



THE GRAND BHAGWATI
HOTELS • BANQUETS • CONVENTIONS

Date: February 12, 2025

To,

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

BSE Limited
Corporate Service Department
Floor 25, P J Towers
Dalal Street
Mumbai- 400001
BSE SCRIP ID – 532845

Sub: Postal Ballot Notice, E-voting Details and cut-off date – Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”).

Dear Sir/ Madam,

Pursuant to Regulation 30 read with Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), we hereby submit the Postal Ballot Notice along with the Explanatory Statement dated February 11, 2025 (“Notice”), sent to all the Shareholders /members of the Company whose names appear on the Register of Members as on Friday, February 07, 2025 (“Cut-off date”) seeking approval of Members on the below item of special business, through remote e-voting system:

Sr. no.	Particulars	Type of Resolution
1.	Re-appointment of Mr. Mansukhlal A. Nakrani (DIN: 02055297) as an Independent Director.	Special Resolution

The Company has engaged the services of National Securities Depository Limited (“NSDL”) to provide remote e-voting facility to its Members. Please note that communication of assent or dissent of the Members would only take place through the remote e-voting system.

The instructions for remote e-voting are provided in the Notice.

In view of the above please find below the schedule of events for postal ballot:

Sr. no.	Activity	Date
1.	Cut/off – date / Benpos date for sending notice to the shareholders.	Friday, February 07, 2025
2.	E-voting Commencement date and time	Sunday, February 16, 2025 at 09:00 a.m. (IST)
3.	E-voting End date and time	Monday, March 17, 2025 at 05:00 p.m. (IST)
4.	Date of declaration of result by the Chairman /Company Secretary	Within 2 (Two) working days of the conclusion of the Postal Ballot process.

TGB BANQUETS AND HOTELS LIMITED

S.G. Road, Ahmedabad- 380054, Gujarat, India. Ph: 079 26841000, Fax: 079 26840915

E-mail: info@tgbhotels.com Website: www.tgbhotels.com

CIN: L55100GJ1999PLC036830



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The Notice is also being made available on the website of the Company at www.tgbhotels.com and on the website of NSDL at www.evoting.nsdl.com.

You are requested to update the records accordingly.

Yours faithfully,

For, TGB Banquets and Hotels Limited,

Arpita Shah
Company Secretary & Compliance officer
M. No.: A60451

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TGB BANQUETS AND HOTELS LIMITED

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

Ph: 079 -26841000 **Fax:** 079 -26840915 **Email:** cs@tgbhotels.com

Website: www.tgbhotels.com, **CIN:** L55100GJ1999PLC036830

NOTICE OF THE POSTAL BALLOT

[Pursuant to Section 108 and 110 of the Companies Act, 2013 read with the Rules of the Companies (Management and Administration) Rules, 2014 as amended and applicable circulars issued by the Ministry of Corporate Affairs, from time to time]

Dear Member(s),

Notice is hereby given, pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 ("Act") read with Rule 20 and 22 of Companies (Management and Administration) Rules, 2014 as amended (the "Rules") including any statutory modification or re-enactment thereof for the time being in force, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard- 2 on General Meetings ("SS-2) each as amended and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs ("MCA") for holding general meetings / conducting postal ballot process through e-voting vide General Circular no. 20/2020 dated 5th May, 2020 read with circular nos. 14/2020, 17/2020, 09/2023 and 09/2024 dated 8th April, 2020, 13th April, 2020, 25th September, 2023 and 19th September, 2024 respectively (collectively referred to as "Circulars"), to transact the following special businesses as considered in the resolution appended below through Postal Ballot only by way of remote e-voting ("e-voting"):

An Explanatory Statement pursuant to Section 102 of the Act and other applicable provisions, pertaining to the below appended resolution setting out the material facts and the reasons thereof, is annexed herewith for your consideration.

In compliance with applicable General Circular issued by the Ministry of Corporate Affairs ('MCA') and Circular issued by the Securities Exchange Board of India ('SEBI Circulars') this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories/RTA. If your e-mail address is not registered with the Company / Depositories / RTA, please follow the process provided in the notes to receive this Postal Ballot Notice. The communication of the assent or dissent of the Members would only take place through the Remote E-voting system.

In compliance with the provisions of Sections 108, 110 and other applicable provisions of the Act, read with (i) Rule 20 and Rule 22 of the Rules, as amended; (ii) Regulation 44 of the SEBI Listing Regulations and (iii) MCA Circulars, the Company has provided Remote E-voting facility, to its Members to enable them to cast their votes electronically. For this purpose, the Company has engaged the services of National Securities Depository Limited ("NSDL") as the agency to provide Remote E-voting facility. The instructions for Remote E-voting are appended to this Postal Ballot Notice.

Members are requested to carefully read the instructions in this Postal Ballot Notice and record their assent (FOR) or dissent (AGAINST) through the Remote E-voting process, not later than 17:00 hours IST on Monday, 17th March, 2025. Remote E-voting facility will be blocked by NSDL immediately thereafter and the Members will not be allowed to cast their votes beyond the said date and time.

Please note that there will be no dispatch of physical copies of Notice or Postal Ballot Forms to the Members of the Company, since such requirement is dispensed with as per the above mentioned MCA Circulars and consequently, no physical Ballot Forms will be accepted by the Company.

The Scrutinizer will submit the report to the Chairman of the Company or to the Company Secretary of the Company or any other person authorized by him, upon completion of the scrutiny of the Postal Ballot (through remote E-voting). The results of the Postal Ballot will be announced by Chairman of the Company or the Company Secretary of the Company or any other person authorized by him not later than 2 (Two) working days of the conclusion of the Postal Ballot process at the Registered Office of the Company. The results of the Postal Ballot shall be posted on the Company's website viz. www.tgbhotels.com and on NSDL website viz www.evoting.nsdl.com besides communicating to the BSE Limited and the National Stock Exchange of India Limited the Stock Exchange(s) where the Shares of the Company are listed. The proposed resolutions, if approved by requisite majority, shall be deemed to have been passed on the last date of Remote E-voting, i.e., Monday, 17th March, 2025.

RESOLUTION:

ITEM NO.1: RE-APPOINTMENT OF MR. MANSUKHLAL A. NAKRANI (DIN: 02055297) 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, Mr. Mansukhlal A. Nakrani (DIN: 02055297), who was appointed as an Independent Director to hold office up to 22nd January, 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 23rd January, 2025 to 22nd January, 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."

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

**Arpita Shah
Company Secretary**

Place: Ahmedabad

Date: February 11, 2025

Registered Office:

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

CIN: L55100GJ1999PLC036830

NOTES:

- I. The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 read together with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, in respect of the proposed Special Resolution setting out all the material facts and reasons are enclosed herewith and forms part of this Notice.
- II. In terms of Section 110 of the Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014 and Regulation 17(11) of the Listing Regulations, the business as set out in the Notice above is sought to be passed by Postal Ballot. Accordingly, your approval is sought for the resolutions contained in this Notice through Remote E-voting.
- III. The Postal Ballot Notice is being sent only through electronic mode to those Members who have registered their e-mail address with their Depository Participant(s) ('DPs') or Registrar and Share Transfer Agent of the Company and whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories as on Friday, 07th February, 2025 in accordance with the provisions of the Companies Act, 2013, read with Rules made thereunder and MCA Circulars. In accordance with the applicable MCA Circulars and SEBI Circulars, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would take place through the process of Remote E-voting only.
- IV. The Cut-off date for reckoning the voting rights of the Members of the Company is Friday, 07th February, 2025 ("Cut-off date"). Member(s) holding Equity Shares as on Cut-off date may cast their vote through Remote E-voting only and a person who is not a Member as on the Cut-off date shall treat this Notice for information purpose only. The Remote E-voting period starts on Sunday, 16th February, 2025 at 9:00 Hours IST and ends on Monday, 17th March, 2025 at 17:00 Hours IST.
- V. The Board of Directors of the Company has appointed NSDL as an agency to provide the Remote E-Voting Facility to the shareholders of the Company.
- VI. The Board of Directors of the Company has appointed M/s. Umesh Ved & Associates (Membership No. A4414 & Certificate of Practice No. 2924), Ahmedabad, Practicing Company Secretaries as the Scrutinizer for conducting the Postal Ballot (remote E-voting) process in fair and transparent manner in accordance with the provisions of Companies Act, 2013 and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014.
- VII. The Notice of Postal Ballot is also placed on the website of the Company i.e. website viz. www.tgbhotels.com and on (NSDL) www.evoting.nsdl.com and at the relevant sections of the website of the Stock Exchanges on which the Shares of the Company are listed i.e. BSE Limited (www.bseindia.com) and National Stock Exchange of India Limited (www.nseindia.com).
- VIII. Resolutions passed by the Members through Postal Ballot will be deemed to have been passed on the last day of remote e-voting i.e. on Monday, 17th March, 2025 as if the same has been passed at a General Meeting of the Members.
- IX. The decision of the Scrutinizer on the validity of the votes cast through Remote E-voting in this regard shall be final and binding.
- X. All relevant documents referred in the Explanatory Statement shall be open for inspection at the Registered Office of the Company on all working days between 11:00 Hours IST to 17:00 Hours IST except Saturdays, Sundays and public holidays upto the last date of voting under Postal Ballot i.e. Monday, 17th March, 2025.

XI. In accordance with the MCA Circulars, the Company has made necessary arrangements for the Members to register their e-mail address in the following manner (i) Member who have not registered their email address are requested to register the same with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form, and (ii) Members holding shares in physical mode, who have not registered/updated their e-mail address with the Company, are requested to register/update their e-mail address by submitting Form ISR-1 duly filled and signed along with requisite supporting documents to Registrar & Share Transfer Agent (RTA) i.e. MUFG Intime India Private Limited (previously know as 'Link Intime India Private Limited').

XII. Pursuant to Section 101 of the Companies Act, 2013 read with relevant Rule made there under, Companies can serve Notice and other communications through electronic mode to those Members who have registered their e-mail addresses either with the Company or with the Depository Participant(s). Members holding shares in physical form and have not registered their e-mail address can now register the same by clicking the link: www.linkintime.co.in under Investor Services > E-mail/Bank detail Registration - fill in the details, upload the required documents and submit. Members holding shares in demat form are requested to register their, e-mail addresses with their Depository Participant(s) only. Members of the Company who have registered their e-mail addresses are also entitled to receive such communication in physical form, upon request.

Instructions on voting through electronic means:

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. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.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.

	<ol style="list-style-type: none"> 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account 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. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. 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. 2. 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

	<p>providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL 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	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.

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 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.nsd.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
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)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.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.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

ITEM NO.1

Mr. Mansukhlal A. Nakrani, (DIN: 02055297) is an Independent Director of the Company. Mr. Nakrani was appointed as an Independent Director of the Company for a term of five consecutive years with effect from 23rd January, 2020. The said term will be completed on 22nd January, 2025.

The Board of Directors of the Company on Tuesday, 21st January, 2025 through Circular Resolution and with the recommendation of Nomination and Remuneration Committee (“NRC”) proposed re-appointment of Mr. Mansukhlal A. Nakrani as an Independent Director, not liable to retire by rotation, for a second term of five consecutive years commencing from 23rd January, 2025 up to 22nd January, 2030, subject to approval of the shareholders of the Company by way of Special Resolution.

Declarations have been received from the concerned Director that he 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 Mr. Nakrani’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, Mr. Mansukhlal A. Nakrani fulfils the conditions specified in the Companies Act, 2013 and the rules made thereunder and Listing Regulations, making him eligible for re-appointment as an Independent Director and he is independent of the management of the Company.

Given his integrity, expertise, knowledge and experience, the Board considers that his re-appointment will be in the interest of the Company and the Board recommends the resolution contained in item no. 1 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. 1 except Mr. Mansukhlal A. Nakrani 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.

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 Postal Ballot Meeting.

Name of the Directors	Mr. Mansukhlal A. Nakrami
DIN	02055297
Date of Birth	03.03.1961 (64 years)
Nationality	Indian
Date of original appointment	23.01.2020
Father/ Husband Name	Shri. Arjanbhai Nakrani
Qualification	Company Secretary (ICSI)
Terms & Conditions of appointment along with details of remuneration sought to be paid and the remuneration last drawn by such person	The term of re-appointment is for 5 years i.e., from 23rd January, 2025 up to 22nd January, 2030.
Nature Expertise in specific functional Area	He is Qualified Company Secretary.
Brief resume of the Director	<p>Presently he is working as a Practicing Company Secretaries since 2002 and having client base of Listed, Public Limited, Private Limited, Non Profit Companies, Govt. and Semi Govt. Companies in the areas of Company law, NCLT, IBB, Project Finance, Working Capital Finance, liaison with Financial Institutions, and Govt. Departments. The other areas are drafting and preparing of legal documents relating to land, building and other infrastructure related properties and contracts.</p> <p>He is also working as Trade Mark Agent and other IPR registration and advisor for Patent, Trade Mark etc. Also worked with listed companies from 15.05.1992 to 31-03-2002 as a Company Secretary cum Manager Corporate. He had handled many Public Issues (IPOs) and prepared project/financial report independently and obtained term loans from IDBI and other nationalized banks. Independently drafted a scheme of reconstruction/ reduction/reorganization of capital structure of the company and amalgamated listed companies successfully and got approved by the Hon'ble High Court of Gujarat.</p>
Details of remuneration sought to be paid/ proposed remuneration	NA
Details of remuneration last drawn by such person, if any	NA
Directorships held other Companies including Foreign Companies excluding alternate directorship	NIL
Memberships/Chairmanships of Audit and Stakeholders Relationship Committees of other Boards	NIL
Share holding in the Company	NIL
Relationship between directors inter-se	No relation
Listed companies from which the Director has resigned in the past three years	NIL

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 He does not hold directorship of any listed entity other than TGB Banquets and Hotels Limited.
No. Board Meeting Meetings attended during the F.Y. 2024-25	04 (Four) out of 04 till date.
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.
Justification for choosing the appointee for appointment as Independent Director	He has having an experience Law and Regulation applicable to the Company.
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements.	He has having an experience Law and Regulation applicable to the Company.

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

**Arpita Shah
Company Secretary**

Place: Ahmedabad

Date: February 11, 2025

Registered Office:

“The Grand Bhagwati” Plot No. 380, S. G. Road,
Bodakdev, Ahmedabad-380054

CIN: L55100GJ1999PLC036830