



THE GRAND BHAGWATI
HOTELS • BANQUETS • CONVENTIONS • CLUB

TGB BANQUETS AND HOTELS LIMITED

CIN: L55100GJ1999PLC036830

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

Website: www.tgbhotels.com; Email: cs@tgbhotels.com Phone:079-26841000

NOTICE OF POSTAL BALLOT

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and other applicable laws and regulations, that the resolution appended below for the appointment of M/s Suresh R. Shah & Associates, Chartered Accountants, (Firm Registration Number: 110691W) as Statutory Auditors of the Company to fill the casual vacancy caused by resignation of M/s Doogar & Associate, Chartered Accountants, (Firm Registration No. 000561N) is proposed to be passed by the Members through postal ballot / electronic voting (e-voting).

The explanatory statement pertaining to the aforesaid item setting out the material facts and reasons thereto is annexed with the Postal Ballot Notice for your consideration.

The Board of Directors of the Company has appointed Mr. Umesh Ved, Practicing Company Secretary from M/s Umesh Ved & Associates, Company Secretaries, as the Scrutinizer for conducting the postal ballot and e-voting process in a fair and transparent manner. Members desiring to exercise their votes by postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed. The duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than 5.00 P.M. on Saturday, 12th May, 2018.

Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section 'Voting through Electronic Means' in this Notice. The Scrutinizer will submit his report to the Chairman or any other Director of the Company authorized by the Board of Directors after the completion of the scrutiny of the postal ballots (including e-voting). The result of postal ballot (including e-voting) shall be declared on or before 5.00 P.M. on Monday, 14th May, 2018 and the same will be placed on the website of the Company i.e. www.tgbhotels.com, website of e-voting agency i.e. www.evotingindia.com and will be communicated to the Stock Exchanges.

It may be noted that e-voting is optional. If a member has voted through e-voting facility, he is not required to send the Postal Ballot Form and the votes cast through e- voting shall only be considered by the Scrutinizer and voting done through Postal Ballot Form will be treated as invalid.

SPECIAL BUSINESS

Resolution:

Item No. 1: Appointment of Statutory Auditors to fill Casual Vacancy:

To consider and, if thought fit, to pass the following resolution as **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or reenactment thereof for the time being in force), M/s Suresh R. Shah & Associates, Chartered Accountants (Firm Registration Number: 110691W) be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s Doogar & Associates, Chartered Accountants, (Firm Registration No. 000561N).

RESOLVED FURTHER THAT M/s Suresh R. Shah & Associates, Chartered Accountants, shall be entitled to hold the office of the Statutory Auditors of the Company up to the conclusion of ensuing Annual General Meeting on such remuneration as may be fixed by the Board of Directors in consultation with them."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors, be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

Date: 03rd April, 2018

Registered Office:

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

By the Order of Board of Directors

Sd/-

**Priyanka K. Gola
Company Secretary**

Notes:

1. An Explanatory Statement and reasons for the proposed special business pursuant to Section 102(1) of the Companies Act, 2013 & instructions for e-voting as per rules/regulations as may be applicable are given hereunder.
2. This Postal Ballot Notice is being sent to the members, whose names appear in the Register of Members / Record of Depositories as on 06th April, 2018. Accordingly, the members whose name appears in the Register of Members /Record of Depositories as on 06th April, 2018, will be considered for purpose of voting by means of Postal Ballot.
3. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Members as on 06th April, 2018.
4. The Board of Directors in their meeting held on 03rd April, 2018 appointed Mr. Umesh Ved, Practicing Company Secretary, Ahmedabad of M/s Umesh Ved & Associates, as Scrutinizer for conducting Postal Ballot process in a fair and transparent manner.
5. The members are requested to carefully read the instructions printed in the attached Postal ballot form. If you are voting through physical form, the Postal Ballot Form, duly completed and signed, should be returned in the enclosed self-addressed postage pre- paid envelop directly to the Scrutinizer so as to reach the Scrutinizer before 5.00 p.m. on Saturday, 12th May, 2018. Any Postal Ballot Form received after Saturday, 12th May, 2018 shall be treated as if reply from the member has not been received.
6. E-VOTING: In compliance with the provisions of Section 108, 110 of the Companies Act, 2013 and Rules 20, 22 of the companies (Management & Administration) rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company is pleased to provide e- voting facility for the members to enable them to cast their votes electronically. Members have option to vote either through e-voting or through the Postal Ballot Form. If a member has opted for e-voting, then he/she should not vote Postal Ballot and vice- versa.
7. A Member cannot exercise his vote by proxy on postal ballot.
8. The Scrutinizer will submit his report to the Chairman after the completion of scrutiny, and the result of the voting by postal ballot will be announced by the Chairman or any Director of the Company duly authorized, on or before 14th May, 2018 at 5.00 P.M. at the registered office and will also be displayed on the website of the Company (www.tgbhotels.com), besides being communicated to the Stock Exchanges, Depository, Registrar and Share Transfer Agent on the said date.
9. The Date of declaration of results of the postal ballot, i.e. on or before 14th May, 2018 shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.
10. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the company during office hours on all working days from the date of dispatch of the Notice till 12th May, 2018

Voting through electronic means:

In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Section 108, 110 and other applicable provision of the Companies Act, 2013, read with related Rules, the Company is pleased to provided e-voting facility to all its Members, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) for the purpose of providing e-voting facility to all its Members.

The instructions for e-voting are as under:

- i. The voting period begins on Friday, 13th April, 2018 and ends on Saturday, 12th May, 2018. During this period Shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 06th April, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. The shareholders should log on to the e-voting website www.evotingindia.com
- iii. Click on Shareholders.
- iv. Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID
 - b. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- v. Next enter the Image Verification as displayed and Click on Login.
- vi. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

vii. If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- viii. After entering these details appropriately, click on "SUBMIT" tab.
- ix. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi. Click on the EVSN for the relevant **TGB Banquets and Hotels Limited** on which you choose to vote.
- xii. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiv. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvi. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvii. If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xviii. Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xix. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

In case of members receiving the physical copy of Notice (for members whose e-mail IDs are not registered with the company/ depository participant(s) or requesting physical copy):

- a. Please follow all steps from sl.no. (ii) to sl.no. (xii) above, to cast vote.
 - b. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves, link their account which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution in PDF format in the system for the scrutinizer to verify the vote.
 - c. The voting period begins on 13th April, 2018 at 09.00A.M. and will end on 12th May, 2018 at 05.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 06th April, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
 - d. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com, cs@tgbhotels.com.
11. A member can opt for only one mode of voting i.e. either through e-voting facility or by Postal Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Postal Ballot sent by the member shall be treated as invalid.
12. The results of the Postal Ballot will be announced on or before, 14th May, 2018 at the registered office of the Company at "The Grand Bhagwati", Plot No. 380, S. G. Road, Bodakdev, Ahmedabad-380054 India and will also be informed to www.bseindia.com, www.nseindia.com and posted on the Company's website www.tgbhotels.com

Explanatory Statement

(Pursuant to Section 102 of the Companies Act, 2013)

Item No -1

M/s Doogar & Associate, Chartered Accountants, (Firm Registration No. 000561N), have tendered their resignation from the position of Statutory Auditors, resulting into a casual vacancy in the office of Statutory Auditors of the company as envisaged by Section 139(8) of the Companies Act, 2013 ("Act"). Casual vacancy caused by the resignation of Auditors can be filled by the Board subject to the approval of the members. As per the recommendation of the Audit Committee, the Board proposes and recommends that M/s Suresh R. Shah & Associates, Chartered Accountants, (Firm Registration No. 110691W) be appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s Doogar & Associate, Chartered Accountants, (Firm Registration No. 000561N) who shall hold office up to the conclusion of the ensuing Annual General Meeting of the Company.

M/ Suresh R. Shah & Associates, Chartered Accountants, (Firm Registration No. 110691W) have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

The Board of Directors recommends the passing of the Ordinary Resolution contained in Item No. 1 of the accompanying Notice.

None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested financially or otherwise in the said resolution. All the Documents relating to the above mentioned resolution has been placed for inspection at Registered Office of the Company during Business hours on all working days except public holidays.

Date: 03rd April, 2018

For, TGB Banquets and Hotels Limited

Registered Office:

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

**Sd/-
Priyanka K. Gola
Company Secretary**