

Report of Scrutinizer

Form No. MGT 13

**[Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of the Companies
(Management and Administration) Rules, 2014]**

**To,
The Chairman of 16th Annual General Meeting
TGB Banquets and Hotels Limited
"The Grand Bhagwati", Plot No. 380
S. G. Road, Bodakdev, Ahmedabad - 380054**

Dear Chairman,

**Subject: Scrutinizers Report on Remote e-voting and Voting through Ballot Process of 16th
Annual General Meeting held on September 23, 2015.**

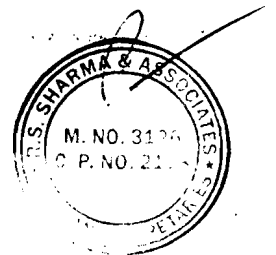
By resolution of the Board of Directors dated August 14, 2015 of the Company, I the undersigned has been appointed as the Scrutinizer to ensure that the process of remote e-Voting as prescribed under Section 108 of the Companies Act, 2013 ("Act") read with the Companies (Management and Administration) Rules, 2014 ("Rules") and Voting through Ballot Process at the meeting are complied with in respect of the 16th Annual General Meeting of the Company held on September 23, 2015 in accordance with the aforesaid rules.

It is the responsibility of the management of the Company to ensure that the compliance with the requirements of the Companies Act, 2013 and rules relating to the remote e-Voting and voting through ballot process at the meeting for the resolutions contained in the Notice of the 16th Annual General Meeting of the Company are made. My responsibility as a Scrutinizer for the remote e-Voting for the Annual General Meeting is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions as mentioned in the Notice of the 16th AGM, based on the report generated from the remote e-Voting system provided by the Central Depository Services (India) Limited, the authorized agency engaged by the Company to provide remote e-Voting facilities.

This report is being made to enable you to declare the results of the resolutions proposed to be passed at the aforesaid AGM of the Company.

The Company has entered into an arrangement with the Central Depository Services (India) Limited ("CDSL"), the authorized agency to provide remote e-voting facilities for the voting through the electronic means to all the members who were eligible to take part in the remote e-voting.

The cut-off date for the purpose of identification of the members who are entitled to vote on the resolutions placed for the approval for the shareholders was September 16, 2015.



As prescribed in the rule **20(3)** of the Companies (Management and Administration) Rules, 2014 and mentioned in the Notice of 16th Annual General Meeting of the Company, the remote e-voting facilities were kept open for three days from September 20,2015 (9.00 a.m.) to September 22,2015 (5.00 p.m.).

At the end of the remote e-voting period on September 22,2015 (5.00 p.m.), remote e-voting portal of service provider was blocked forthwith. During the AGM after the time fixed for closing of the Ballot by the Chairman, one Ballot box was kept and locked in my presepece.

After the AGM, the Ballot box kept for voting was immediately opened by me in the presence of Mr. **Amit Varanval** and Ms. **Priyanka Gola**.

There were 62 shareholders present at the meeting present in person or by proxies.

On Wednesday, September 23, 2015 after counting vote cast at the meeting by Ballot Papers and the votes cast through remote e-voting process were unblocked by me in the presence of Mr. **Amit Varanval** and Ms. **Priyanka Gola**.

The Ballot papers were reconciled with the record maintained by the Registrar and Share Transfer Agent and the authorities/ proxies lodged with the Company.

The Ballot papers which were incomplete and /or which were found defective have been treated as invalid and kept separately.

Consolidated Report on result of voting through electronic means and voting by Poll is as under:

Resolution No. 1 [ORDINARY RESOLUTION]

Adoption of the Financial Statements for the financial year ended March 31,2015 and reports of the Board of Directors and Auditors thereon.

Votes in Favour of the Resolution:

Number of Members Voted	Number of Votes Cast by them	% of total number of valid votes cast
55	13560451	99.99%

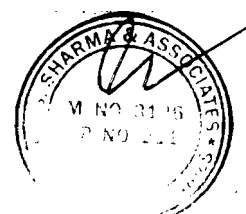
Votes against the Resolution:

Number of Members Voted	Number of Votes Cast by them	% of total number of valid votes cast
0	0	0

Invalid/Absent Votes:

Number of Members Voted	Number of Votes Cast by them
4	1110

***Carried out by Majority**



Resolution No. 2 (ORDINARY RESOLUTION)

Appointment of a Director in place of Mr. Devanand G. Somani (DIN: 00515959), who retires by rotation and being eligible, offers himself for reappointment.

Votes in Favour of the Resolution:

Number of Members Voted	Number of Votes Cast by them	% of total number of valid votes cast
53	12477050	92.00%

Votes against the Resolution:

Number of Members Voted	Number of Votes Cast by them	% of total number of valid votes cast
0	0	0

Invalid/Absent Votes:

Number of Members Voted	Number of Votes Cast by them
6	1084511

***Carried out by Majority**

Resolution No. 3 (ORDINARY RESOLUTION)

Appointment of M/s O.P. Bhandari & Co., Chartered Accountant, as Statutory Auditors of the Company and fix their remuneration.

Votes in Favour of the Resolution:

Number of Members Voted	Number of Votes Cast by them	% of total number of valid votes cast
53	13560445	99.99%

Votes against the Resolution:

Number of Members Voted	Number of Votes Cast by them	% of total number of valid votes cast
1	5	0.01%

Invalid/Absent Votes:

Number of Members Voted	Number of Votes Cast by them
5	1111

***Carried out by Majority**



Resolution No. 4 (ORDINARY RESOLUTION)

Appointment of Mr. Mahendra Kumar Bhandari (DIN: 03035629) as an Independent Director of the Company.

Votes in Favour of the Resolution:

Number of Members Voted	Number of Votes Cast by them	% of total number of valid votes cast
53	13560445	99.99%

Votes against the Resolution:

Number of Members Voted	Number of Votes Cast by them	% of total number of valid votes cast
1	5	0.01%

Invalid/Absent Votes:

Number of Members Voted	Number of Votes Cast by them
5	1111

***Carried out by Majority**

Resolution No. 5 (ORDINARY RESOLUTION)

Approval of continuation of employment of Mr. Devanand G. Somani (DIN: 00515959) as a Whole-time Director designated as Executive Director.

Votes in Favour of the Resolution:

Number of Members Voted	Number of Votes Cast by them	% of total number of valid votes cast
52	12477045	92.00%

Votes against the Resolution:

Number of Members Voted	Number of Votes Cast by them	% of total number of valid votes cast
0	0	0

Invalid/Absent Votes:

Number of Members Voted	Number of Votes Cast by them
7	1084516

***Carried out by Majority**



Resolution No. 6 (ORDINARY RESOLUTION)

Approval of continuation of employment of Mr. Hemant G. Somani (DIN: 00515853) as a Whole-time Director designated as Executive Director.

Votes in Favour of the Resolution:

Number of Members Voted	Number of Votes Cast by them	% of total number of valid votes cast
52	12785095	94.27%

Votes against the Resolution:

Number of Members Voted	Number of Votes Cast by them	% of total number of valid votes cast
0	0	0

Invalid/Absent Votes:

Number of Members Voted	Number of Votes Cast by them
7	776466

***Carried out by Majority**

Resolution No. 7 (ORDINARY RESOLUTION)

Approval of continuation of employment of Mr. Ramesh K. Motiani (DIN: 00515913) as a Whole-time Director designated as Executive Director.

Votes in Favour of the Resolution:

Number of Members Voted	Number of Votes Cast by them	% of total number of valid votes cast
52	13068945	96.37%

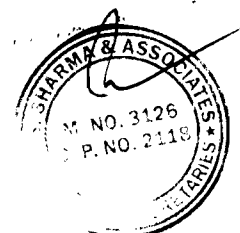
Votes against the Resolution:

Number of Members Voted	Number of Votes Cast by them	% of total number of valid votes cast
0	0	0

Invalid/Absent Votes:

Number of Members Voted	Number of Votes Cast by them
7	492616

***Carried out by Majority**



Resolution No. 8 (SPECIAL RESOLUTION)

Approval of Related Party transaction.

Votes in Favour of the Resolution:

Number of Members Voted	Number of Votes Cast by them	% of total number of valid votes cast
45	4330103	31.93%

Votes against the Resolution:

Number of Members Voted	Number of Votes Cast by them	% of total number of valid votes cast
0	0	0

Invalid/Absent Votes:

Number of Members Voted	Number of Votes Cast by them
14	9231458

*Mr. Narendra G. Somani, Mr. Devanand G. Somani, Mr. Hemant G. Somani, Mrs. Sunita N. Somani, Mrs. Neeta Hemant Somani, Mrs. Harshita D. Somani and Bhagwati Caterers Private Limited being interested in the proposed resolution were abstained from voting.

** Carried out by Requisite Majority.

Note: 1). A compact disc (CD) containing a list of equity shareholders who voted "FOR, "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

2). The Ballot papers and other relevant records were sealed and handed over to the Chairman for safe keeping.

Date: September 24, 2015

Place: Ahmedabad

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



(R S Sharma)

Crutinizer for the 16th AGM