



THE GRAND BHAGWATI
HOTELS • BANQUETS • CONVENTIONS • CLUB

TGB BANQUETS AND HOTELS LIMITED

(Formerly Known as Bhagwati Banquets and Hotels Limited)

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

Ph: 079 -26841000 Fax: 079 -26840915 E mail: cs@tgbhotels.com Website: www.tgbhotels.com CIN: L55100GJ1999PLC036830

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013]

Dear Member(s),

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013, (the "Act"), read with the Companies (Management and Administration) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, to the members of TGB Banquets and Hotels Limited herein after referred to as "Company" to pass the Resolutions as set out below as Special Resolution by way of postal ballot / e-voting. The explanatory statement under Section 102 of the Companies Act, 2013 pertaining to the aforesaid resolutions setting out the material facts and the reasons is annexed hereto along with a Postal Ballot Form (the "Form") for your consideration.

The Board of Directors of the Company (the "Board") has appointed Mr. R. S. Sharma of R. S. Sharma & Associates, Practicing Company Secretaries, Ahmedabad as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner.

You are requested to carefully read the instructions printed on overleaf of the Form and return the Postal Ballot Form duly completed in all respect in the enclosed self-addressed Business Reply Envelope so as to reach the Scrutinizer on or before **16th June, 2015 (5.00 PM)**.

The Scrutinizer will submit his report to the Chairman of the company after completion of the scrutiny of Postal Ballot and Voting through E-voting platform. The result of the voting will be declared by the Chairman / person authorised by the Chairman of the Company on **Thursday, 18th June, 2015** and the Result of Postal Ballot will be placed on the website of the Company for information of Members and will also be communicated to concerned Stock Exchanges where the equity shares of the company are listed.

SPECIAL BUSINESS:

ITEM NO. 1 : To transfer, sell, lease or otherwise dispose of the whole or substantially the whole of undertaking:

To consider and if thought fit, to give assent/dissent for the following resolution as a Special Resolution:

"RESOLVED THAT the consent of the Company be and is hereby accorded under the provisions of Section 180(1)(a) of the Companies Act, 2013, read with relevant rules and any other applicable provisions of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force and hereinafter collectively referred to as "Act") to the Board of Directors of the Company to transfer, sell, lease or otherwise dispose of the whole or substantially the whole of undertaking(s) of the Company and its wholly owned subsidiary, at such time and on such terms and conditions as the Board may deem fit, in the best interest of the Company."

ITEM NO. 2 : To make Investment /give Loan or Guarantee/ provide Security:

To consider and if thought fit, to give assent/dissent for the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013 read with Rule 11 and 13 of the Companies (Meetings of Board and its Powers) Rules, 2014 and any other applicable provisions of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force and hereinafter collectively referred to as "Act") and subject to such approvals, consents, sanctions and permissions of appropriate authorities, departments or bodies as may be necessary, consent of the Company be and is hereby accorded to the Board of Directors of the Company to make loan(s) and/or give any guarantee(s)/provide any security in connection with loan(s) made and/or to acquire by way of subscription, purchase or otherwise the securities of any body corporate up to a limit not exceeding Rs. 250 Crores (Rupees Two Hundred Fifty Crores) notwithstanding that the aggregate of the loans, guarantees or securities so given or to be given to and/or securities acquired or to be acquired in all bodies corporate may exceed the limits prescribed under the said section of the Act."

"RESOLVED FURTHER THAT the Board of Directors which would include any Director in single capacity and/or any Committee of Directors as may be authorized by the Board in this regard be and are hereby authorized to take from time to time all decisions and steps necessary, expedient or proper, in respect of the above mentioned transactions including the timing, the amount and other terms and conditions of such transactions and also to take all other decisions including varying any terms thereof, through transfer, sale, recall, renewal, divestment or otherwise, either in part or in full, as it/they may, in its/their absolute discretion, deem appropriate, subject to the specified limits for effecting the aforesaid transaction and

also to do all such acts, deeds and other things as may be required or considered necessary or incidental thereto for giving effect to this resolution.”

By order of the Board of Directors

Place : Ahmedabad
Date : 27th April, 2015

Sd/-
Kalpesh Kumar Mehta
Company Secretary

Registered Office:

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

NOTES:

1. The Explanatory Statement for the proposed Special Resolutions under Item No. 1 & 2 pursuant to Section 102(1) of the Companies Act, 2013 setting out material facts is annexed hereto.
2. The Notice is being sent to all the Members, whose names appear on the Register of Members/list of Beneficial Owners as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) on 1st May, 2015
3. The Board of Directors of the Company (the "Board") has appointed, Mr. R. S. Sharma of R. S. Sharma & Associates, Practicing Company Secretaries, Ahmedabad as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
4. In compliance with provisions of Section 108 and Section 110 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35 B of the Listing agreement, the Company is pleased to provide to its members the facility to exercise their vote by electronic means as an alternate mechanism.

For this purpose, the Company has entered into agreement with the Central Depository Services (India) Limited ("CDSL") for facilitating e-Voting in order to enable the Members to cast their votes electronically instead of dispatching postal ballot form. **Please note that e-Voting is optional.**

1. The procedure and instructions for shareholders voting electronically are as under:
 - (i) The voting period begins on 18th May, 2015 at 9.00 AM and ends on 16th June, 2015 at 5.00 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 1st May, 2015 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. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. 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. The Sequence Number is printed on Postal Ballot Form.• 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. <ul style="list-style-type: none">• 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 Corporates.
 - 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.

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

5. A Shareholder desiring to exercise vote by Postal Ballot may complete Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed business reply envelope. Postage will be borne and paid by the company. However, Envelope containing Postal Ballots Forms, deposited in person or, if sent through courier/ registered post at the expense of the Shareholder, will also be accepted.
6. Shareholders who have registered their e-mail IDs with their Depository Participants are being sent Notice of Postal Ballot by e-mail and Shareholders who have not registered their e-mail id will receive Notice of Postal Ballot along with Postal Ballot Form.
7. Shareholders who have received Postal Ballot Notice by e-mail and who wish to vote through Physical Postal Ballot Form can download Postal Ballot Form sent along with the email or download from the ‘Investors’ page on the website of the Company and fill in the details and send the same to the Scrutinizer.
8. The voting rights of shareholder shall be in proportion to their shares of the paid up equity share capital of the company as on 1st May, 2015.
9. In case, shares are jointly held, this form should be completed and signed (as per the specimen signature registered with the company) by the first named member and in his/her absence, by the next named member.
10. In case of shares held by companies, trusts, societies, etc. the duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution/ Authority Letter together with attested specimen signature(s) of the duly authorized signatory/ies, giving requisite authority to the person voting on the Postal Ballot Form.
11. Kindly note that Shareholders can opt only one mode of voting i.e. either by Postal Ballot form or e-voting. However, In case the shareholder cast their vote both by physical ballot and e-voting, then voting done through e-voting shall prevail and voting casted by Postal Ballot shall be treated as invalid.
12. The Scrutinizer will submit his report to the Chairman of the Company after completion of the scrutiny of the Postal Ballot and e-voting. The result of the Postal Ballot will be announced at the registered office of the company. The results will also be displayed on the website of the Company and also communicated to the concerned stock exchanges where the equity shares of the company are listed. The draft resolution if assented by requisite majority of shareholders by means of Postal Ballot, the date of declaration of Postal Ballot’s result shall be deemed to be the date of passing of the said resolution.

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

ITEM NO. 1

The company came out with a public issue to start five star category hotel at Surat and same was duly setup by the company. However, due to keen and cut throat competition in the hotel business for last few years or so, and holding on individual assets of more than Rs.200 Crores, directly affects the profitability of the company. The board is of the opinion that, the company should start more assets light activities in other cities by entering into the business of Quick Service Restaurant (QSR), Food courts and such other activities and would try to dispose of owned property of the company either whole or substantially the whole of its undertaking, and should save and reduce substantially the debt burden, which may turn into improved cash flow and better profits.

The Members may be aware that pursuant to Section 180(1) (a) of the Companies Act, 2013, the Board of Directors of the Company cannot, except with the consent of the members by way of Special Resolution, transfer, sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertaking as defined in explanation to Clause (a) of Sub-Section (1) of Section 180 of the Companies Act, 2013.

The Company is pursuing/evaluating various options including transfer, sale, lease, joint venture, license or otherwise dispose of the whole or substantially the whole of the undertaking of the company in such a manner as the Board may consider appropriate in the interest of the company.

Further, As per the provisions of Section 110 (1) (a) of the Companies Act, 2013 read with rule 22 of the Companies (Management and Administration) Rules, 2014, the consent of the shareholders for the above purposes is required to be obtained as Special Resolution through Postal Ballot Only.

Accordingly, in terms of Section 180(1)(a) and other applicable provisions of the Companies Act, 2013, consent of the Members is being sought through postal ballot for passing the Special Resolution as set out in the Notice. This will enable the Board of Directors to take and implement appropriate decision in the best interest of the Company.

None of the directors or promoters or any key managerial personnel or any of their relatives is in any way concerned or interested in the proposed resolution, except to the extent of their respective interest as shareholder of the Company. The board of directors recommend passing of the resolution as a Special Resolution of the accompanying notice for the approval of members.

ITEM NO. 2

The Company proposes to undertake various business activities through its franchisee/ managed properties / subsidiaries/joint ventures/ and which will need to make strategic investment, from time to time, in subsidiaries, joint ventures, associate companies, other bodies corporate and would, therefore, be required to provide financial assistance, support by giving loan, guarantees, providing of securities, making of investment in securities, in order to expand its business activities and also for optimum utilization and deployment of funds. Moreover, with the increasing business operations, dynamic strategies and future growth plans, it may become expedient for the Company to acquire securities or provide loans or give guarantees or provide security to other body corporate(s) and other person(s), over a period of time. In view of the aforesaid, it is proposed to obtain the approval of Members of the Company, as proposed in the resolution.

The Members are aware that pursuant to Section 186 of the Companies Act, 2013 ("Act"), the Company can give loan or guarantee or provide security in connection with a loan to any other body corporate or person or acquire securities of any other body corporate, in excess of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, with the approval of Members by way of Special Resolution.

Further, As per the provisions of Section 110 (1) (a) of the Companies Act, 2013 read with rule 22 of the Companies (Management and Administration) Rules, 2014, the consent of the shareholders for the above purposes is required to be obtained as Special Resolution through Postal Ballot Only.

None of the directors or promoters or any Key Managerial Personnel or any of their relatives is in any way concerned or interested in the proposed resolution. The Board of Directors recommend passing of the Resolution as a Special Resolution of the accompanying notice for the approval of members.

By order of the Board of Directors

Place : Ahmedabad
Date : 27th April, 2015

Sd/-
Kalpesh Kumar Mehta
Company Secretary

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