R.S. Sharma & Associates
Company Secretaries
402, 'Panchdeep', Nr. Mayur Colony, Mithakhali Six Road, Navrangpura, Ahmedabad-380 009.
Tele No. : (O) 26561301 (R) 26753786

5th September, 2014

To,
The Chairman & Managing Director
TGB Banquets and Hotels Limited
"The Grand Bhagwati"
Plot No. 380, S.G. Road,
Bodakdev, Ahmedabad-380054.

Respected Sir,

Sub.: **Scrutinizer Report on Postal Ballot**

Pursuant to the resolution passed by the Board of Directors of TGB Banquets and Hotels Limited ("the Company"), on 5th July, 2014, I have been appointed as a Scrutinizer to receive, process and scrutinize the postal ballot papers relating to the Special Resolutions circulated vide the postal ballot notice dated 5th July, 2014, in a fair and transparent manner as prescribed under Section 110 of the Companies Act, 2013 ("Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014.

As required by the provisions of the Section 110 of the Act, the postal ballot form and the notice accompanied with the explanatory statement under Section 102 of the Act, were sent to the Shareholders whose names appear in the Register of Members of the company on 25th July, 2014. by email and by courier service along with the pre-paid business reply envelope returnable to the Scrutinizer The company completed the procees of dispatch of notice to its members on 2nd August, 2014 for passing of the following resolutions:-

Item No. 1
To obtain consent of the shareholders by special resolution for borrowings up to Rs. 250 crores under Section 180 (1) (c) of the Companies Act, 2013 and authorise the board to exercise such powers.

Item No. 2
To obtain consent of the shareholders by special resolution under Section 180 (1) (a) of the Companies Act, 2013 for creation of charge/mortgage over the movable/immovable properties of the Company, present and future, in respect of borrowings of an aggregate amount not exceeding Rs. 250 crores .

The Company also made arrangements with National Securities Depository Limited (NDSL) for providing e-Voting facility to the shareholders of the company to cast their votes electronically.

As required under sub rule 3 of Rule 20 of the Companies (Management and Administration) Rules, 2014, an advertisement was published by the Company in "The Economic Times", English & Gujarati Newspaper, on 4th August, 2014, informing about the completion of dispatch of the Postal Ballot Notice.

Accordingly, I have received the Postal Ballot forms from the shareholders during the period starting from Tuesday, 5th August, 2014 till Wednesday, 3rd September, 2014. All the Postal Ballot forms together with all votes cast by E-voting during this period through NSDL, received up to Wednesday, 3rd September, 2014 (6.00 PM) being the last date fixed by the Company for receipt of the ballot forms/e-voting were considered for my scrutiny and report .The postal ballots forms received after 3rd September, 2014 (6.00PM) have not been considered and also Invalid Postal Ballots were not taken into account for the purpose of counting of votes.

As required under Rule 22 of the Companies (Management and Administration) Rules, 2014, a register is maintained having particulars of name, address, folio number, no. of shares along with assent and dissent was recorded therein on weekly basis.

Summary of the votes casted through ballot papers and e-Voting facility is as per attached Annexure.

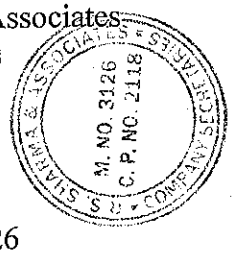
The Items No.1 & 2 has been assented by the shareholders with requisite majority. The resolutions are deemed to be passed as on the date for the announcement of the results.

The results of the voting by members through Postal Ballots in respect of the above-mentioned Resolutions may accordingly be declared by the Chairman of the Company.

I thank you for the opportunity given to me to act as a Scrutinizer for this Postal Ballot.

Thanking you,

Yours faithfully,
For, R.S Sharma & Associates
Company Secretaries



(R.S Sharma)
Proprietor
Membership No. 3126
CP No. 2118

Annexure

Sr. No.	Particulars	Item No. 1 (Special) To obtain consent of the shareholders by special resolution for borrowings up to Rs. 250 crores under Section 180 (1) (c) of the Companies Act, 2013		Item No. 2 (Special) To obtain consent of the shareholders by special resolution under Section 180 (1) (a) of the Companies Act, 2013 for creation of charge/mortgage over the movable/immovable properties of the Company, present and future, in respect of borrowings of an aggregate amount not exceeding Rs. 250 crores	
		No. of PBF/ e-Voting	**No. of Shares**	**No. of PBF/ e-Voting**	**No. of Shares**
a.	Postal Ballot Forms received	29	9188445	29	9188445
b.	e-Voting Confirmations	22	11108663	22	11108663
	Total	**51**	**20297108**	**51**	**20297108**
c.	Less: Invalid Postal Ballot Forms/ e-Voting	2	60	3	70
d.	Net Valid Postal Ballot Forms/ e-Voting confirmations of which:	49	20297048	48	20297038
(i)	Postal Ballot Forms/ e-Voting with assent for the Resolution	45	20296588	44	20296578
	% of Assent	**91.84**	**99.997**	**91.67**	**99.997**
(ii)	Postal Ballot Forms/ e-Voting with dissent for the Resolution	4	460	4	460
	% of Dissent	**8.16**	**0.002**	**8.33**	**0.002**

For, R.S Sharma & Associates
Company Secretaries

(R.S Sharma)
Proprietor
Membership No. 3126
CP No. 2118

R.S. SHARMA & ASSOCIATES * COMPANY SECRETARIES * M. NO. 3126 C. P. NO. 2118