

**GRAND MOMENTS. GREAT MEMORIES.**

ANNUAL REPORT 2014-15

TGB BANQUETS AND HOTELS LIMITED

*"Our whole approach to hospitality and to our stakeholders took great planning, foresight, commitment and passion to arrive at. At every step of the way, we stayed true to our unique identity and culture and the years have shown this to be a defining factor of the success enjoyed by TGB. We did all this for one purpose... and one purpose alone - To serve up the very best of TGB, every day, every time, on a platter to our valued guests and all other stakeholders. This report places a complete account of the hotel's performance for the year under review, on a platter, for the benefit of all".*



Dear Shareholder TGBians,

I am pleased to present to you the Annual Report and Audited Accounts of TGB Banquets & Hotels Ltd for the financial year 2014 -15. The group made robust progress during the year in review; a year which did hold some areas of challenge for us.

Let us examine the Hotel's performance within the context of our operating environment for the period under review.

### **The economic environment**

An uneven global recovery continued to prevail in 2014. The economy grew by only 6% in 2014. It is likely to grow by 7% in the year, and Tourism – global and local over 1.1 billion tourists travelled the world in 2014 – an increase of 4.4% over the previous year. The forecast is for this number to grow by between 3% and 4% in 2015.

Hospitality sector is showing a buoyant growth in its economic growth was 7%-9% in 2014-15 and slated to grow 9%-12% in the year 2015-16.

### **Performance**

The year threw up some challenges at us. Even though our overall performance did not reach expected levels, we recorded growth in the critical 'Banquets' vertical. Despite the Hotel operating with its full inventory, a confluence of factors exerted some pressure on our operations. There has been an increase in cash profit, but a lot more can be achieved and we are working towards it.

On a very encouraging note, we have added franchise properties in Jamnagar, the upcoming five star hotel in Indore which will be managed by us would add to our performance. The banquets and party lawns of the property are already open for business. Tapping into the online market has been on our agenda. You would be pleased to know that online bookings now account for 18% of business received – up from a level of just 5% three years ago. We expect this to rise to 50% within the next three years.

It is commendable that we have initiated and controlled our administrative, selling and other expenses by a good margin compared to the last year and steps have been taken to reduce the fixed costs to improve the performance the next year.

Your Company is built on solid foundations. Our values, focus, passion and a unique model of hospitality continue to differentiate our offering from the many others up for choice. A presence in various verticals of hospitality - luxury hotels, budget hotels, gourmet outdoor catering, banquets, restaurants, club, et al is what gives us strength and flexibility to adapt to new market and economic conditions.

### **Appreciation**

As I conclude this message, I would like to thank the Board of Directors for their guidance and support in charting the optimal course for the Hotel this year. I thank the management team and associates for the yeoman support and co-operation they unstintingly extend for the furtherance of TGB Banquets & Hotels Ltd and its aspirations. I warmly thank the OTA's and travel agent fraternities and all our honored guests – you are integral to our existence and success. To the TGB Banquets & Hotel team members who are a family – thank you for your efforts, contributions, loyalty and the belief that in working together and delighting our clients. There is an undiminished dynamism and 'buzz' in the country and the industry today – different complexions spawn different opportunities and challenges alike. There is joy, excitement and accomplishment to be pursued and won; and we are ideally placed for the chase!

**Narendra Somani**

Chairman & Managing Director

## CORPORATE INFORMATION

### BOARD OF DIRECTORS

|                                |  |
|--------------------------------|--|
| <b>Narendra G. Somani</b>      | – Chairman & Managing Director               |
| <b>Devanand G. Somani</b>      | – Whole-time Director                        |
| <b>Hemant G. Somani</b>        | – Whole-time Director                        |
| <b>Ramesh K. Motiani</b>       | – Whole-time Director                        |
| <b>Bakul R. Parikh</b>         | – Director                                   |
| <b>Balveermal Singhvi</b>      | – Director                                   |
| <b>Anjali Tolani</b>           | – Director                                   |
| <b>Mahendra Kumar Bhandari</b> | – Additional Director<br>(w.e.f. 10.02.2015) |
| <b>Mangharam Sumani</b>        | – Director (upto 23.05.2014)                 |
| <b>Raj Ratan Singhvi</b>       | – Director (upto 06.08.2014)                 |

### CHIEF OPERATING OFFICER

Chander Sarvagya

### CHIEF FINANCIAL OFFICER

Prem Pareek (upto 15.04.2015)

### COMPANY SECRETARY

Kalpesh Mehta (upto 22.07.2015)

### AUDITORS

**O. P. Bhandari & Co.**

Chartered Accountants

### BANKERS

State Bank of India

ICICI Bank Limited

Indian Overseas Bank

### REGISTERED OFFICE

“The Grand Bhagwati”

Plot No. 380, S. G. Road,

Bodakdev, Ahmedabad-380054

E-mail: cs@tgbhotels.com

Website: www.tgbhotels.com

CIN: L55100GJ1999PLC036830

### EQUITY SHARES

ISIN DEMAT CODE : INE797H01018

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### LISTED ON

Bombay Stock Exchange Limited SCRIP ID : 532845

National Stock Exchange of India Limited SCRIP ID : TGBHOTELS

### REGISTRAR & SHARE TRANSFER AGENT

Link Intime India Private Limited

Unit No. 303, 3rd floor, Shopper Plaza V,

Opp Municipal Market, Behind Shoppers Plaza II,

Off C.G. Road, Ahmedabad - 380009

E-mail: ahmedabad@linkintime.co.in



## NOTICE

**NOTICE** is hereby given that the 16th Annual General Meeting of the members of **TGB BANQUETS AND HOTELS LIMITED** (formerly known as **BHAGWATI BANQUETS AND HOTELS LIMITED**) will be held on **Wednesday, September 23, 2015 at 10:30 AM** at "**SINDHU BHAVAN**", Plot No.173, 100 ft. Ring Road, off. S. G. Highway, Judges Bungalow Cross Road, Bodakdev, Ahmedabad - 380054 to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statements of the Company including audited Balance Sheet as at and the Statement of Profit and Loss [including consolidated Balance Sheet and Statement of Profit and Loss] for the year ended on March 31, 2015 together with the Reports of the Directors and Auditors thereon.
2. To appoint a director in place of Mr. Devanand G. Somani (DIN: 00515959), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint the Auditors of the Company and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to Section 139 and other applicable provisions, if any, of the Companies Act, 2013 [the "Act"] and the Companies (Audit and Auditors) Rules, 2014 including any statutory modification(s) or re-enactment thereof for the time being in force, M/s O. P. Bhandari & Co., Chartered Accountants (Firm Registration No. 112633W), be and are hereby appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting of the Company on such remuneration as may be mutually determined between the Auditors and Board of Directors of the Company."

### SPECIAL BUSINESS:

4. Appointment of Mr. Mahendra Kumar Bhandari (DIN: 03035629) as an Independent Director of the Company and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 including any statutory modification(s) or re-enactment thereof for the time being in force and clause 49 of the Listing Agreement, Mr. Mahendra Kumar Bhandari, who was appointed as an Additional Director pursuant to provisions of Section 161(1) of the Companies Act, 2013 and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of director, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years commencing from the date of the 16th Annual General Meeting of the Company.

**"RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, expedient and proper in the best interest of the Company."

5. To approve continuation of employment of Mr. Devanand G. Somani (DIN: 00515959) as a Whole-time Director designated as Executive Director and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 196 and 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modifications or re-enactments thereof, for the time being in force and the Articles of Association of the Company, consent of the members of the Company be and is hereby accorded to appoint Mr. Devanand G. Somani as a Whole-time Director of the Company for a period of five years commencing from October 1, 2015 on a remuneration as may be recommended by the Nomination and Remuneration Committee based on his performance evaluation and as approved by the Board of Directors, which shall be within the overall limits prescribed under the provisions of the Companies Act, 2013 from time to time, out of the profits of the Company of the respective financial year as calculated under the provisions of Sections 197 and 198 of the Companies Act, 2013 in any financial year and on the terms and conditions, benefits and perquisites, as set out in the draft agreement proposed to be entered into between the Company and Mr. Devanand G. Somani with an authority to the Board of Directors to finalize and execute it."

**"RESOLVED FURTHER THAT** notwithstanding anything to the contrary contained hereinabove, where in any financial year during the currency of his tenure, the Company has no profits or its profits are inadequate, remuneration by way of salary and perquisites shall not exceed the aggregate of the annual remuneration as provided above or maximum remuneration payable as per the limits set out in Section II of Part II of Schedule V of the Companies Act, 2013 whichever is lower as the Minimum Remuneration, unless otherwise determined by the Nomination and Remuneration Committee and the Board of Directors."

**"RESOLVED FURTHER THAT** in case of no profits or if profits of the Company in any financial year is inadequate, in addition to the above, the Whole-time Director shall also be entitled to the following perquisites, which shall not be included in the computation of the ceiling on remuneration stated hereinabove:

- a) Contribution to provident fund to the extent not taxable under the Income Tax Act, 1961,
- b) Gratuity payable at the rate not exceeding half a month's salary for each completed years of service and
- c) Encashment of leave at the end of the tenure.

**"RESOLVED FURTHER THAT** Mr. Devanand G. Somani shall be liable to retire by rotation and his terms and conditions of the appointment, including remuneration shall be governed as per the Agreement to be entered into for a period of five years."

**"RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, expedient and proper in the best interest of the Company."

6. To approve continuation of employment of Mr. Hemant G. Somani (DIN: 00515853) as a Whole-time Director designated as Executive Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 196 and 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modifications or re-enactments thereof, for the time being in force and the Articles of Association of the Company, consent of the members of the Company be and is hereby accorded to appoint Mr. Hemant G. Somani as a Whole-time Director of the Company for a period of five years with effect commencing from October 1, 2015 on a remuneration as may be recommended by the Nomination and Remuneration Committee based on his performance evaluation and as approved by the Board of Directors, which shall be within the overall limits prescribed under the provisions of the Companies Act, 2013 from time to time, out of the profits of the Company of the respective financial year as calculated under the provisions of Sections 197 and 198 of the Companies Act, 2013 in any financial year and on the terms and conditions, benefits and perquisites, as set out in the draft agreement proposed to be entered into between the Company and Mr. Hemant G. Somani with an authority to the Board of Directors to finalize and execute it."

**"RESOLVED FURTHER THAT** notwithstanding anything to the contrary contained hereinabove, where in any financial year during the currency of his tenure, the Company has no profits or its profits are inadequate, remuneration by way of salary and perquisites shall not exceed the aggregate of the annual remuneration as provided above or maximum remuneration payable as per the limits set out in Section II of Part II of Schedule V of the Companies Act, 2013 whichever is lower as the Minimum Remuneration, unless otherwise determined by the Nomination and Remuneration Committee and the Board of Directors."

**"RESOLVED FURTHER THAT** in case of no profits or if profits of the Company in any financial year is inadequate, in addition to the above, the Whole-time Director shall also be entitled to the following perquisites, which shall not be included in the computation of the ceiling on remuneration stated hereinabove:

- a) Contribution to provident fund to the extent not taxable under the Income Tax Act, 1961,
- b) Gratuity payable at the rate not exceeding half a month's salary for each completed years of service and
- c) Encashment of leave at the end of the tenure.

**"RESOLVED FURTHER THAT** Mr. Hemant G. Somani shall be liable to retire by rotation and his terms and conditions of the appointment, including remuneration shall be governed as per the Agreement to be entered into for a period of five years."

**"RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, expedient and proper in the best interest of the Company."

7. To approve continuation of employment of Mr. Ramesh K. Motiani (DIN: 00515913) as a Whole-time Director designated as Executive Director and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 196 and 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modifications or re-enactments thereof, for the time being in force and the Articles of Association of the Company, consent of the members of the Company be and is hereby accorded to appoint Mr. Ramesh K. Motiani as a Whole-time Director of the Company for a period of five years with effect commencing from October 1, 2015 on a remuneration as may be recommended by the Nomination and Remuneration Committee based on his performance evaluation and as approved by the Board of Directors, which shall be within the overall limits prescribed under the provisions of the Companies Act, 2013 from time to time, out of the profits of the Company of the respective financial year as calculated under the provisions of Sections 197 and 198 of the Companies Act, 2013 in any financial year and on the terms and conditions, benefits and perquisites, as set out in the draft agreement proposed to be entered into between the Company and Mr. Ramesh K. Motiani with an authority to the Board of Directors to finalize and execute it."

**"RESOLVED FURTHER THAT** notwithstanding anything to the contrary contained hereinabove, where in any financial year during the currency of his tenure, the Company has no profits or its profits are inadequate, remuneration by way of salary and perquisites shall not exceed the aggregate of the annual remuneration as provided above or maximum remuneration payable as per the limits set out in Section II of Part II of Schedule V of the Companies Act, 2013 whichever is lower as the Minimum Remuneration, unless otherwise determined by the Nomination and Remuneration Committee and the Board of Directors."

**"RESOLVED FURTHER THAT** in case of no profits or if profits of the Company in any financial year is inadequate, in addition to the above, the Whole-time Director shall also be entitled to the following perquisites, which shall not be included in the computation of the ceiling on remuneration stated hereinabove:

- Contribution to provident fund to the extent not taxable under the Income Tax Act, 1961,
- Gratuity payable at the rate not exceeding half a month's salary for each completed years of service and
- Encashment of leave at the end of the tenure.

**"RESOLVED FURTHER THAT** Mr. Ramesh K. Motiani shall be liable to retire by rotation and his terms and conditions of the appointment, including remuneration shall be governed as per the Agreement to be entered into for a period of five years."

**"RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, expedient and proper in the best interest of the Company."

8. Approval for entering into Related Party Transactions by the Company and in this regard, to consider and if thought fit, to pass the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 read with the rules made there under including any statutory modification(s) or re-enactment thereof for the time being in force, the consent of the members of the Company be and is hereby accorded to enter into the related party transactions by the Company with the respective related parties and for the maximum amounts per annum, as mentioned herein below:

| Sr. No. | Name of Related Party                        | Name of the Director/KMP who is related and nature of relationship  | Nature of Transaction   | Maximum value of Transaction during any financial year (in ₹) |
|---------|--|---|---|---|
| 1.      | TGB Bakers and Confectioners Private Limited | Mr. Narendra G. Somani, Mr. Devanand G. Somani and Mr. Hemant G. Somani are Director and Shareholder in the Company | sale, purchase or supply of any goods or materials, bakery product and other food items.    | 15 crores   |
| 2.      | Bhagwati Sales Corporation                   | Relative of Mr. Narendra G. Somani  | sale, purchase or supply of any goods or materials, food items, furniture and fixture, etc. | 15 crores   |

\* Expected maximum annual value of transaction over the next three to four years.

"**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, expedient and proper in the best interest of the Company."

By Order of the Board of Directors  
For **TGB BANQUETS AND HOTELS LIMITED**

Place : Ahmedabad  
Date : August 14, 2015

Registered Office:  
"The Grand Bhagwati"  
Plot No. 380, S. G. Road,  
Bodakdev, Ahmedabad-380054  
CIN:L55100GJ1999PLC036830

**Narendra G. Somani**  
Chairman & Managing Director  
(DIN: 00054229)

**NOTES:**

- 1) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**  
Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Members. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting.
- 2) **The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the Annual General Meeting is annexed hereto.**
- 3) Details under clause 49 of the Listing Agreement with the Stock Exchanges in respect of the Directors seeking appointment/reappointment at the Annual General Meeting are annexed to the Notice.
- 4) Corporate members intending to send their authorised representative(s) to attend the Meeting are requested to send a certified copy of the Board Resolution authorising their representative(s) to attend and vote on their behalf at the Meeting.
- 5) Relevant documents referred to in the accompanying Notice and in the Explanatory Statements are open for inspection by members at the Company's Registered Office on all working days (except Saturdays, Sundays and Public Holidays) between **11.00 AM to 1.00 PM** upto the date of this Annual General Meeting.
- 6) The Register of Members and Share Transfer Books of the Company shall remain closed from **Saturday, September 12, 2015 to Wednesday, September 23, 2015 (both days inclusive).**
- 7) Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut- off date i.e. **September 16, 2015.**
- 8) The e-voting period will commence on **Sunday, September 20, 2015 [9:00 AM]** and ends on **Tuesday, September 22, 2015 [5:00 PM]**. During this period, Members holding shares either in physical form or demat form, as on cut-off date i.e. **September 16, 2015** may cast their vote electronically. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, he / she shall not be allowed to change it subsequently or cast vote again.
- 9) The members intending to seek any information on Annual Accounts at the meeting are requested to kindly inform the Company at least 7 days before the date of meeting.
- 10) Pursuant to the provisions of Section 205C of the Companies Act, 1956 (which are still applicable as the relevant Sections under the Companies Act, 2013 are yet to be notified), Pursuant to the provisions of Investor Education and Protection Fund (Uploading of Information regarding unpaid and unclaimed amounts lying with Companies) Rules, 2012, the Company has uploaded the details of unclaimed dividend as on **September 25, 2014** on the website of the Company and also on the website of the Ministry of Corporate Affairs.
- 11) Further, attention of members are invited that the unpaid or unclaimed dividend amount shall be transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government if not claimed within Seven Years.
- 12) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or to the Registrar and Share Transfer Agent.

- 13) Pursuant to the 101 and 136 of the Companies Act, 2013 read with relevant rules made thereunder, Companies can serve Annual Reports and other communications through electronic mode to those members who have registered their e-mail address either with the Company or with the Depository. Members who have not registered their e-mail addresses are requested to register their e-mail address with their Depository Participant(s) and update the same if there is any change in e-mail id.
- 14) Members may also note that the Notice of the 16th Annual General Meeting and the Annual Report for the financial year 2014-15 will also be available on the Company's website for their download. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, free of cost. For any communication, the shareholder may also send request to the Company's investor e-mail id: cs@tgbhotels.com
- 15) **Voting through electronic means:**  
Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, the Company is pleased to provide its members the facility of Voting by electronic means which includes remote e-voting the facility of casting votes by a member using an electronic voting system from a place other than venue of Annual General Meeting. to exercise their right to vote at the 16th Annual General Meeting (AGM). The business may be transacted through e-voting services rendered by Central Depository Services (India) Limited (CDSL). The facility for voting, either through electronic voting system or through ballot/polling paper shall also be made available at the venue of the 16th AGM. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM.
- 16) The Company has appointed Mr. R.S. Sharma, Practicing Company Secretary as the Scrutinizer for conducting the remote e-voting and the voting process at the AGM in a fair and transparent manner.
- 17) The Scrutinizer, after scrutinizing the votes cast at the meeting and through remote e-voting, will, not later than three days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company and on the website of agency (CDSL) [www.evotingindia.com](http://www.evotingindia.com). The results shall simultaneously be communicated to the Stock Exchanges.
- 18) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. **September 23, 2015**.
- 19) The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.

**The instructions for shareholders voting electronically are as under:**

- (i) The remote e-voting will commence on **Sunday, September 20, 2015 (9.00 AM)** and will end on **Tuesday, September 22, 2015 (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 (record date) of **September 16, 2015** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Members holding share in physical or in demat form as on **September 16, 2015** shall only be eligible for e-voting.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on Shareholders.
- (v) 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.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any Company, then your existing password is to be used.



(viii) If you are a first time user follow the steps given below:

| <b>For Members holding shares in Demat Form and Physical Form</b> |   |
|---|---|
| <b>PAN</b>  | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)<br><br><ul style="list-style-type: none"> <li>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 will be intimated to such member by way of letter.</li> <li>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.</li> </ul> |
| <b>DOB</b>  | 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.   |
| <b>Dividend Bank Details</b>                                      | Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.<br><br><ul style="list-style-type: none"> <li>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 (v).</li> </ul>   |

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) 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 mandatory 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN (150827028) TGB BANQUETS AND HOTELS LIMITED.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) 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.
- (xix) 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](http://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 e-mailed to [helpdesk.evoting@cdslindia.com](mailto: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](mailto: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.
- (xx) 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](http://www.evotingindia.com), under help Section or write an e-mail to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

## EXPLANATORY STATEMENTS

Pursuant to Section 102(1) of The Companies Act, 2013, The following Explanatory Statements set out all material facts relating to the Special Business mentioned at item Nos. 4 to 8 of the accompanying Notice dated August 14, 2015:

### Item No. 4

The Board of Directors of the Company have appointed Mr. Mahendra Kumar Bhandari (DIN: 03035629) as an Additional Director of the Company with effect from February 10, 2015, in accordance with the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company. Further, in terms of the aforesaid provisions, he would hold office as such up to the date of this Annual General Meeting of the Company.

In terms of provisions of Sections 149, 152, Schedule IV of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, it is proposed to appoint Mr. Mahendra Kumar Bhandari as Independent Director of the Company for a term up to 5 (five) consecutive years commencing from the date of the 16th Annual General Meeting.

Mr. Mahendra Kumar Bhandari has given his declaration to the Board of Directors to the effect that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

In the opinion of the Board, Mr. Mahendra Kumar Bhandari fulfill the conditions specified in Sections 149, 152 and Schedule IV of the Companies Act, 2013 read with Companies (Appointment and Qualifications of Directors) Rules, 2014 including any statutory modification(s) or re-enactment thereof for the time being in force and Clause 49 of the Listing Agreement and is independent to the management.

The Company has received notice in writing from a member along with deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Mahendra Kumar Bhandari for the office of director of the Company.

Brief resume of Mr. Mahendra Kumar Bhandari, nature of his expertise in specific functional areas and names of companies in which he holds directorships and memberships /chairmanships of Board Committees, his shareholding in the Company, relationships amongst directors inter-se as stipulated under Clause 49 of the Listing Agreements with the Stock Exchanges, is provided in Annexure-A at the Notice.

A copy of the draft Letter of Appointment of Mr. Mahendra Kumar Bhandari as Independent Director, setting out terms and conditions of his appointment, is available for inspection at the Registered Office of the Company.

Other than Mr. Mahendra Kumar Bhandari and his relatives, none of the Directors, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in the proposed Ordinary Resolution as set out in Item No. 4 of this Notice.

Keeping in view his expertise and knowledge, it will be in the interest of the Company that Mr. Mahendra Kumar Bhandari is appointed as an Independent Director. Accordingly, the Board recommends the Ordinary Resolution as set out at Item No. 4 of this Notice for approval of the members of the Company.

### Item No. 5

Mr. Devanand G. Somani (DIN: 00515959 ), who was appointed as Executive Director of the Company by the members on September 29, 2010 for a period of five years from the October 01, 2010, the present term of Mr. Devanand G. Somani is ending on September 30, 2015.

Keeping in view that Mr. Devanand G. Somani has rich and varied experience in the catering and hotel industry and has been involved in the operations of the Company over a long period of time. It would be in the interest of the Company to continue the employment of Mr. Devanand G. Somani as Whole-time Director designated as Executive Director. Mr. Devanand G. Somani guided the Company through his two decades of experience in the catering and hotel Industry to emerge the Company as a leader in the catering and hotel Industry.

Pursuant to recommendation of the Nomination and Remuneration Committee of the Company, the Board of Directors of the Company passed a resolution on August 14, 2015 approving re-appointment of Mr. Devanand G. Somani as Whole-time Director designated as Executive Director for a further period of five years commencing from October 01, 2015 to September 30, 2020 which is subject to the approval of the members of the Company at this Annual General Meeting.

This explanatory statement may also be read and treated as disclosure in compliance with requirement of Section 196 and as a written memorandum setting out the terms of appointment of Mr. Devanand G. Somani, pursuant to Section 190 of the Companies Act, 2013.

The Details of the remuneration payable to Mr. Devanand G. Somani and the terms and conditions of the re- appointment are given below:

- i. **Salary:** ₹ 2,00,000/- per month which is eligible for revision on a date to be determined by the Nomination and Remuneration Committee.
- ii. **Commission:** The commission will be calculated and payable on the net profits of the Company computed in accordance with the provisions of the Companies Act, 2013.
- iii. **Perquisites:** The Executive Director shall be entitled to all the perquisites listed herein below in addition to the salary and commission mentioned above;
  - a. **Housing:** The Company shall provide rent free furnished residential accommodation, with free gas, electricity and water as per Company policy. In case no accommodation is provided by the Company, the Executive Director shall be entitled to such house rent allowance as may be decided by the Board of Directors from time to time.