to Section 190 of the Companies Act, 2013:

The Details of the remuneration payable to Mr. Hemant G. Somani (DIN: 00515853), and the terms and conditions of the re- appointment are given below:

The terms and condition as agreed for re-appointment are as under:

- i. **Salary:** Rs. 2,00,000/- per month with the authority to the board for revision thereof on a date to be determined by the Nomination and Remuneration Committee, which is payable to them by part of their remuneration.
 - ii. **Commission:** The commission will be calculated and payable on the net profits of the Company computed in accordance with the provisions of the Companies Act, 2013.
 - iii. **Perquisites:** The Whole-time Director shall be entitled to all the perquisites listed herein below in addition to the salary and commission mentioned above;
 - a. **Housing:** The Company shall provide rent free furnished residential accommodation, with free gas, electricity and water as per Company policy. In case no accommodation is provided by the Company, the Executive Director shall be entitled to such house rent allowance as may be decided by the Board of Directors from time to time.
 - b. **Medical Re-imbusement:** Reimbursement of medical expenses incurred, including premium paid on health insurance policies, whether in India or abroad, for self and family including hospitalization, surgical charges, nursing charges and domiciliary charges for self and for family.
 - c. **Leave Travel Concession:** For self and family every year incurred in accordance with the rules of the Company applicable to its senior managers.
 - d. **Club Fees:** Fees of clubs, subject to a maximum of three clubs.
 - e. **Personal Accident Insurance/Group Life Insurance:** As per Company's rules.
 - f. **Provident Fund/Pension:** as per Company's rules.
 - g. **Gratuity:** Gratuity payable shall be in accordance with the provisions of the Payment of Gratuity Act.
 - h. **Use of Car with Driver:** The Company shall provide a car with driver for business and personal use. In addition, the Company shall also reimburse running and maintenance expenses of another car owned by, or leased/ rented to, the Executive Directors for business and personal use.
 - i. **Telephone facility at residence:** Telephone facility shall be provided at the residence. All personal long distance calls shall be billed by the Company to the Executive Directors.
 - j. **Servant:** Reimbursement of servant's salary, subject to a maximum of two servants.
 - k. **Watchman:** Reimbursement of watchman's salary, subject to a maximum of two watchmen.
5. The other terms and conditions of the re-appointment as agreed are as under:



- a. In the event of absence or inadequacy of profits in any financial year during the tenure of Mr. Devanand G. Somani as Whole-time Director, salary and perquisites subject to the limits stipulated under Schedule-V read with Section 196 and 197 of the Companies Act, 2013, are payable.
- b. "Family" means the spouse and dependent children of Mr. Hemant G. Somani.
- c. Leave with full pay and allowances shall be allowed as per the Company's rules.
- d. Reimbursement of entertainment expenses actually and properly incurred in the course of business of the Company shall be allowed.
- e. No sitting fees shall be paid to the Whole-time Director for attending the meetings of the Board of Directors or Committees thereof.
- f. The whole-time Directors shall be liable to retire by rotation.
- g. The perquisites as listed above shall be valued as per the Income Tax Rules, 1962 as may be applicable.
6. Either party shall terminate this agreement by giving to the other advance notice of three months, provided that the company may waive the notice by giving in cash the remuneration for three months which the Whole-time director would have received had he remained in office for the said three months.

All other existing terms and conditions for the re-appointment shall remain unchanged and the disclosure under SEBI (LODR) Regulations, 2015 is provided at Annexure A of this Notice. Upon approval by the members, a separate agreement to give effect to the above terms will be executed by and between the Company and Mr. Hemant G. Somani (DIN: 00515853). The Board of Directors recommends the resolution in relation to the re-appointment of Executive Director, for the approval of the Members of the Company.

Except Mr. Narendra G. Somani, Devanand G. Somani, Hemant G. Somani and their relatives, none of Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution

Item No; 06

Regularization of Appointment of Mr. Nishit B. Popat (DIN: 09279612) as a non-executive Independent Director of the company:

Mr. Nishit B. Popat (DIN: 09279612) was appointed as an Additional Director by the Board of Directors on August 14, 2021. In accordance with the provisions of Section 161 of the Companies Act, 2013, pursuant to the said section the above director holds office up to the date of the ensuing Annual General Meeting. The Company has received a recommendation from the Nomination and Remuneration Committee constituted under Section 178(1) of the Companies Act, 2013 for regularization of Mr. Nishit B. Popat (DIN: 09279612) as an Independent Director of the company. The appointment is subject to the approval of the shareholders at the General Meeting to be held immediately after the said appointment.

The company proposes to appoint Mr. Nishit B. Popat (DIN: 09279612) as an Independent Director of the company. The Company also received consent in writing to act as a Director in Form DIR-2 from Mr. Nishit B. Popat (DIN: 09279612), pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014. An intimation in Form DIR-8 pursuant to terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified as per Section 164(2) of the Companies Act, 2013, declaration to the effect that he meets the criteria of independence as provided under Section 149 of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In the opinion of the Board, Mr. Nishit B. Popat (DIN: 09279612) fulfills the conditions specified in the Companies Act, 2013 and the Rules framed there under and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for appointment as an Independent Director and he is an independent of the management.

The Resolution set out at Item No.6 of the notice is put for the consideration of the members as an Ordinary Resolution pursuant to Section 149 read with Schedule IV of the Companies Act, 2013 for appointment of Mr. Nishit B. Popat (DIN: 09279612) as an Independent Director of the Company. The terms and conditions of appointment of Mr. Nishit B. Popat (DIN: 09279612) shall be open for an inspection by the Members at the Registered Office of the Company during normal business hours on any working day.

Brief profile of Mr. Nishit B. Popat (DIN: 09279612) together with other details as required under SEBI (LODR) Regulation is provided as an annexure to the notice calling 22nd Annual General Meeting. The Board feels that presence of Mr. Nishit B. Popat (DIN: 09279612) on the Board is desirable and would be beneficial to the company and hence recommend the resolution for adoption.

Except Mr. Nishit B. Popat (DIN: 09279612), None of the other Directors/Key Managerial Personnel of the Company/their relatives are in any way, concerned or interested in the proposed resolution.

By Order of the Board of Directors
For, TGB Banquets and Hotels Limited



Priyanka K. Gola
(Company Secretary)
ACS No. 51147

Place: Ahmedabad
Date: August 25, 2021

Registered Office:
"The Grand Bhagwati"
Plot No. 380, S. G. Road,
Bodakdev, Ahmedabad-380054
CIN: L55100GJ1999PLC036830

Annexure to the Explanatory Statement

Information pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings(SS-2) issued by Institute of Company Secretaries of India, in respect of Directors seeking appointment / re-appointment / continuation of appointment at 22nd Annual General Meeting

Name of the Directors	Mr. Devanand G. Somani (DIN:00515959)	Mr. Hemant G. Somani (DIN:00515853)	Mr. Nishit B. Popat (DIN: 09279612)
Date of Birth	22.04.1971	06.05.1976	24.11.1992
DIN	00515959	00515853	09279612
Date of re-appointment/appointment	25.01.2021	25.01.2021	14.08.2021
Father/Husband Name	Shri. Gurmukhdas Somani	Shri. Gurmukhdas Somani	Shri. Bharatbhai Popat
Qualification	F.Y. B.COM	F.Y. B.COM	M.Com., LL.B., Professional (Corporate Law Consultant)
Nature Expertise in specific functional Area	Hospitality & Event Management	Hospitality & Event Management	Having expertise in Corporate Laws more specifically in the Companies Act, Labor Law, SEBI Laws, IPR Laws, FEMA, RBI etc and he achieved his goal too soon. In addition to the above he is having core expertise in liaisoning with various government authorities, appearance before quasi-judicial authorities etc.
Profile of the Director	Mr. Devanand Somani having more than 25+ years of experience in hospitality and event management, he is Whole time Director of the company, he is managing outdoor catering business since his appointment with the company.	Mr. Hemant Somani is having more than 25+ years of experience in hospitality and event management, he is Whole-time director of the Company, he is Managing outdoor catering Business since his appointment with the Company.	Mr. Nishit Popat is having more than 5 years of experience as Corporate Law Consultant in form of his proprietorship. Where his firm is serving corporate services to well-known existing corporate as well as to new establishments and young entrepreneurs too.
Details of remuneration sought to be paid/proposed remuneration	Mr. Devanand Somani has been waived off his right for receiving remuneration from the Company.	2 Lakh per month	Being independent Director, he will receive sitting fees for the meeting of the board attended by him during his term of appointment.
Details of remuneration last drawn by such person, if any	As per agreement	As per agreement	Details are given in Corporate Governance report.
Directorships held in other Public Companies (excluding foreign and Private Companies)	NIL	NIL	NIL
Memberships/Chairmanships of Audit and Stakeholders Relationship Committees of other Boards	NIL	NIL	NIL
Share holding in the Company	1083400	775350	NIL
Relationship between directors inter-se, with KMPs	Brother of Mr. Narendra G. Somani and Mr. Hemant G. Somani	Brother of Mr. Narendra G. Somani and Mr. Devanand G. Somani	No relation
No. Board Meeting/ Audit Committee Meeting attended during the FY. 2020-21	05 (Five) out of 5	05 (Five) out of 5	0 (Zero) Out of 5 (w.e.f 14th August, 2021)





Route Map to the 22nd Annual General Meeting (AGM) Venue.

Venue of 22nd AGM:
"The Grand Bhagwati" Plot No:380,
Bodakdev, S.G Highway,
Ahmedabad- 380054

