

Notice of the 26th Annual General Meeting (AGM)

NOTICE is hereby given that the **26th Annual General Meeting** of the members of **TGB BANQUETS AND HOTELS LIMITED** will be held on Monday, September 29, 2025 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. **To receive, consider and adopt the Audited Financial Statements for the financial year ended 31st March 2025 and Director's and Auditor's Report thereon as on 31st March 2025.**

To consider and adopt the audited financial statement of the Company for the Financial Year ended 31st March, 2025 and the reports of the Board of Directors and Auditors thereon and, in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolutions as Ordinary Resolutions:

"RESOLVED THAT the audited financial statement of the Company for the Financial Year ended 31st March, 2025 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted"

2. **Appointment of director retiring by rotation**

To appoint Mr. Hemant Gurmukhdas Somani (DIN: 00515853), who retires by rotation as a Director and, in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Hemant Gurmukhdas Somani (DIN: 00515853), who retires by rotation at this Meeting be and is hereby appointed as a Director of the Company."

SPECIAL BUSINESS:

3. **Re-appointment of Mr. Narendra G. Somani (DIN : 00054229) as Managing Director and Chairman of the Company:**

To consider and if thought fit, to pass with or without modification(s), the following resolution as 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 force), and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 for the re-appointment of Mr. Narendra G. Somani (DIN:00054229) as a Whole-time Director designated as Managing Director of the Company for a period of Three (3) year commencing from October 01, 2025 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 details of which are given in the Explanatory Statement annexed hereto."

"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 Chairman & Managing Director shall also be entitled to the following perquisites, which shall not be included in the computation of the ceiling on remuneration stated herein above:

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

"RESOLVED FURTHER THAT Mr. Narendra G. Somani, (DIN: 00054229) shall not be liable to retire by rotation and his terms and conditions of the appointment, including remuneration shall be governed as per the Agreement to be entered into for a period of three 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."

4. To approve Continuation of employment of Mr. Devanand G. Somani (DIN: 00515959) as a Whole-time Director designated as Executive Director:

To consider and if thought fit, to pass with or without modification(s), the following resolution as 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 and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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: 00515853) as a Whole-time Director of the Company for a period of five years commencing from January, 26, 2026 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:

- a) Contribution to provident fund to the extent not taxable under the Income Tax Act, 1961,
- b) Gratuity payable at the rate not exceeding half a month's salary for each completed years of service and
- c) 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, including remuneration 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:

To consider and if thought fit, to pass with or without modification(s), the following resolution as 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 and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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, 2026 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:

- a) Contribution to provident fund to the extent not taxable under the Income Tax Act, 1961,
- b) Gratuity payable at the rate not exceeding half a month's salary for each completed years of service and
- c) 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, including remuneration 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. Re-appointment of Mrs. Jasmin Jaykumar Doshi (DIN: 08686876) as an Independent Director:

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 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, and based on the recommendation and approval of Nomination and Remuneration Committee and Board of Directors the Company, Mrs. Jasmin Jaykumar Doshi (DIN: 08686876), who was appointed as an Independent Non-executive Director to hold office up to 08th November, 2025 and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five (5) consecutive years commencing from 09th November, 2025 to 08th November, 2030.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

7. Appointment of M/s Umesh Ved & Associates, Company Secretaries as Secretarial Auditor of the Company for five financial years:

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

“RESOLVED THAT that pursuant to the provisions of Section 204 and other applicable provisions of the Companies Act, 2013, if any read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (“the Act”), (including any statutory modification (s) and re-enactment thereof for the time being in force) and pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Circulars issued thereunder from time to time, M/s M/s. Umesh Ved & Associates, Practicing Company Secretaries (CP No. 2924), be and are hereby appointed as Secretarial Auditors of the Company for a term of five (5) consecutive financial years commencing from the conclusion of this- 26th Annual General Meeting till the conclusion of 31st Annual General Meeting to be held in the year 2030 to conduct Secretarial Audit of five financial years i.e. from FY 2025-26 to FY 2029-30 at such remuneration plus applicable taxes and actual out of pocket expenses incurred in connection with the audit as may be mutually agreed between the Board of Directors and the Secretarial Auditors.

RESOLVED FURTHER THAT the Executive Directors or Company Secretary be and are hereby severally authorized to file necessary forms with the Ministry of Corporate Affairs and to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable to give effect to the above resolution.”

8. To approve the transactions/contracts/arrangements with related parties under regulation 23 of the SEBI (LODR) Regulations, 2015:

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 Regulation 23 of the SEBI (LODR) Regulations, 2015 (“SEBI Listing Regulations”) and SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 read with the provisions of section 188 of the Companies Act, 2013 and other applicable provisions, if any, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Company’s policy on Related Party Transactions, consent of the members of the company be and is hereby accorded to enter into Material Related Party transactions/ contracts / arrangement/Agreements, in the ordinary course of its business and on arm’s length basis for sale, purchase, Trade or supply of any goods or materials, availing or rendering of any services or such other transactions, Transfer of Resources including receiving/ providing loans and advances or such other transactions, on such terms and conditions as may be mutually agreed upon between the company and related party for an amount as mentioned in detail in

Explanatory Statement annexed herewith to this resolution and on the respective material terms & conditions as mentioned in the said table;

RESOLVED FURTHER THAT the Board of directors of the company, jointly and/or severally, be and is hereby authorized to do or cause to be done all such acts, deeds and things, settle any queries, difficulties, doubts that may arise with regard to any transaction with the related party, finalize the terms and conditions as may be considered necessary, expedient or desirable and execute such agreements, documents and writings and to make such filings as may be necessary or desirable, in order to give effect to this Resolution in the interest of the company.”

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

Sd/-

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

Place: Ahmedabad

Date: August 13, 2025

Registered Office:

“The Grand Bhagwati”

Plot No. 380, S. G. Road,

Bodakdev, Ahmedabad-380054

CIN: L55100GJ1999PLC036830

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. In terms of the provisions of Section 152 of the Act, Mr. Hemant Gurmukhdas Somani (DIN: 00515853), retires by rotation as a Director at this Meeting, Mr. Hemant Gurmukhdas Somani (DIN: 00515853), and his relatives shall be deemed to be interested in the Ordinary Resolution set out at Item No.2 of the Notice with regard to his re-appointment. Save and except above, none of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the Ordinary Business set out at Item No. 2 of the Notice.
4. A detailed profile of re-appointment of Directors along with additional information required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and Secretarial Standard on General Meetings is provided separately by way of an Annexure to the Notice.
5. 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.
6. Members / Proxies / Authorized Representatives are requested to bring to the Meeting necessary details of their shareholding, attendance slip(s) and copy(ies) of Annual Report.
7. Attendance slip, proxy form and the route map of the venue of the Meeting are annexed hereto.
8. 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
9. 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.
10. 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, MUFG Intime India Pvt. Ltd (Formerly known as Link Intime India Pvt. Ltd.) for shares held in physical form and to their respective Depository Participants (DP) for shares held in electronic form.
11. **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. 22nd September, 2025. A person, who is not a Member as on the Cut-off Date, should treat the Notice for information purpose only.**
12. The remote e-voting period will commence on Friday, 26th September, 2025 [9:00 AM] and ends on Sunday, 28th September, 2025 [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, 2025 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.
13. 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.
14. **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.

15. 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. Members whose shares in physical mode are hereby requesting you kindly download all the forms from the company's website in investor section.
16. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, PAN, registering of nomination and power of attorney, Bank Mandate details such as name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DP in case the shares are held in electronic form, and to the RTA in case the shares are held in physical form. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified from time to time.
17. Members may please note that SEBI, vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, by rescinding earlier circulars, has mandated the listed companies to issue securities in dematerialized form only while processing service requests, viz., Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/ splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4. The said form can be downloaded from the Standard documents for Investors available on the Company's website <https://thegrandbhagwati.com/investors.php> and is also available on the website of the RTA. It may be noted that any service request can be processed only after the folio is KYC Compliant.

Members holding shares in physical form are required to submit PAN, nomination, contact details, bank account details and specimen signature in specified forms. Members may access <https://thegrandbhagwati.com/investors.php> for Form ISR-1 to register PAN/email id/bank details/other KYC details, Form ISR-2 to update signature and Form ISR-3 for declaration to opt out. Members may make service requests by submitting a duly filled and signed Form ISR-4 & ISR-5, the format of which is available on the Company's website and on the website of the Company's Registrar and Transfer Agent.

18. In case a holder of physical securities whose folio do not have PAN, nomination, contact details, bank account details and specimen signature updated shall be eligible to lodge grievance or avail any service request from the RTA only after furnishing PAN, KYC details and Nomination and for any payment including dividend, interest or redemption payment in respect of such folios, only through electronic mode with effect from April 1, 2024. In compliance with SEBI guidelines, the Company sent communications intimating about the submission of above details to all the Members holding shares in physical form to the RTA/Company.
19. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members, who have not yet registered their nomination, are requested to register the same by submitting Form No. SH-13. Members are requested to submit the said form to their DP in case the shares are held in electronic form, and to the RTA in case the shares are held in physical form.
20. Non-Resident Indian Members are requested to inform the Company / MUFG Intime India Private Limited(if shareholding is in physical mode) / respective DPs (if shareholding is in demat mode), immediately of:
 - a) Change in their residential status on return to India for permanent settlement; and
 - b) Particulars of their bank account maintained in India with account type, account number, name and address of the bank with pin code number, if not furnished earlier.

21. 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.

22. 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. As per regulation 36 (1) (c) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Hard copy of annual report to be sent to the those shareholders who have made requested to the company's registered e-mail id i.e cs@tgbhotels.com. 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.
23. 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).
24. Members may also note that the Notice of the 26th Annual General Meeting and the Annual Report for the financial year 2024-25 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
25. The Route Map for the venue of the 26th Annual General Meeting is enclosed with this Notice.
26. **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 26th 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 26th 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.
27. 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.
28. 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.
29. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. Monday, 29th September, 2025.
30. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.
31. Dispute Resolution Mechanism at Stock Exchanges-SEBI, vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/76 dated May 30, 2022, provided an option for arbitration as a Dispute Resolution Mechanism for investors. As per this circular, investors can opt for arbitration with Stock Exchanges in case of any dispute against the Company or its Registrar and Transfer Agent on delay or

default in processing any investor services related request. In compliance with SEBI guidelines, the Company had sent communication intimating about the said Dispute Resolution Mechanism to all the Members holding shares in physical form.

32. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 4, 2023, read with Master Circular No. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal (“ODR Portal”) for resolution of disputes arising in the Indian Securities Market. Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodrin/login>) and the same can also be accessed through the Company’s website www.tgbhotels.com.
33. SEBI vide its notification dated January 24, 2022 has amended Regulation 40 of the SEBI Listing Regulations and has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or RTA, for assistance in this regard.
34. **Voting through Electronic means:**

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

The remote e-voting period begins on Friday, 26th September, 2025 [9:00 AM] and ends on Sunday, 28th September, 2025 [5:00 PM]. 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. Monday, 22nd September, 2025, 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 Monday, 22nd September, 2025.

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

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:





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.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp . You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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

	<ol style="list-style-type: none"> 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 Ifyou 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 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 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. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div data-bbox="544 1050 1015 1333"> <p>NSDL Mobile App is available on</p> <div>   </div> <div>   </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL

	<p>website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
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.com or call at 022 - 4886 7000
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 toll free no. 1800-21-09911

B) Login Method for e-Voting for 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?

1. 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 e-services 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 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- 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.
- How to retrieve your 'initial password'?
 - 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'.
 - 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:

- 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.
- Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com 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?

- 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 cycles in active status.

2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.

4. 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.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. 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 to umesh@umeshvedcs.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
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 : 022 - 4886 7000 or send a request to (Ms. Pallavi Mhatre) at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories 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@tgbhotels.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)** e.g. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com 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 26th 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.

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The statements pursuant to Section 102 of the Companies Act, 2013 setting out all the material facts relating to the Special Businesses mentioned in accompanying Notice are as follows:

Item No: 3

Mr. Narendra G. Somani (DIN: 00054229), who was appointed as Managing Director of the Company by the members on September 30, 2022 for a period of (3) three years from the October 01, 2022, the present term of Mr. Narendra G. Somani (DIN: 00054229) is ending on September 30, 2025. Keeping in view that Mr. Narendra G. Somani (DIN: 00054229) 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. It would be in the interest of the Company to continue the employment of Mr. Narendra G. Somani as Managing Director. Mr. Narendra G. Somani (DIN: 00054229) guided the Company through his Three 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 August 13, 2025 approving re-appointment of Mr. Narendra G. Somani as whole time director designated as Managing Director (DIN: 00054229) for a further period of three years commencing from October 01, 2025 to September 30, 2028 which is subject to the approval of the members of the Company at this 26th 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. Narendra G. Somani (DIN:00054229), pursuant to Section 190 of the Companies Act, 2013.

The Details of the remuneration payable to Mr. Narendra G. Somani (DIN: 00054229) and the terms and conditions of the re- appointment are given below:

1. **Salary:** 4,00,000/- (Rs. Four Lakhs) per month which is eligible for revision on a date to be determined by the Nomination and Remuneration Committee.
2. **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.
3. **Perquisites:** The Managing 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 Managing 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-imbursement:** 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 Managing Directors for business and personal use.
4. **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 Managing Directors.
5. **Servant:** Reimbursement of servant's salary, subject to a maximum of two servants.
6. **Watchman:** Reimbursement of watchman's salary, subject to a maximum of two watchmen.

Other terms and conditions:

- a. In the event of absence or inadequacy of profits in any financial year during the tenure of Mr. Narendra G. Somani as Managing 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. Narendra 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 Managing Directors for attending the meetings of the Board of Directors or Committees thereof.
- f. The Managing Directors shall not 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.

Mr. Narendra G. Somani satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under Section 196(3) of the Act for his re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

The Information as required under the Schedule V of Companies Act, 2013 is being given after as under:

Sr. No.	Particulars	Required Details		
General Information:				
1.	Nature of industry	Hotel Industry		
2.	Date or expected date of commencement of commercial production	Already in commercial operations & Services since long		
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	N.A.		
4.	Financial performance based on given indicators	Particulars	2024-25(Rs. In Lacs)	2023-24(Rs. In Lacs)
		Turnover/Income	3968.28	4026.01
		Profit/(Loss) Before Tax	192.68	(354.20)
		Profit/(Loss) after Tax	194.37	(356.01)
5.	Foreign investments or collaborations, if any.	Nil		
Information about the appointee:				
1.	Background details	As stated above		
2.	Past remuneration	₹ 48 Lakhs Per annum.		
3.	Recognition or awards	N.A.		
4.	Job profile and his suitability	Experience of over 35 years in catering and hotel industry and event management, he is Whole time Director and Promoter of the company, he is managing outdoor catering business since his appointment with the company.		
5.	Remuneration proposed	As stated above		
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The proposed remuneration is in line with remuneration payable to the Directorial personnel holding similar stature/position in the Industry.		

7.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Besides remuneration, Mr. Somani holds 60,11,885 (20.53%) of the Equity Shares of the Company. And He is Brother of Mr. Devanand G. Somani and Mr. Hemant G. Somani Director of the Company
Other Information:		
1.	Reasons of loss or inadequate profits	The company is in the hospitality sector and right now, the industry is showing resilience and performance improved on year on year basis. The company expects the same trend will continue in near future and the management is taking steps to optimize the fixed cost across the departments in order to generate higher margins. We expect these initiatives will significantly improve the Company's performance and its profitability in the coming years.
2.	Steps taken or proposed to be taken for improvement	The Company is focused on implementing various strategic initiatives aimed at stimulating revenue growth, re-enforcing operational excellence and continuing the optimisation in fixed costs in order to emerge stronger. With revival and growth in the tourism industry, it is expected to significantly improve the Company's performance and its profitability in the coming years.
3.	Expected increase in productivity and profits in measurable terms	N.A.

All other existing terms and conditions for the re-appointment shall remain unchanged and Disclosures as required under Regulation 36(3) of SEBI Listing Regulations and Secretarial Standard 2 on General Meeting issued by Institute of Company Secretaries of India are annexed to 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. Narendra G. Somani (DIN: 00054229). The Board of Directors recommends the resolution in relation to the re-appointment of Managing Director for the approval of the Members of the Company.

Except Mr. Narendra G. Somani, (DIN: 00054229), Devanand G Somani (DIN: 00515959), Hemant G. Somani (DIN: 00515853) 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: 4

Mr. Devanand G. Somani (DIN: 00515959), who was appointed as Executive Director of the Company by the members on September 29, 2021 for a period of five years from the January 26, 2021, the present term of Mr. Devanand G. Somani (DIN: 00515959), is ending on January 25, 2026.

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 August 13, 2025 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: ₹ 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-imbursement: 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.

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.

Mr. Devanand G. Somani satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under Section 196(3) of the Act for his re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

The Information as required under the Schedule V of Companies Act, 2013 is being given after as under:

Sr. No.	Particulars	Required Details		
General Information:				
1.	Nature of industry	Hotel Industry		
2.	Date or expected date of commencement of commercial production	Already in commercial operations & Services since long		
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	N.A.		
4.	Financial performance based on given indicators	Particulars	2024-25(Rs. In Lacs)	2023-24(Rs. In Lacs)
		Turnover/Income	3968.28	4026.01
		Profit/(Loss) Before Tax	192.68	(354.20)
		Profit/(Loss) after Tax	194.37	(356.01)
5.	Foreign investments or collaborations, if any.	Nil		
Information about the appointee:				
1.	Background details	As stated above		
2.	Past remuneration	Mr. Devanand Somani has been waived off his right for receiving remuneration from the Company.		
3.	Recognition or awards	N.A.		
4.	Job profile and his suitability	Mr. Devanand Somani is having more than 30 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.		
5.	Remuneration proposed	As stated above		
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The proposed remuneration is in line with remuneration payable to the Directorial personnel holding similar stature/position in the Industry.		
7.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Besides remuneration, Mr. Somani holds 10,83,400 (3.70%) of the Equity Shares of the Company. And He is Brother of Mr. Narendra G. Somani and Mr. Hemant G. Somani Director of the Company		
Other Information:				
1.	Reasons of loss or inadequate profits	The company is in the hospitality sector and right now, the industry is showing resilience and performance improved on year on year basis. The company expects the same trend will continue in near future and the management is taking steps to optimize the fixed cost across the departments in order to generate higher margins. We expect these initiatives will significantly improve the Company's performance and its profitability in the coming years.		
2.	Steps taken or proposed to be taken	The Company is focused on implementing various		

	for improvement	strategic initiatives aimed at stimulating revenue growth, re-enforcing operational excellence and continuing the optimisation in fixed costs in order to emerge stronger. With revival and growth in the tourism industry, it is expected to significantly improve the Company's performance and its profitability in the coming years.
3.	Expected increase in productivity and profits in measurable terms	N.A.

All other existing terms and conditions for the re-appointment shall remain unchanged and Disclosures as required under Regulation 36(3) of SEBI Listing Regulations and Secretarial Standard 2 on General Meeting issued by Institute of Company Secretaries of India are annexed to 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. Devanand 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: 5

Mr. Hemant G. Somani (DIN: 00515853), who was appointed as Executive Director of the Company by the members on September 29, 2021 for a period of five years from the January 26, 2021, the present term of Mr. Devanand G. Somani is ending on January 25, 2026.

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. 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 August 13, 2025 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: ₹ 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-imbursement:** 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.

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.

Mr. Hemant G. Somani satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under Section 196(3) of the Act for his re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

The Information as required under the Schedule V of Companies Act, 2013 is being given after as under:

Sr. No.	Particulars	Required Details		
General Information:				
1.	Nature of industry	Hotel Industry		
2.	Date or expected date of commencement of commercial production	Already in commercial operations & Services since long		
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	N.A.		
4.	Financial performance based on given indicators	Particulars	2024-25(Rs. In Lacs)	2023-24(Rs. In Lacs)
		Turnover/Income	3968.28	4026.01
		Profit/(Loss) Before Tax	192.68	(354.20)

		Profit/(Loss) after Tax	194.37	(356.01)
5.	Foreign investments or collaborations, if any.	Nil		
Information about the appointee:				
1.	Background details	As stated above		
2.	Past remuneration	₹ 24 Lakhs Per annum.		
3.	Recognition or awards	N.A.		
4.	Job profile and his suitability	Mr. Hemant Somani is having more than 30 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.		
5.	Remuneration proposed	As stated above		
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The proposed remuneration is in line with remuneration payable to the Directorial personnel holding similar stature/position in the Industry.		
7.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Besides remuneration, Mr. Somani holds 7,75,350 (2.65%) of the Equity Shares of the Company. And He is Brother of Mr. Devanand G. Somani and Mr. Narendra G. Somani Director of the Company		
Other Information:				
1.	Reasons of loss or inadequate profits	The company is in the hospitality sector and right now, the industry is showing resilience and performance improved on year on year basis. The company expects the same trend will continue in near future and the management is taking steps to optimize the fixed cost across the departments in order to generate higher margins. We expect these initiatives will significantly improve the Company's performance and its profitability in the coming years.		
2.	Steps taken or proposed to be taken for improvement	The Company is focused on implementing various strategic initiatives aimed at stimulating revenue growth, re-enforcing operational excellence and continuing the optimisation in fixed costs in order to emerge stronger. With revival and growth in the tourism industry, it is expected to significantly improve the Company's performance and its profitability in the coming years.		
3.	Expected increase in productivity and profits in measurable terms	N.A.		

All other existing terms and conditions for the re-appointment shall remain unchanged and Disclosures as required under Regulation 36(3) of SEBI Listing Regulations and Secretarial Standard 2 on General Meeting issued by Institute of Company Secretaries of India are annexed to 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: 6

Mrs. Jasmin Jaykumar Doshi (DIN: 08686876) is an Independent Director of the Company. Mrs. Doshi was appointed as an Independent Director of the Company for a term of five consecutive years with effect from 09th November, 2020. The said term will be completed on 08th November, 2025.

With the recommendation of Nomination and Remuneration Committee ("NRC"), Board of Directors of the Company on Board Meeting dated Wednesday, 13th August, 2025 approving re-appointment of Mrs. Jasmin Jaykumar Doshi as an Independent Non-executive Director, not liable to retire by rotation, for a second term of five consecutive years commencing from 09th November, 2025 up to 08th November, 2030, subject to approval of the shareholders of the Company by way of Special Resolution.

Declarations have been received from the concerned Director that she meets the criteria of Independence prescribed under Section 149 of the Companies Act, 2013 ("Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

The NRC taking into consideration the skills, expertise and competencies required for the Board and based on the performance evaluation, recommended to the Board that Mrs. Doshi's qualifications and the rich experience meets the skills and capabilities required for the role of Independent Director of the Company and may be considered for re-appointment for second term.

In the opinion of your Board, Mrs. Jasmin Jaykumar Doshi fulfils the conditions specified in the Companies Act, 2013 and the rules made thereunder and Listing Regulations, making her eligible for re-appointment as an Independent Director and she is independent of the management of the Company.

Given her integrity, expertise, knowledge and experience, the Board considers that her re-appointment will be in the interest of the Company and the Board recommends the resolution contained in item no. 6 of the accompanying notice for approval of the members as a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company and their respective relatives is in any way concerned or interested in the said Resolution set out at item no. 6 except Mrs. Jasmin Jaykumar Doshi being an appointee. Disclosures as required under Regulation 36(3) of SEBI Listing Regulations and Secretarial Standard 2 on General Meeting issued by Institute of Company Secretaries of India are annexed to this notice.

Item No: 7

The Board at its meeting held on 13th August, 2025, based on recommendation of the Audit Committee, after evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc., has approved the appointment of M/s. Umesh Ved & Associates, Practicing Company Secretaries, a peer reviewed firm No.: 6564/2025 (CP: 2924) as Secretarial Auditors of the Company for a term of five consecutive years commencing from FY 2025-26 till FY 2029-30, subject to approval of the Members.

The appointment of Secretarial Auditors shall be in terms of the amended Regulation 24A of the SEBI Listing Regulations vide SEBI Notification dated December 12, 2024 and provisions of Section 204 of the Act and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

M/s. Umesh Ved & Associates is a well-known firm of Practicing Company Secretaries based in Ahmedabad. Renowned for its commitment to quality and precision, the firm has been Peer Reviewed by the Institute of Company Secretaries of India (ICSI), ensuring the highest standards in professional practices.

M/s. Umesh Ved & Associates has experience in providing comprehensive professional services in corporate law, SEBI regulations, FEMA compliance, and allied fields, delivering strategic solutions to ensure regulatory adherence and operational efficiency. The firm provides its services to various prominent companies.

M/s. Umesh Ved & Associates has confirmed that the firm is not disqualified and is eligible to be appointed as Secretarial Auditors in terms of Regulation 24A of the SEBI Listing Regulations. The services to be rendered by Umesh Ved & Associates as Secretarial Auditors is within the purview of the said regulation read with SEBI circular no. SEBI/ HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024. The remuneration payable to Umesh Ved & Associates is ₹ 1.25 Lacs as mutually agreed between him and Board of Directors.

The Board recommends the resolution at Item No. 7 for approval of the members.

Item No: 8

The provisions of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, stipulate that a transaction with a related party shall be considered material, if the transaction(s) entered into/to be entered into individually or taken together with the previous transactions during a financial year, exceeds ₹ 1,000 crore or 10% of annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower, and will require prior approval of Members by means of an ordinary resolution. The said limits are applicable, even if the transactions are in the ordinary course of business of the concerned company and at an arm's length basis.

Propose to enter into certain related party transaction(s) as mentioned below, on mutually agreed terms and conditions, and the aggregate of such transaction(s), are expected to cross the applicable materiality thresholds as mentioned above.

Accordingly, as per the SEBI Listing Regulations, prior approval of the Members is being sought for all such arrangements / transactions proposed to be undertaken by the Company, either directly or indirectly. All the said transactions shall be in the ordinary course of business of the Company and on an arm's length basis.

The Audit Committee has, on the basis of relevant details provided by the management, as required by the law, reviewed and approved the said transaction(s), subject to approval of the Members, while noting that such transaction shall be on arms' length basis and in the ordinary course of business of the Company.

Your Board of Directors considered the same and recommends passing of the resolution contained in Item No. 8 of this notice.

Information required under Regulation 23 of SEBI Listing Regulations read with SEBI Circular dated 11th July, 2023 is provided herein below:

Sr. No.	Description	Details					
1.	Name of the related party with whom transaction is proposed to be entered	TGB Bakers and Confectioners Private Limited	Sunita Enterprise	Bhagwati Sales Corporation	HMJ FOODS LLP	TGB Foods Private Limited	Bhagwati Hospitality Services
2.	Nature of Relationship [including Entities with nature of Interest (financial or otherwise)]	Entities with Common Directors, Shareholding and having significant influence of Directors and Promoter Shareholders of the Company.					
3.	Type of proposed transaction	sale, purchase, Trade or supply of any goods or materials, availing or rendering of any services or such other transactions, Transfer of Resources including					

		receiving/ providing loans and advances or such other transactions, on such terms and conditions as may be mutually agreed upon between the company and related party
4.	Nature, duration/tenure, material arrangement terms, monetary value and particulars of contract/ arrangement	Purchase, Sale, Trade and otherwise Deal in Goods and Services, Transfer of any resources, advance of money, services or obligations between the Company and the Related Party mentioned above of up to an aggregate amount of INR 50.00 Crore each year for Three Financial Year.
5.	Particulars of the proposed transaction	Same as Sr. No. 3.
6.	Tenure of the transaction	The above arrangements are continuing business transactions. Approval of the Board is being sought for transactions during the Three (3) Financial years (i.e. from 2025-26 till Financial Year 2027-28)
7.	Value of the proposed transaction	Same as Sr. No. 4.
8.	Percentage of Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	126% of the consolidated turnover of the Company per annum.
9.	Justification of the proposed transaction	The Company is entering into related party transaction in respect of Purchase, Sale, Trade and otherwise Deal in Goods and Services and for transfer of obligations/resources. The proposed transaction will be in the ordinary course of business and on the arm's length basis.
10.	Details of the valuation report or external party report (if any) enclosed with the Notice	Not Applicable
11.	Name of the Director or Key Managerial Personnel, who is related	Mr. Narendra Somani, Mr. Hemant Somani & Mr. Devanand Somani
12.	Following additional disclosures to be made in case of loans, inter-corporate deposits, advances or investments made or given	
a	Source of funds	Internal Sources/Accruals only.
b	In case any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investment: * Nature of indebtedness; * cost of funds; and * tenure of the indebtedness	Not Applicable
c	Terms of the loan, inter-corporate deposits, advances or investment made or given (including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security)	Unsecured Loan on short term/long term basis, repayable on demand at a mutually agreed rate of interest in compliance with the provisions of the Companies Act, 2013.
d	The purpose for which the funds	For business purposes only.

	will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	
13.	Any other relevant information.	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.

None of the Directors or Key Managerial Personnel of the Company or its respective relatives, other than as mentioned above and their relatives, is concerned, or interested, in the resolution.

The said transaction(s)/contract(s)/arrangement(s) have been recommended by the Audit Committee and Board of Directors of the Company for consideration and approval by the Members.

It is pertinent to note that no related party shall vote to approve this Resolution whether the entity is a related party to the particular transaction or not.

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

**Place: Ahmedabad
Date: August 13, 2025**

**Sd/-
Narendra. G. Somani
Chairman & Managing Director
(DIN: 00054229)**

**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 26th Annual General Meeting.

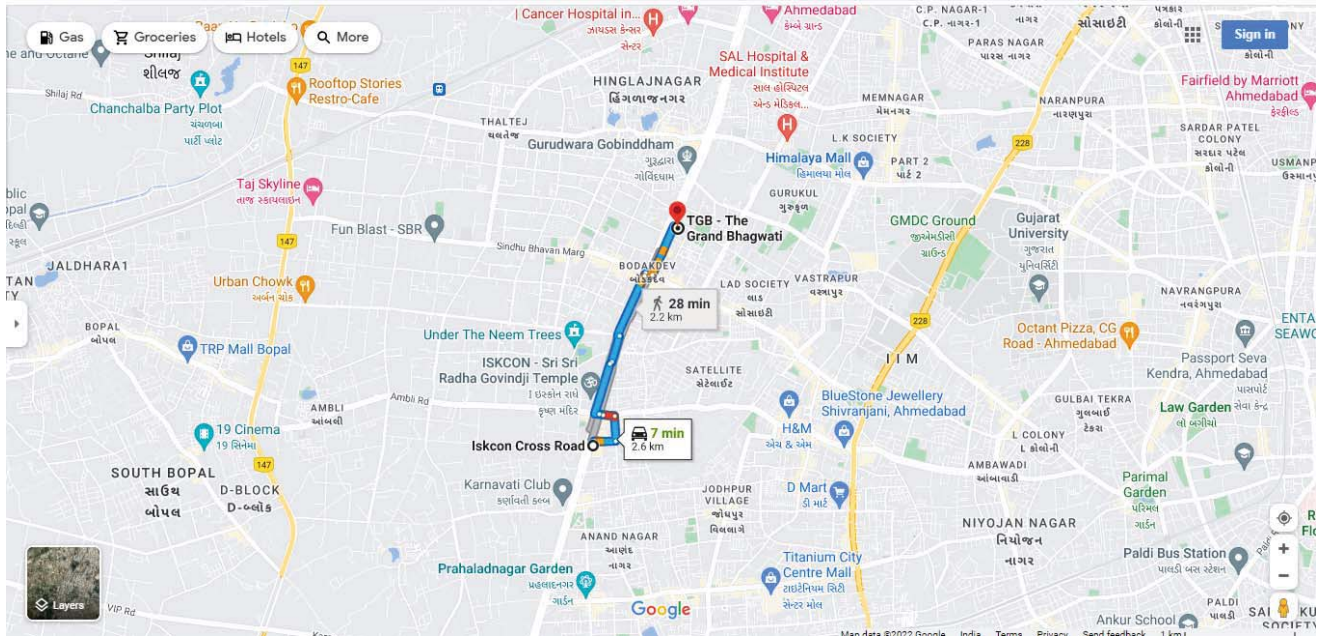
Name of the Directors	Mr. Narendra G. Somani	Mr. Devanand G. Somani	Mr. Hemant G. Somani	Mrs. Jasmin J. Doshi
DIN	00054229	00515959	00515853	08686876
Date of Birth	15.02.1966 (59 Year)	22.04.1971 (54 Year)	06.05.1976 (49 Year)	10.01.1989 (36 Year)
Nationality	Indian	Indian	Indian	Indian
Date of original appointment	01.11.1999	01.10.2015	22.07.2002	09.11.2020
Father/Husband Name	Mr. Gurmukhdas Somani	Mr. Gurmukhdas Somani	Mr. Gurmukhdas Somani	Mr. Jaykumar Doshi
Qualification	F.Y. B.COM	F.Y. B.COM	F.Y. B.COM	Company Secretary
Terms & Conditions of appointment along with details of remuneration sought to be paid and the remuneration last drawn by such person	Re-appointed for a period of 3 Years w.e.f 01st October, 2025 to 30th September, 2028 and is not be liable to retire by rotation.	Re-appointed for a period of 5 Years w.e.f 26th January, 2026 to 25th January, 2031 and is liable to retire by rotation.	Re-appointed for a period of 5 Years w.e.f 26th January, 2026 to 25th January, 2031 and is liable to retire by rotation.	Re-appointed as a Non- Executive Independent Woman Director of the Company for 2nd term of 5 Years w.e.f 09th November, 2025, not be liable to retire by rotation.
Nature Expertise in specific functional Area	Catering & Hotel Industry	Hospitality & Event Management	Hospitality & Event Management	CS having expertise in corporate Laws more specifically the IBC, Companies Act, SEBI Laws for a period of 10 years
Profile of the Director	Experience of over 35 years in catering and hotel industry and event management, he is Whole time Director of the company, he is managing outdoor catering business since his appointment with the company.	Mr. Devanand Somani is having more than 30 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 30 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.	She is a qualified Company Secretary from Ahmedabad. She is a commerce graduate, and associate member of the Institute of Company Secretaries of India. She has over 10 years of experience as a professional.
Details of remuneration sought to be paid/ proposed remuneration	Please refer to Item No.3 and the Explanatory Statement thereto forming part of this AGM Notice.	Please refer to Item No.4 and the Explanatory Statement thereto forming part of this AGM Notice.	Please refer to Item No.5 and the Explanatory Statement thereto forming part of this AGM Notice.	Being independent Director, she will receive sitting fees for the meeting of the board attended by her during her term of appointment.
Details of remuneration last drawn by such person, if any	INR 48 Lakhs per annum	NA	INR 24 Lakhs per annum	Details are given in Corporate Governance Report
Directorships held other	1. Manish Advisory	1.Devharsh Corporate	1. Armaan Advisory	1. VMS TMT

Companies including Foreign Companies excluding alternate directorship	Services Private Limited 2. United Sindhis International Forum 3. Hotel and Restaurant Association (Western Region)	Consultants Private Limited	Services Private Limited	Limited 2. Italia Ceramics Limited 3. Kanel Industries Limited 4. Innovative Tyres and Tubes Limited (resigned w.e.f. 10.06.2025)
Memberships/Chairman ships of Audit and Stakeholders Relationship Committees of other Boards	NIL	NIL	NIL	1. Innovative Tyres and Tubes Limited- Member in Audit Committee and Chairman in Stakeholders Relationship Committee 2. Kanel Industries Limited- Members in Both Committee
Share holding in the Company	6011885 eq. shares	1083400 eq. shares	775350 eq. shares	Nil
Relationship between directors inter-se	Brother of Mr. Devanand G. Somani and Mr. Hemant G. Somani	Brother of Mr. Narendra G. Somani and Mr. Hemant G. Somani	Brother of Mr. Narendra G. Somani and Mr. Devanand G. Somani	No relation
Listed companies from which the Director has resigned in the past three years	NIL	NIL	NIL	01(One)
Names of listed entities (including this entity) in which the person also holds the directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years	NIL	NIL	NIL	1. Innovative Tyres & Tubes Limited (resigned w.e.f. 10.06.2025)
No. Board Meeting Meetings attended during the F.Y. 2024-25	04 (Four) out of 04	04 (Four) out of 04	04 (Four) out of 04	04 (Four) out of 04
Information as required pursuant to Per Exchange Circular No. LIST/COMP/14/2018-19 Dated June 20, 2018 w.r.t. Enforcement of SEBI Orders Regarding Appointment of Directors by Listed Companies	He is not debarred from holding the Office of Director by virtue of any order of Securities and Exchange Board of India (SEBI) or any other such authority.	He is not debarred from holding the Office of Director by virtue of any order of Securities and Exchange Board of India (SEBI) or any other such authority.	He is not debarred from holding the Office of Director by virtue of any order of Securities and Exchange Board of India (SEBI) or any other such authority.	She is not debarred from holding the Office of Director by virtue of any order of Securities and Exchange Board of India (SEBI) or any other such authority.

Skills and capabilities required for the role and the manner in which the proposed person meets such requirements.	NA	NA	NA	Professional Experience and expertise in Law and Regulations applicable to the Company.
--	----	----	----	---

Route Map to the 26th Annual General Meeting (AGM) Venue.

Venue of 26th AGM:
“The Grand Bhagwati” Plot No:380,
Bodakdev, S.G Highway,
Ahmedabad- 380054





THE GRAND BHAGWATI
HOTELS • BANQUETS • CONVENTIONS

TGB BANQUETS AND HOTELS LIMITED

CIN: L55100GJ1999PLC036830

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

E-mail: info@tgbhotels.com Website: www.tgbhotels.com Ph: 079-26841000, Fax: 079-26840915

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL Joint

Members may obtain additional slip at the venue of the Meeting.

DP Id*	:	Folio No.	:
Client Id*	:	No. of Shares	:

NAME AND ADDRESS OF THE MEMBERS:	
----------------------------------	--

I hereby record my presence at the 26th ANNUAL GENERAL MEETING of the Members of the Company held on Monday 29th September, 2025 at 11:00 a.m. at the registered office of the company situated at The Grand Bhagwati, Plot No: 380, Bodakdev, Ahmedabad- 380054.

*Applicable for Members holding shares in electronic form

Signature of Member/Proxy



THE GRAND BHAGWATI
HOTELS • BANQUETS • CONVENTIONS

TGB BANQUETS AND HOTELS LIMITED

CIN: L55100GJ1999PLC036830

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

E-mail: info@tgbhotels.com Website: www.tgbhotels.com Ph: 079-26841000, Fax: 079-26840915

Form No. MGT-11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s) : _____
Registered Address : _____
Email ID : _____
Folio No./DP ID & Client ID : _____

I/we, being member(s) holding _____ shares of the above named company, hereby appoint:

1. Name : _____ Address: _____
E-mail Id : _____ Signature: _____ or failing him/her
2. Name : _____ Address: _____
E-mail Id : _____ Signature: _____ or failing him
3. Name: _____ Address: _____
E-mail Id: _____ Signature: _____ or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **26th Annual General Meeting** of the Company to be held on Monday, 29th September, 2025 at 11:00 a.m. at "The Grand Bhagwati" Plot No: 380, Bodakdev, S.G. Highway, Ahmedabad- 380054 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Description of Resolution	FOR ✓	Against ✕
	Ordinary Business		
1.	To receive, consider and adopt the Audited Financial Statements for the financial year ended 31st March 2025 and Director's and Auditor's Report thereon as on 31st March 2025.		
2.	Appointment of a Director in place of Mr. Hemant Gurmukhdas Somani (DIN: 00515853), who retires by rotation and being eligible, offers himself for re-appointment.		
	Special Business		
3.	Re-appointment of Mr. Narendra G. Somani (DIN : 00054229) as Managing Director and Chairman of the Company.		
4.	To approve Continuation of employment of Mr. Devanand G. Somani (DIN: 00515959) as a Whole-time Director designated as Executive Director.		
5.	To approve Continuation of employment of Mr. Hemant G. Somani (DIN: 00515853) as a Whole-time Director designated as Executive Director.		
6.	Re-appointment of Mrs. Jasmin Jaykumar Doshi (DIN: 08686876) as an Independent Director.		
7.	Appointment of M/s Umesh Ved & Associates, Company Secretaries as Secretarial Auditor of the Company for five financial years.		
8.	To approve the transactions/contracts/arrangements with related parties under regulation 23 of the SEBI (LODR) Regulations, 2015.		

Signed this _____ day of _____ 2025

Signature of Shareholder: _____

Signature of 1st Proxy holder

Signature of 2nd Proxy holder

Signature of 3rd Proxy holder

Affix ` 1/-
Revenue
Stamp

Notes:

- 1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than forty-eight hours before the commencement of the Meeting.
- 2) A proxy need not be a Member of the Company and shall prove his identity at the time of attending the Meeting.
- 3) A person can act as a proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or Member.
- ** 4) This is only optional. Please put a 'v' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your proxy will be entitled to vote (on poll) at the Meeting in the manner he/she thinks appropriate.
- 5) Appointing a proxy does not prevent a Member from attending the Meeting in person if he / she so wishes. When a Member appoints a proxy and both the Member and proxy attend the Meeting, the proxy will stand automatically revoked.
- 6) In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.
- 7) This form of proxy shall be signed by the appointer or his attorney duly authorised in writing, or if the appointer is a body corporate, be under its seal or be signed by an officer or an attorney duly authorised by it.
- 8) This form of proxy will be valid only if it is duly completed in all respects, properly stamped and submitted as per the applicable law. Incomplete form or form which remains unstamped or inadequately stamped or form upon which the stamps have not been cancelled will be treated as invalid.
- 9) Undated proxy form will not be considered valid.
- 10) If Company receives multiple proxies for the same holdings of a Member, the proxy which is dated last will be considered valid; if they are not dated or bear the same date without specific mention of time, all such multiple proxies will be treated as invalid.

****Applicable for Members holding shares in electronic form.**