

May 24, 2017

National Stock Exchange of India Limited  
Exchange Plaza,  
Plot No. C-1, G Block,  
Bandra Kurla Complex,  
Bandra (East),  
Mumbai – 400 051

Dear Sirs,

**Re: Disclosure u/r 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

**Symbol: TGBHOTELS**

Pursuant to Regulation 29(2) read with Regulation 29(4) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (the said Regulations), we make the necessary disclosure in the form specified under the said Regulations.

Kindly take the same on your record and acknowledge receipt.

Thank you.

Yours faithfully,  
for JM Financial Products Limited



**Hemant Kotak**  
Chief Financial Officer

Encl: a/a

**JM Financial Products Limited**

Corporate Identity Number : U74140MH1984PLC033397

Admin. Office: 1st Floor, B Wing, Suashish IT Park, Plot No. 68 E, Off. Dattapada Road, Opp. Tata Steel, Borivali (East), Mumbai 400 066.  
T: 91 22 6761 7000 F: 91 22 6761 7222

**Regd. Office:** 7th Floor, Cnergy, Appasaheb Marathe Marg, Prabhadevi, Mumbai 400 025.  
T: 91 22 6630 3030 F: 91 22 6630 3223 [www.jmfl.com](http://www.jmfl.com)

**Disclosure under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

|                                                                                                                                                                                                   |                                                                |                                                            |                                                            |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|------------------------------------------------------------|------------------------------------------------------------|
| Name of the Target Company (TC)                                                                                                                                                                   | TGB Banquets and Hotels Limited                                |                                                            |                                                            |
| Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer                                                                                                                     | JM Financial Products Limited<br>JM Financial Services Limited |                                                            |                                                            |
| Whether the acquirer belongs to Promoter/Promoter group                                                                                                                                           | No                                                             |                                                            |                                                            |
| Name(s) of the Stock Exchange(s) where the shares of TC are Listed                                                                                                                                | BSE Limited<br>National Stock Exchange of India Limited        |                                                            |                                                            |
| Details of the acquisition/ <del>disposal</del> as follows                                                                                                                                        | Number                                                         | % w.r.t. total share/voting capital wherever applicable(*) | % w.r.t. total diluted share/voting capital of the TC (**) |
| <b>Before the acquisition/<del>disposal</del> under consideration, holding of :</b>                                                                                                               |                                                                |                                                            |                                                            |
| a) Shares carrying voting rights                                                                                                                                                                  | -                                                              | -                                                          | -                                                          |
| b) Shares in the nature of encumbrance ( <del>pledge/lien/ non disposal undertaking/ others</del> )                                                                                               | -                                                              | -                                                          | -                                                          |
| JM Financial Products Limited <sup>I</sup>                                                                                                                                                        | 13,35,550                                                      | 4.56%                                                      | 4.56%                                                      |
| JM Financial Services Limited <sup>II</sup>                                                                                                                                                       | 3,79,593                                                       | 1.30%                                                      | 1.30%                                                      |
| c) <del>Voting rights (VR) otherwise than by shares</del>                                                                                                                                         | -                                                              | -                                                          | -                                                          |
| d) <del>Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the T C (specify holding in each category)</del>              | -                                                              | -                                                          | -                                                          |
| e) Total (a+b+c+d)                                                                                                                                                                                | 17,15,143                                                      | 5.86%                                                      | 5.86%                                                      |
| <b>Details of acquisition/<del>(sale)</del></b>                                                                                                                                                   |                                                                |                                                            |                                                            |
| a) <del>Shares carrying voting rights acquired/sold</del>                                                                                                                                         | -                                                              | -                                                          | -                                                          |
| b) <del>VRs acquired /sold otherwise than by shares</del>                                                                                                                                         | -                                                              | -                                                          | -                                                          |
| c) <del>Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold</del> | -                                                              | -                                                          | -                                                          |
| d) <del>Shares encumbered /invoked/released by the acquirer<sup>III</sup></del>                                                                                                                   |                                                                |                                                            |                                                            |
| JM Financial Products Limited                                                                                                                                                                     | 1,43,045                                                       | 0.49%                                                      | 0.49%                                                      |
| JM Financial Services Limited                                                                                                                                                                     | (58,482)                                                       | (0.20%)                                                    | (0.20%)                                                    |
| e) Total (a+b+c+/-d)                                                                                                                                                                              | 84,563                                                         | 0.29%                                                      | 0.29%                                                      |

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|                                                                                                                                                                                                       |                                                                                   |              |              |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------|--------------|--------------|
| <b>After the acquisition/sale, holding of:</b>                                                                                                                                                        |                                                                                   |              |              |
| a) Shares carrying voting rights                                                                                                                                                                      | -                                                                                 | -            | -            |
| b) Shares encumbered with the acquirer                                                                                                                                                                |                                                                                   |              |              |
| <b>JM Financial Products Limited<sup>IV</sup></b>                                                                                                                                                     | <b>14,78,595</b>                                                                  | <b>5.05%</b> | <b>5.05%</b> |
| <b>JM Financial Services Limited<sup>V</sup></b>                                                                                                                                                      | <b>3,21,111</b>                                                                   | <b>1.10%</b> | <b>1.10%</b> |
| c) VRs otherwise than by shares                                                                                                                                                                       | -                                                                                 | -            | -            |
| d) <del>Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition</del> | -                                                                                 | -            | -            |
| <b>e) Total (a+b+c+d)</b>                                                                                                                                                                             | <b>17,99,706</b>                                                                  | <b>6.15%</b> | <b>6.15%</b> |
| Mode of acquisition/sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).                                                              | <b>Off Market (Creation of encumbrance)</b>                                       |              |              |
| Date of acquisition/sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable                                                                              | <b>Creation of encumbrance on shares aggregating more than 2% on May 22, 2017</b> |              |              |
| Equity share capital / total voting capital of the TC before the said acquisition/sale                                                                                                                | <b>2,92,86,400 equity shares</b>                                                  |              |              |
| Equity share capital/ total voting capital of the TC after the said acquisition/sale                                                                                                                  | <b>2,92,86,400 equity shares</b>                                                  |              |              |
| Total diluted share/voting capital of the TC after the said acquisition/sale                                                                                                                          | <b>2,92,86,400 equity shares</b>                                                  |              |              |

(\*) Total share capital/ voting capital is taken as per the latest filing done by the company to the Stock Exchange under Regulation 31 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(\*\*) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

I These shares were held as collateral to secure the loan sanctioned/given to the borrower(s) as on February 21, 2017.

II These shares were held as margin from the client(s) as on February 21, 2017.

III This disclosure is made since the creation of encumbrance (gross) on shares exceeded the threshold limit for disclosure on May 22, 2017.

IV These shares are held as collateral to secure the loan sanctioned / given to the borrower(s) as on May 22, 2017.

V These shares were held as margin from the client(s) as on May 22, 2017.

for JM Financial Products Limited



**Hemant Kotak**  
Chief Financial Officer

Place: Mumbai

Date: May 24, 2017

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