



UMESH VED & ASSOCIATES
Company Secretaries

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REPORT OF SCRUTINIZER
[POSTAL BALLOT & E-VOTING]

To,
The Chairman,
TGB Banquets and Hotels Limited
The Grand Bhagwatis S G Highway,
Bodakdev Ahmedabad 380054

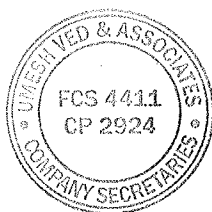
Sub: Scrutinizer Report on Postal ballot process in E-voting and Postal Ballot conducted pursuant to the provisions of Section 108 and 110 of the companies Act, 2013 read with Rule 20 and 22 of the companies (Management and Administration) Rules, 2014

Dear Sir,

I, Umesh Ved, Proprietor of M/s. Umesh Ved & Associates, Practicing Company Secretaries, Ahmedabad, was appointed as Scrutinizer pursuant to the provisions of Section 108 and 110 of the companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 for the purpose of scrutinizing the E-voting and Postal Ballot process in a fair and transparent manner and ascertaining the requisite majority on e-voting and postal ballot carried out as per provisions of the Companies Act, 2013.

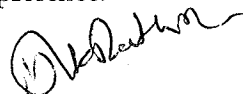
1. I submit my report as under:

- 1.1 On, 29th June, 2019, the Company had completed the dispatch of Postal Ballot forms along with postage prepaid reply envelope to its Members, whose name(s) appeared on the Register of Members/List of beneficiaries as on 28th June, 2019 and also published Newspaper Advertisement in Financial Express (English) and Financial Express (Gujarati) edition dated June 30, 2019 declaring 28th June, 2019 as cutoff date for the purpose of voting rights for postal ballot.
- 1.2 The e-voting commenced from Sunday 30th June, 2019, 9:00 a.m. and ended on Monday 29th July, 2019 upto 5:00 p.m.
- 1.3 Particulars of all the postal ballot forms received from the Shareholders have been entered in a register separately maintained for the purpose in electronic mode.
- 1.4 I have downloaded the data of e-voting from the E- Voting website of Link Intime India Private Limited (LIPL) (<https://instavote.linkintime.co.in>.) after the E-voting module was disabled) on 29th July, 2019 at 05.17 P.M.



- 1.5 The e-votes were unblocked on 29th July, 2019 after 05:17 p.m. in presence of two witnesses namely Mr. Madhav Rathod & Mr. Hemant Singh Jhala who are not in the employment of the company.

They have signed below in confirmation of the votes being unblocked in their presence.



(Madhav Rathod)



(Hemant Singh Jhala)

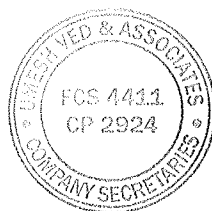
- 1.6 The Postal Ballot forms were kept under my safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such postal ballot forms.
- 1.7 The postal ballot forms were duly opened in my presence and scrutinized and the shareholding was matched/confirmed with the Register of Members of the Company/ list of beneficiaries as on 28th June, 2019. (Cut off Date)
- 1.8 The e-voting data was scrutinized by me for verification of vote caste in favour and against the resolution
- 1.9 All the postal ballot Forms, received up to the close working hours on 29th July, 2019 (05:00 P.M.) the last date and time fixed by the Company for receipt of the forms, were considered for my scrutiny.
- 1.10 Envelopes containing postal Ballot forms received after 5.00.p.m on 29th July, 2019 were not considered for my scrutiny.
- 1.11 I did not find any defaced or mutilated ballot paper.

2. The results of the consolidated voting are as under:

SPECIAL RESOLUTION for Approval for sell, lease, transfer or disposal of the whole or substantially the whole of the undertaking of the company situated at Ahmedabad.

i) Voted in Favour of the Resolution

Type of Voting	Number of members cast the votes.	Number of Votes Cast by them	% of total number of Valid votes cast
E-voting	49	13183597	92.3757
Postal Ballot	2	223000	100
Total	51	13406597	92.49305



ii) Voted against of the Resolution

Type of Voting	Number of members cast the votes.	Number of Votes Cast by them	% of total number of Valid votes cast
E-voting	24	1088111	7.624252
Postal Ballot	0	0	0
Total	24	1088111	7.506951

iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
17	4215966

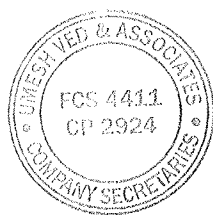
4. The resolution accordingly stand passed with requisite majority.
5. I have handed over the related papers/registers and records for safe custody to Company Secretary/Director of the Company authorized by the Board to supervise the postal ballot process.
6. You may accordingly declare the result of the voting by Postal Ballot

Thanking You,

Yours faithfully,

Umesh H. Ved

Umesh Ved
Umesh Ved & Associates
Company Secretaries
FCS No: 4411
CP No: 2924



[Signature]
Mr. Narendra Gurmukhdas Somani
Chairman and Managing Director

Date: 31/07/2019
Place: Ahmedabad