



**UMESH VED & ASSOCIATES**  
**Company Secretaries**

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**FORM NO. MGT-13**

**CONSOLIDATED SCRUTINIZER'S REPORT**

[Pursuant to section 108 & 109 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014 as amended]

To,  
The Chairman,  
**TGB Banquets and Hotels Limited**  
The Grand Bhagwati  
Plot No.380, S.G.Road,  
Bodakdev, Ahmedabad -380054,  
Gujarat, India.

Dear Sir,

**Sub: 20<sup>th</sup> Annual General Meeting (AGM) of TGB Banquets and Hotels Limited held on Friday, the 27<sup>th</sup> September, 2019 at 10:30 A.M. at "AGRASEN FOUNDATION", Near Club 07, Opposite Sky City, Agrasen Road, Shela, Ahmedabad -382465.**

I, Umesh Ved, proprietor of M/s. Umesh Ved & Associates, Company Secretaries, Ahmedabad, was appointed as Scrutinizer for the purpose of scrutinizing the Remote E-Voting process and voting at the 20<sup>th</sup> Annual General Meeting ("AGM") pursuant to Section 108 & 109 of the Companies Act, 2013 read with rule 20 of Companies (Management and Administration) Rules, 2014, as amended on the resolutions contained in the Notice to the 20<sup>th</sup> AGM of the Members of "TGB Banquets and Hotels Limited" (the Company) held on Friday, the 27<sup>th</sup> September, 2019 at 10:30 A.M. at "AGRASEN FOUNDATION", Near Club 07, Opposite Sky City, Agrasen Road, Shela, Ahmedabad -382465.

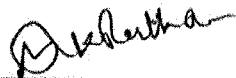
My responsibility as scrutinizer for the voting process is restricted to preparing a Scrutinizer's Report of the vote casted "in favor" or "against" the resolution(s) based on the reports generated from the Remote e-voting system provided by the Central Depository Services (India) Limited (the Agency/ service provider) and the Polling at the AGM.

I submit my report as under:

- i. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling was locked in my presence with due identification marks placed by me.
- ii. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.



- iii. The shareholders of the Company holding shares as on the "cut-off" date 20<sup>th</sup> September, 2019, were entitled to vote on the proposed resolutions as set out in item no. 1 to 5 in the Notice of the AGM of TGB Banquets and Hotels Limited.
- iv. The facility provided for Remote E-Voting commenced from 9.00 A.M. on Tuesday, the 24<sup>th</sup> September, 2019 and ended on 5.00 P.M. on Thursday, the 26<sup>th</sup> September, 2018. The Remote E-voting facility was blocked thereafter.
- v. At the venue of the AGM, the facility to cast vote by poll was provided to facilitate those members present at the AGM who could not participate through Remote E-voting, to record their votes. After counting of the votes conducted at the venue of the AGM through Ballot, the votes casted through Remote E-voting were unblocked by me in the presence of two witnesses, namely, Madhav Singh Rathore and Arpit Thakkar who are not in employment of the company. They have signed below in confirmation of the votes being unblocked in their presence.



\_\_\_\_\_  
Madhav Singh Rathore



\_\_\_\_\_  
Arpit Thakkar

- vi. The voting done through Remote E-voting and Polling at the meeting were reconciled with the records maintained by the RTA and the authorizations/proxies lodged with the Company.
- vii. The result of the Remote e-voting as well as Polling at the AGM is as under:

- (1) **ORDINARY RESOLUTION** Adoption of the Audited Financial Statement for the Financial Year ended on 31<sup>st</sup> March, 2019 together with the Report of the Board of Directors and Auditors thereon.

Voted in Favor of the Resolution

Type of Voting	Number of members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of Valid votes cast
E voting	39	12060737	99.64
Poll	7	3565	100
Total	46	12064302	99.64

Voted against of the Resolution

Type of Voting	Number of members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of Valid votes cast
E voting	8	43719	0.36
Poll	0	0	-
Total	8	43719	0.36



- (2) **ORDINARY RESOLUTION** Re-appointment of Mr. Hemant G. Somani (DIN: 00515853), who retire by rotation and being eligible offers himself for reappointment.

Voted in Favor of the Resolution

Type of Voting	Number of members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of Valid votes cast
E voting	39	12060737	99.64
Poll	7	3565	100
Total	46	12064302	99.64

Voted against of the Resolution

Type of Voting	Number of members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of Valid votes cast
E voting	8	43719	0.36
Poll	0	0	-
Total	8	43719	0.36

**SPECIAL BUSINESSES:**

- (3) **ORDINARY RESOLUTION** Regularization of Mr. Shilam Vora (DIN: 08285124) as an Independent Director of the Company.

Voted in Favor of the Resolution

Type of Voting	Number of members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of Valid votes cast
E voting	39	12060737	99.64
Poll	7	3565	100
Total	46	12064302	99.64

Voted against of the Resolution

Type of Voting	Number of members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of Valid votes cast
E voting	8	43719	0.36
Poll	0	0	-
Total	8	43719	0.36



- (4) **SPECIAL RESOLUTION:** Re-appointment of Mr. Narendra G. Somani (DIN: 00054229) as Whole time Director designated as Managing Director of the Company

Voted in Favor of the Resolution

Type of Voting	Number of members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of Valid votes cast
E voting	39	12060737	99.64
Poll	7	3565	100
Total	46	12064302	99.64

Voted against of the Resolution

Type of Voting	Number of members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of Valid votes cast
E voting	8	43719	0.36
Poll	0	0	-
Total	8	43719	0.36

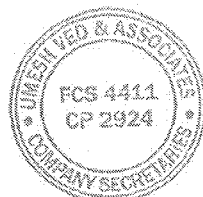
- (5) **SPECIAL RESOLUTION:** Re-appointment of Ms. Anjali Tolani, (DIN: 06958982), as an Independent Director of the Company

Voted in Favor of the Resolution

Type of Voting	Number of members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of Valid votes cast
E voting	39	12060737	99.64
Poll	7	3565	100
Total	46	12064302	99.64

Voted against of the Resolution

Type of Voting	Number of members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of Valid votes cast
E voting	8	43719	0.36
Poll	0	0	-
Total	8	43719	0.36



- viii. No polling papers were found invalid.
- ix. No shareholders who opted for E-voting as well as polling was found abstained from voting.
- x. 46 (Forty Six) Equity Shareholders attended the meeting but did not exercise the poll voting at the venue of the meeting.
- xi. All the resolutions mentioned in the AGM Notice as per details above accordingly stand passed with requisite majority.
- xii. The Electronic data and all other relevant records relating to Remote e-voting and Ballot/Poll Papers conducted at the AGM is under my safe custody and all will be handed over to the Chairman for preserving safely, approval and signing the minutes of AGM.

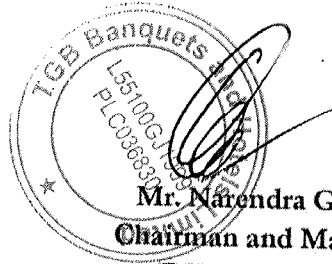
Thanking You,

Yours faithfully,

*Umesh H. Ved*

Umesh Ved  
FCS No: 4411  
CP No: 2924

Date: 28.09.2019  
Place: Ahmedabad



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

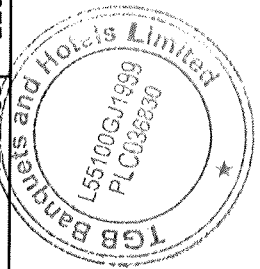
RESOLUTION NO: 01

## TGB Banquets and Hotels Limited

Resolution Required : (Ordinary)

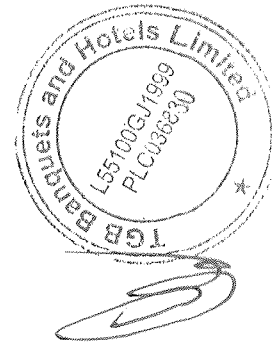
1 - Adoption of the Financial Statements for the financial year ended March 31, 2019 and reports of the Board of Directors and Auditors thereon

Category	Mode of Voting	No. of shares held	Whether promoter/ promoter group are interested in the agenda/resolution?		No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled	No. of votes Invalid
			[1]	[2]							
Promoter and Promoter Group	E-Voting	9189654	[3]=[2]/[1]*1	[4]	[5]	[6]=[4]/[2]*100	[7]=[5]/[2]*100	[8]			
	Poll		100.0000	9189654	0	100.0000	0.0000	0	0.0000	0.0000	0
	Postal Ballot		0.0000	0	0	0.0000	0.0000	0	0.0000	0.0000	0
	<b>Total</b>			<b>100.0000</b>	<b>9189654</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	0	0.0000	0	0	0.0000	0.0000	0	0.0000	0.0000	0
	Poll		0.0000	0	0	0.0000	0.0000	0	0.0000	0.0000	0
	Postal Ballot		0.0000	0	0	0.0000	0.0000	0	0.0000	0.0000	0
	<b>Total</b>			<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>	<b>0</b>
Public Non Institutions	E-Voting	20096746	14.5039	2871083	43719	98.5001	1.4999	0	98.5001	1.4999	0
	Poll		0.0177	3565	0	100.0000	0.0000	0	100.0000	0.0000	0
	Postal Ballot		0.0000	0	0	0.0000	0.0000	0	0.0000	0.0000	0
	<b>Total</b>			<b>14.5216</b>	<b>2874648</b>	<b>43719</b>	<b>98.5019</b>	<b>1.4981</b>	<b>0</b>	<b>98.5019</b>	<b>1.4981</b>
<b>Total</b>		<b>29286400</b>	<b>41.3435</b>	<b>12064302</b>	<b>43719</b>	<b>99.6389</b>	<b>0.3611</b>	<b>0</b>	<b>99.6389</b>	<b>0.3611</b>	<b>0</b>



## TGB Banquets and Hotels Limited

Resolution Required : (Ordinary)									
2 - Appointment of a Director in place of Mr. Hemant G. Somani (DIN: 00515853), who retires by rotation and being eligible, offers himself for re-appointment									
Whether promoter/ promoter group are interested in the agenda/resolution?									
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes -Against	% of Votes in favour on votes polled	% of Votes against on votes polled	No. of votes Invalid
		[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100	[8]
Promoter and Promoter Group	E-Voting	9189654	9189654	100.0000	9189654	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>9189654</b>	<b>100.0000</b>	<b>9189654</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	0	0	0.0000	0	0	0.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	20096746	2914802	14.5039	2871083	43719	98.5001	1.4999	0
	Poll		3565	0.0177	3565	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>2918367</b>	<b>14.5216</b>	<b>2874648</b>	<b>43719</b>	<b>98.5019</b>	<b>1.4981</b>	<b>0</b>
<b>Total</b>		<b>29286400</b>	<b>12108021</b>	<b>41.3435</b>	<b>12064302</b>	<b>43719</b>	<b>99.6389</b>	<b>0.3611</b>	<b>0</b>



RESOLUTION NO: 03

**TGB Banquets and Hotels Limited**

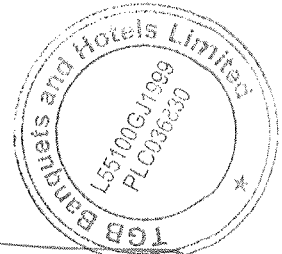
Resolution Required : (Ordinary)

3 - Regularization of Mr. Shilam Vora (DIN: 08285124) as an Independent Director of the Company

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

No

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes -Against	% of Votes in favour on votes polled	% of Votes against on votes polled	No. of votes Invalid
		[1]	[2]	$[3]=\{[2]/[1]\} * 100$	[4]	[5]	$[6]=\{[4]/[2]\} * 100$	$[7]=\{[5]/[2]\} * 100$	[8]
Promoter and Promoter Group	E-Voting	9189654	9189654	100.0000	9189654	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>9189654</b>	<b>100.0000</b>	<b>9189654</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	0	0	0.0000	0	0	0.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	20096746	2914802	14.5039	2871083	43719	98.5001	1.4999	0
	Poll		3565	0.0177	3565	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>2918367</b>	<b>14.5216</b>	<b>2874648</b>	<b>43719</b>	<b>98.5019</b>	<b>1.4981</b>	<b>0</b>
<b>Total</b>		<b>29286400</b>	<b>12108021</b>	<b>41.3435</b>	<b>12064302</b>	<b>43719</b>	<b>99.6389</b>	<b>0.3611</b>	<b>0</b>

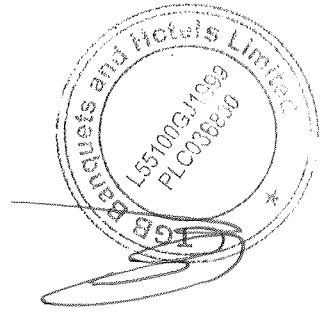




RESOLUTION NO: 04

## TGB Banquets and Hotels Limited

4 - Re-appointment of Mr. Narendra G. Somani (DIN: 00054229), as a Managing Director of the Company.									
Mr. Devanand Somani and Mr. Hemant Somani Interested in this agenda item									
Resolution Required : (Special)									
Whether promoter/ promoter group are interested in the agenda/resolution?									
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled	No. of votes Invalid
		[1]	[2]	[3]=[2]/[1]*100	[4]	[5]	[6]=[4]/[2]*100	[7]=[5]/[2]*100	[8]
Promoter and Promoter Group	E-Voting	9189654	9189654	100.0000	9189654	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>9189654</b>	<b>100.0000</b>	<b>9189654</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>
Public Institutions	E-Voting	0	0	0.0000	0	0	0.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>	<b>0</b>
Public Non Institutions	E-Voting	20096746	2914802	14.5039	2871083	43719	98.5001	1.4999	0
	Poll		3565	0.0177	3565	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>2918367</b>	<b>14.5216</b>	<b>2874648</b>	<b>43719</b>	<b>98.5019</b>	<b>1.4981</b>	<b>0</b>
<b>Total</b>		<b>29286400</b>	<b>12108021</b>	<b>41.3435</b>	<b>12064302</b>	<b>43719</b>	<b>99.6389</b>	<b>0.3611</b>	<b>0</b>



RESOLUTION NO: 05

**TGB Banquets and Hotels Limited**

Resolution Required : (Special)

5 - Re-appointment of Ms. Anjali Tolani,  
(DIN: 06958982), as an Independent Director of the Company

Whether promoter/ promoter group are interested in the agenda/resolution?  
No

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes -Against	% of Votes in favour on votes polled	% of Votes against on votes polled	No. of votes Invalid
		[1]	[2]	[3] = {[2]/[1]}*100	[4]	[5]	[6] = {[4]/[2]}*100	[7] = {[5]/[2]}*100	[8]
Promoter and Promoter Group	E-Voting	9189654	9189654	100.0000	9189654	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>9189654</b>		<b>9189654</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>
Public Institutions	E-Voting	0	0	0.0000	0	0	0.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>	<b>0</b>
Public Non Institutions	E-Voting	20096746	2914802	14.5039	2871083	43719	98.5001	1.4999	0
	Poll		3565	0.0177	3565	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>	<b>29286400</b>	<b>2918367</b>	<b>14.5216</b>	<b>2874648</b>	<b>43719</b>	<b>98.5019</b>	<b>1.4981</b>	<b>0</b>
<b>Total</b>			<b>12108021</b>	<b>41.3435</b>	<b>12064302</b>	<b>43719</b>	<b>99.6389</b>	<b>0.3611</b>	<b>0</b>

