

22nd July, 2024

Bombay Stock Exchange Limited
1st Floor, New Trading Ring,
Rotunda Building,
P J Towers, Dalal Street, Fort
MUMBAI - 400 001.

The National Stock Exchange of India Ltd
Exchange Plaza,
5th Floor, Plot No.C/1, G Block,
Bandra Kurla Complex, Bandra (E)
MUMBAI - 400 051

Dear Sir,

Sub: Notice of 29th Annual General Meeting (AGM) of the Company as required under Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Ref: BSE: 532390; NSE: TAJGVK.

Pursuant to Regulation 30 read with Para A, Part A of Schedule III, of SEBI Listing Regulations, please find enclosed the Notice convening the 29th AGM of the Company to be held on Saturday, the 17th August, 2024 at 11:00 a.m. (IST) through Video Conferencing / Other Audio Visual Means. The said notice forms part of the Annual Report for the Financial Year 2023-24.

The Notice of the 29th AGM is also uploaded on the website of the company at <https://www.tajgvk.in/i/29th-AGM-Notice.pdf>

You are requested to kindly take the same on record.

Yours faithfully

For TAJ GVK Hotels & Resorts Limited


J SRINIVASA MURTHY
CFO & Company Secretary
M.No.FCS-4460



Encl: a/a

Notice of the 29th Annual General Meeting (AGM)

Notice is hereby given that the **TWENTY NINTH ANNUAL GENERAL MEETING** of **TAJ GVK HOTELS & RESORTS LIMITED** will be held on **Saturday, the 17th August, 2024 at 11.00 A.M.** through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business. The venue of the meeting shall be deemed to be the registered office of the Company situated at Taj Krishna, Road No.1, Banjara Hills, Hyderabad – 500 034.

ORDINARY BUSINESS:

To consider and if thought fit, to pass with or without modification(s), the following resolution(s) No.1 to 4 as **Ordinary Resolution(s)**:

- 1) To receive, consider and adopt the Standalone and Consolidated Audited Profit and Loss Account for the year ended March 31, 2024 and the Balance Sheet and Cash Flow Statement as on at that date, together with the Reports of Board Directors' and Auditors' thereon.
- 2) To consider and declare dividend of Rs.1.50/- per equity share (i.e. 75%) on the paidup equity share of Rs.2/- each of the company for the financial year ended March 31, 2024.
- 3) To appoint a Director in place of **Mr. Anoop Vrajlal Mehta** (DIN:00107044) who retires by rotation and being eligible, offers himself for re-appointment as Director, liable to retire by rotation.
- 4) To appoint a Director in place of **Mr. Prabhat Verma** (DIN:06548864) who retires by rotation and being eligible, offers himself for re-appointment as Director, liable to retire by rotation.

SPECIAL BUSINESS:

- 5) 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 all other applicable provisions 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 read with SEBI (Listing Obligations & Disclosure Regulations) Requirements, 2015, **Mr. Nabakumar Shome** (DIN:03605594), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company, and who holds office up to 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, based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Nabakumar Shome be and is hereby appointed as a Director under the category of Non-Executive & Non-Independent Director of the Company, liable to retire by rotation".

"RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) and the Company Secretary be and are hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution".

- 6) 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, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactments(s) thereof for the time being in force), Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, **Dr. N Ramesh Kumar** (DIN: 10506458), who has given his consent and submitted a declaration that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, and in respect of whom the Company has received a Notice in writing from a Member under section 160(1) of the Act proposing his candidature for the office of Director and being eligible, be and is hereby appointed as an Independent Director of the company to hold office for first term of 5 years commencing **from May 23, 2024 to May 22, 2029 (both days inclusive)** and he is not liable to retire by rotation,

"RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) and the Company Secretary be and are hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution".

- 7) To consider and if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactments(s) thereof for the time being in force), Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, **Mr. N. Sandeep Reddy** (DIN: 00483826), who has given his consent and submitted a declaration that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, and in respect of whom the Company has received a Notice in writing from a Member under section 160(1) of the Act proposing his candidature for the office of Director and being eligible, be and is hereby re-appointed as an Independent Director of the company to hold office for the second term of 5 years commencing **from May 23, 2024 to May 22, 2029 (both days inclusive)** and he is not liable to retire by rotation".

“RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) and the Company Secretary be and are hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

8) To consider and if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactments(s) thereof for the time being in force), Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, **Mr. N. Anil kumar Reddy** (DIN: 00017586), who has given his consent and submitted a declaration that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the SEBI Listing Regulations, and in respect of whom the Company has received a Notice in writing from a Member under section 160(1) of the Act proposing his candidature for the office of Director and being eligible, be and is hereby re-appointed as an Independent Director of the company to hold office for the second term of 5 years commencing **from May 23, 2024 to May 22, 2029 (both days inclusive)** and he is not liable to retire by rotation”.

“RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) and the Company Secretary be and are hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution”.

9) To consider and if thought fit, to pass, with or without modification(s), the following resolution, for payment of commission to the Non-Executive Independent Director(s), as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of sections 197, 198 and other applicable provisions of the Companies Act, 2013 (‘the Act’), read with relevant rules and Regulation 17(6)(a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) upon the recommendation of the Nomination and Remuneration Committee and Board of Directors, consent and approval of the Members be and is hereby accorded to the company for payment and distribution of such sum by way of commission as the Board of Directors determine and as computed in the manner laid down in section 198 of the Act, any statutory modifications) or re-enactment thereof, not exceeding in aggregate, 1% per annum of the net profits of the Company for the financial year 2023-2024 to Non-Executive Independent Director(s) of the Company, in addition to the sitting fee for attending the meetings of the Board of Directors or Committees thereof, keeping in view the profitability and performance of the company as per the remuneration policy of the Company.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) and the Company Secretary be and are hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution”.

10) To consider and if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of sections 196, 197, 198, 203, Schedule V and other applicable provisions, if any of the Companies Act, 2013 (Act), including any statutory amendment, modifications, or re-enactment thereof for the time being in force and subject to such other requisite approvals, as may be required, the consent of shareholders be and is hereby accorded for the re-appointment of **Mrs. Shalini Bhupal** (DIN:00005431) as Joint Managing Director of the company for a period of 5 years effective from 16th June, 2024, including the remuneration payable to her as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company, on the terms and conditions as under”.

I. Period of Appointment

The appointment is for a period of 5 years with effect from 16th June, 2024.

II. Remuneration

- a. Salary: Basic pay shall be Rs.18,00,000/- per month.
- b. Basic Scale : Rs.18,00,000 - Rs.100,000 – Rs. 22,00,000

III. Perquisites & Allowances

In addition to the salary payable, the Joint Managing Director shall also be entitled to perquisites and allowances like house rent allowance; house maintenance allowance, together with reimbursement of expenses or allowances for utilities such as gas, electricity, water, furnishings, air-conditioning and repairs, all of which may be hired or owned; medical reimbursement; club fees, foreign travel and leave travel concession for herself and her family; medical insurance and such other perquisites and allowances in accordance with the rules of the company or as may be agreed to by the Board of Directors and Mrs. Shalini Bhupal; **all such perquisites and allowances will be subject to a maximum of 125% of her annual salary.**

IV. Minimum Remuneration

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of the Appointee, the Company has no profits or its profits are inadequate, the Company shall pay remuneration by way of salary, perquisites and allowances as specified above.

V. Commission

In addition to the salary, perquisites and allowances payable, the Joint Managing Director is also entitled to a Commission payable @ 1% on the Net profits of the Company calculated under section 197 and 198 of the Companies Act 2013. The overall remuneration payable to her shall be subject to the ceilings stipulated in sections 196, 197 and 203 of the Companies Act, 2013.

VI. Annual Bonus

In addition to the salary, perquisites, allowances and commission, the Joint Managing Director is also entitled for an Annual Bonus based on the performance of the company and subject to the approval of the Nomination and Remuneration Committee and Board. All the payments made to Mrs. Shalini Bhupal shall be within the overall ceilings stipulated in sections 196, 197 and 203 of the Companies Act, 2013.

The terms and conditions of the said appointment may be altered and varied from time to time by the Board as it may, in its discretion, deem fit, within the maximum amount payable to the Joint Managing Director in accordance with Schedule V to the Act or any amendments thereto made hereinafter in this regard.

If at any time Mrs. Shalini Bhupal ceases to be a Director of the Company for any reason whatsoever, she shall also cease to be Joint Managing Director of the Company.

VII. Other Terms & Conditions

- i. For the purposes of calculating the above overall ceiling, perquisites and allowances shall be as per Income Tax Rules, wherever applicable; in the absence of any such Rules, perquisites and allowances shall be evaluated at actual cost or hire charges.
- ii. Mrs. Shalini Bhupal is entitled for travelling in India or Aboard, boarding and lodging including attendants during business trips and provision for use of the Company's car for official duties and telephone at residence (including payment for local calls and long-distance official calls) shall not be included in the computation of perquisites for the purpose of calculating the said ceiling.
- iii. Company's contribution to Provident Fund and Superannuation or Annuity Fund, to the extent these either singly or together are not taxable under the Income Tax Act. The company's contribution to the Provident Fund and Superannuation or Annuity Fund shall form part of the overall ceiling of 125% of the basic salary component. In addition, she is also entitled for Gratuity payable as per the rules of the Company and encashment of leave at the end of the tenure. The gratuity and leave encashment shall not be included in the computation of ceilings aforesaid.
- iv. The terms and conditions of the said appointment may be altered and varied from time to time by the Board and NRC as it may, in its discretion, deem fit, within the maximum amount payable to the Joint Managing Director in accordance with Schedule V to the Act or any amendments thereto made hereinafter in this regard, as may be agreed by the Board and Mrs. Shalini Bhupal.
- v. Mrs. Shalini Bhupal is entitled for one foreign travel per year during the tenure of our appointment and the cost of foreign travel shall not form part of the perquisites.
- vi. If at any time Mrs. Shalini Bhupal ceases to be a Director of the Company for any reason whatsoever, she shall also cease to be Joint Managing Director of the Company.

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, appropriate and desirable to give effect to this resolution and delegate to any Director or any officer of the Company for obtaining necessary permission and approvals, if any, in this connection from Government and / or any authorities".

By order of the Board of Directors
For **TAJ GVK Hotels & Resorts Limited**

J SRINIVASA MURTHY
CFO & Company Secretary
M. No. : FCS4460

Place : Hyderabad
Date : 23.05.2024

Notes

- 1) The Ministry of Corporate Affairs ("MCA") vide its Circular Nos.14/2020 dated 08.04.2020, 17/2020 dated 13.04.2020, 20/2020 dated 05.05.2020, 02/2021 dated 13.01.2021, 19/2021 dated 08.12.2021, 21/2021 dated 14.12.2021, 2/2022 dated 05.05.2022 and 10/2022 dated 28.12.2022 (collectively referred as "MCA Circulars") read with SEBI vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79, dated 12.05.2020 has permitted the holding of the Annual General Meeting ("AGM") through Video Conference (VC)/Other Audio Visual Means (OAVM), the facility on or before September 30, 2023, in accordance with the requirements provided in paragraphs 3 and 4 of the MCA General Circular No. 20/2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15.01.2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13.05.2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 05.01.2023 and SEBI/HO/DDHS/P/CIR/2023/0164 dated October 07, 2023 (collectively referred as "SEBI Circulars"). In compliance with these Circulars, provisions of the Act and Listing Regulations, the 29th AGM of the Company is being conducted through VC / OAVM facility, without the physical presence of Members at a common venue. The deemed venue for the 29th AGM shall be the Registered office of the Company, situated at Taj Krishna, Road No.1, Banjara Hills, Hyderabad – 500 034.

Accordingly, in compliance with applicable provisions of the Companies Act, 2013 and Listing Regulations, Notice of the 29th AGM along with Annual Report of the Financial Year 2023-24 is being sent only through electronic mode to those Members whose email address are registered with the company / depositories and 29th AGM of the Company shall be conducted through VC / OAVM. National Securities Depositories Limited ('NSDL') will be providing facility for remote e-voting, participation in the AGM through VC / OAVM and e-voting during the AGM.

- 2) The 29th AGM is being held pursuant to the MCA Circulars through VC / OAVM facility, therefore physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence, Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.
- 3) The Members can join the AGM in the VC/OAVM mode 30 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The Members will be able to view the proceedings on the National Securities Depository Limited's ('NSDL') e-Voting website at www.evoting.nsdl.com. The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 Members on a first come first served basis as per the MCA Circulars. The detailed instructions for joining the Meeting through VC/OAVM form part of the Notes to this Notice.
- 4) Pursuant to Section 113 of the Companies Act, 2013, Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/ Authorization etc., authorizing its representative to attend the AGM through VC / OAVM and vote on its behalf. The said Resolution/Authorization shall be sent to the Company at tajgvkshares.hyd@tajhotels.com or to Venture Capital and Corporate Investments Private Limited, Registrar and Share Transfer Agents at info@vccipl.com with a copy marked to evoting@nsdl.co.in.
- 5) The Explanatory statement pursuant to section 102 of the Companies Act, 2013 and Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 setting out material facts concerning the business under Item numbers 5 to 10 of the Notice is annexed thereto. The relevant details pursuant to Regulations 26(4) and 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, in respect of Director seeking reappointment and appointment at this AGM are also annexed. Requisite declarations have been received from the Directors seeking appointment/ re-appointment
- 6) Participation of members through VC will be reckoned for the purpose of quorum for the AGM as per section 103 of the Companies Act, 2013 ("the Act").
- 7) The Register of Members and Share Transfer Books of the Company will remain closed **from 12.08.2024 to 17.08.2024 (both days inclusive)** for the purpose of the 29th Annual General Meeting of the Company.

8) Record Date and Dividend:

The Company has fixed **Saturday, August 10, 2024 as the 'Record Date'** for determining entitlement of Members to Dividend for the financial year ended March 31, 2024, if approved at the AGM.

The Dividend of Rs. 1.50 per equity share on the face value of Rs. 2 each (75%), if approved at the AGM, will be paid subject to deduction of tax at source (TDS) on or after Thursday, August 22, 2024 by way of electronic mode as under:

- (a) **For shares held in electronic form:** To all the Beneficial Owners as of close of the business hours on August 10, 2024 as per the list of beneficial owners to be furnished by the NSDL and CDSL and
 - (b) **For shares held in physical form:** To all Members whose names appear in the Company's Register of Members, after giving effect to valid transmission and transposition in respect of valid requests lodged with the Company on or before the close of business hours on Saturday, August 10, 2024.
- 9) Pursuant to the Finance Act, 2020, dividend income is taxable in the hands of the shareholders and the Company is required to deduct TDS from dividend paid to the Members at prescribed rates in the Income Tax Act, 1961 ('the IT Act'). In general, to enable compliance with TDS requirements, Members are requested to complete and/or update their Residential Status, Permanent Account Number ('PAN'), Category as per the IT Act with their DPs or in case shares are held in physical form, with the Company / Venture capital and Corporate Investment Private Limited by sending documents along with the request in Form ISR-1 at its

e-mail ID: info@vccipl.com or update the same by visiting the link: <https://www.vccipl.com/investorkiosk/investorLogin.html-form-15g-15h.html> or send email to investor.relations@vccipl.com on or before **Friday, August 09, 2024** in order to enable the Company to determine and deduct appropriate TDS / withholding tax rate. No communication/documents on the tax determination/ deduction shall be considered post 11:59 PM (IST) of August, 9, 2024. For the detailed process, please click here: <https://tajgvk.in/AGM-FY2024>.

A communication providing information and detailed instructions with respect to tax on the dividend for the financial year ended March 31, 2024 is also being sent separately to the Members of the Company whose e-mail addresses are registered with the Company/Depositories.

10) **Updation of mandate for receiving dividend directly in bank account through Electronic Clearing System or any other means in a timely manner:**

Shares held in Physical form: In order to receive the dividend in a timely manner, Members holding shares in physical form who have not updated their mandate for receiving the dividends directly in their bank accounts through Electronic Clearing Service or any other means, are requested to follow the below instructions and send the following documents in original to the RTA, latest by August 5, 2024:

- a) Form ISR-1 along with supporting documents. The said form is available on the website of RTA at <https://www.vccipl.com/investorkiosk/investorLogin.html> or send email to investor.relations@vccipl.com
- b) Cancelled cheque in original, bearing the name of the Member or first holder, in case shares are held jointly. In case name of the holder is not available on the cheque, kindly submit the following documents:
 - i) Cancelled cheque in original.
 - ii) Bank attested legible copy of the first page of the Bank Passbook/Bank Statement bearing the names of the account holders, address, same bank account number and type as on the cheque leaf and full address of the bank branch.
- c) Self-attested photocopy of the PAN Card of all the holders; and
- d) Self-attested photocopy of any document (such as Aadhaar Card, Driving License, Election Identity Card, Passport) in support of the address of the first holder as registered with the Company.

Shares held in electronic form: Members may please note that their bank details as furnished by the respective Depository Participants (DPs) to the Company will be considered for remittance of dividend as per the applicable regulations of the DPs and the Company will not entertain any direct request from such Members for change/addition/deletion in such bank details. Accordingly, the Members holding shares in electronic form are requested to ensure that their respective DPs update their Electronic Bank Mandate details by Monday, August 5, 2024.

Further, please note that instructions, if any, already given by Members in respect of shares held in physical form, will not be automatically applicable to the dividend paid on shares held in electronic form.

11) **Members are requested to note that dividends, if not encashed for a consecutive period of seven years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ('IEPF'). Further, all the shares on which dividends remain unpaid or unclaimed for a period of seven consecutive years or more shall be transferred to the demat account of the IEPF Authority as notified by the Ministry of Corporate Affairs. In view of this, Members/ Claimants are requested to claim their dividends from the Company, within the stipulated timeline. The details of unclaimed dividend to be transferred to IEPF is available on the website of the Company at <http://www.tajgvk.in/unclaimed.html>. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority, in Form No. IEPF-5 available on www.iepf.gov.in.**

The Members/Claimants can file only one consolidated claim in a financial year as per the IEPF Rules. For details, please refer to the Report on Corporate governance, which is a part of the Annual Report

12) **Updation of KYC, PAN and other details:**

SEBI, vide its Master Circular dated May 17, 2023 and subsequent notifications thereto, had made it mandatory for holders of physical securities to furnish details of PAN, KYC (Postal Address, Mobile Number, E-mail, Bank Details, Signature) and Nomination / Optout of Nomination.

In order to mitigate unintended challenges on account of freezing of folios and referring frozen folios to the administering authority under the aforesaid Acts, SEBI, vide its Circular dated November 17, 2023, has done away with the provision regarding freezing of folios lacking PAN, KYC, and Nomination details or referring them to the administering authorities.

Further SEBI has mandated that with effect from April 1, 2024, dividend to security holders (holding securities in physical form), shall be paid only through electronic mode. Such payment shall be made only after furnishing the PAN, choice of nomination, contact details including mobile number, bank account details and specimen signature. In view of the above, we urge Members holding shares in physical form to submit the required forms along with the supporting documents at the earliest.

- 13) To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified from time to time.
- 14) In case of Joint Holders, the Member whose name appear as the First Holder in the order of names as per the Register of Members of the company will be entitled to vote at the AGM.
- 15) In accordance with the provisions of the Income Tax Act, 1961 as amended by and read with the provisions of the Finance Act, 2020, with effect from April 1, 2020, dividend declared and paid by the Company is taxable in the hands of its Members and the Company is required to deduct tax at source (TDS) from dividend paid to the Members at the applicable rates. A separate email also being sent to the registered email ID of the members describing about the detailed process to submit the documents / declarations along with the formats in respect of deduction of tax at source on the dividend payout. Sufficient time had been provided for submitting the documents / declarations by the Members who are desiring to claim beneficial tax treatment. The intimation will also be uploaded on the website of the Company at www.tagvk.in.
- 16) Members holding shares in electronic form are advised to keep the bank details updated with the respective Depositories, viz., NSDL and CDSL. Member holding shares in physical form are requested to update bank details with the Company's Registrar and Share Transfer Agents.
- 17) Members are also requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, PAN, registration of nomination, power of attorney registration, Bank Mandate details, cancelled cheque etc., to their DPs in case the shares are held in electronic form and to the Registrar M/s.Venture Capital and Corporate Investments Private Limited, in case the shares are held in physical form, in the prescribed form, pursuant to the SEBI Circular dated November 3, 2021. Changes intimated to the DP will then be automatically reflected in the Company's records.
- 18) As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Share Transfer Agents, M/s.Venture Capital and Corporate Investments Private Limited for assistance in this regard.
- 19) Members may please note that SEBI vide its Circular dated January 25, 2022 has mandated Listed Companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/ Exchange of securities certificate; Endorsement; Sub-division/ Splitting of securities certificate; Consolidation of securities certificates/ folios; Transmission and Transposition. Further SEBI vide its circular No. SEBI/HO/MIRSD/ MIRSD_RTAMB/P/CIR/2022/65 dated May 18, 2022 has simplified the procedure and standardized the format of documents for transmission of securities. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4 & ISR-5, as the case may be. The format of which is available on the Company's website under the 'Investors' section.
- 20) As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to cancel the earlier nomination and record fresh nomination, he/she may submit the same in Form ISR-3 or Form SH-14. The said form can be downloaded from the Company's website at <https://www.tajgvk.in> (under 'Investor Relations' section). Members are requested to submit the said form to their DP in case the shares are held by them in electronic form and to the RTA in case the shares are held in physical form, quoting your folio no.
- 21) As per SEBI Circular with effect from 1st April, 2024, Dividend to security holders (holding shares in physical form), shall be paid only through electronic mode. Such payment shall be made only after furnishing PAN, choice of nomination, contact details including mobile number, bank account details and specimen signature.
- 22) Members holding shares in electronic form may please note that their bank details as furnished by the respective Depositories of dividend as per the applicable regulations of the Depositories and the Company will not entertain any direct request from such Members for change / deletion in such bank details. Further, instructions, if any, already given by them in respect of shares held in physical form, will not be automatically applicable to the dividend paid on shares held in electronic form. Members may, therefore, give instructions regarding bank accounts in which they wish to receive dividend to their Depository Participants ("DPs").
- 23) SEBI vide its Circulars dated 31st July, 2023, and 4th August, 2023, read with Master Circular dated 31st July, 2023 (updated as on 11th August, 2023), has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market. Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA / Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>).

- 24) During the day of 29th AGM, Members may access the electronic copy of Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act, upon Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com> Members seeking to inspect such documents can send an email to tajgvkshares.hyd@tajhotels.com stating their names DPID/ Client ID/ Folio No.
- 25) The Notice of AGM along with Annual Report for FY 2023-24, is available on the website of the Company at www.tajgvk.in, on the website of Stock Exchanges i.e., Bombay Stock Exchange Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of NSDL at www.evoting.nsdl.com.
- 26) In accordance with the provisions of Regulation 39(4) and Schedule VI of the SEBI (LODR) Regulations, the Company maintains a demat account namely 'Unclaimed Suspense Shares Demat Account' with Zen Securities and currently holds 1,31,215 equity shares in this account as on 31st March, 2024.
- 27) Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unclaimed Dividend Account of the company, is liable to be transferred to the Investor Education and Protection Fund ("IEPF"). The shares in respect of such unclaimed dividend were also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members/Claimants are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority, in Form No. IEPF-5 available on www.iepf.gov.in. The Members/Claimants can file only one consolidated claim in a financial year as per the IEPF Rules.
- 28) All Corporate benefits on such shares including dividend shall be credited to the account of the IEPF Authority. The voting rights on shares lying in the Unclaimed Suspense Account shall remain frozen till the rightful owner of such shares establishes his / her title of ownership to claim the shares.

Procedure for attending the AGM through VC / OAVM:

- 29) Members will be able to attend the AGM through VC / OAVM or view the live webcast of AGM provided by NSDL at <https://www.evoting.nsdl.com> by using their remote e-voting login credentials and selecting the EVEN for Company's AGM. Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice. Further, Members can also use the OTP based login for logging into the e-voting system of NSDL.
- 30) Members are requested to join the Meeting through Laptops for better experience and will be required to allow camera and use internet with a good speed to avoid any disturbance during the meeting. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connected via mobile hotspot may experience audio/ video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of glitches.
- 31) Members may note that the VC / OAVM facility, provided by NSDL, allows participation of at least 1,000 Members on a first-come first- served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. can attend the AGM without any restriction on account of first-come-first served principle.
- 32) Members who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.co.in/ 1800-222-990 or contact Mr. Swapneel Puppala, Assistant Manager, NSDL at swapneelp@nsdl.co.in/+91 8951022700.

Procedure to Raise Questions / Seek clarifications with respect to Annual Report:

- 33) As the AGM is being conducted through VC / OAVM, members are encouraged to express their views / send their queries in advance mentioning their name, DP Id and Client Id/Folio No., e-mail id, mobile number at tajgvkshares.hyd@tajhotels.com to enable smooth conduct of proceedings at the AGM. Questions / Queries received by the Company on or before 10.08.2024 on the aforementioned e-mail id shall only be considered and responded to during the AGM.
- 34) Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP Id and Client Id / Folio No., PAN, mobile number at tajgvkshares.hyd@tajhotels.com on or before 10.08.2024. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. Speakers are requested to submit their questions at the time of registration, to enable the Company to respond appropriately.
- 35) The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, to ensure the smooth conduct of the AGM.

Procedure for remote E-Voting and E-voting during the AGM:

- 36) In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Members have been provided with the facility to cast their vote electronically through the e-voting provided by National Securities Depository Limited (NSDL), on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below.
- 37) The Members, whose names appear in the Register of Members / list of Beneficial Owners as on **10.08.2024**, i.e. the date prior to the commencement of book closure, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice of AGM for information purpose only.
- 38) The remote e-voting period commences on **14.08.2024 (9:00 A.M. IST) and ends on 16.08.2024 (5:00 P.M. IST)**. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date i.e., 10.08.2024**, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Members, the Member shall not be allowed to change it subsequently.
- 39) In addition, the facility for voting through electronic voting system shall also be made available during the AGM. Members attending the AGM who have not cast their vote by remote e-voting shall be eligible to cast their vote through e-voting during the AGM. Members who have voted through remote e-voting shall be eligible to attend the AGM, however, they shall not be eligible to vote at the meeting.


The details of the process and manner for remote e-voting are explained herein below:

Step 1 : Log-in to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode:

In terms of SEBI circular dated 9th December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/Ideas Direct Reg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider – NSDL and you will be redirected to e-Voting website of NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-Voting period. 4) Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;">  </div>

Type of shareholders	Login Method
Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN from a link www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Help desk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL

Login type	Help desk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) LoginMethod for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

- Visit the e-voting website of NSDL. Open web browser by typing the following **URL: <https://www.evoting.nsdl.com/>** either on a Personal Computer or on a mobile.
- Once the home page of e-voting system is launched, click on the icon "Login" which is available under Shareholder / Member section.
- A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. cast your vote electronically.
- Your User ID details are given below:
 - For Members who hold shares in demat account with NSDL: 8 Character DP ID followed by 8 Digit Client ID (For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****).
 - For Members who hold shares in demat account with CDSL: 16 Digit Beneficiary ID (For example if your Beneficiary ID is 12***** then your user ID is 12*****).
 - For Members holding shares in Physical Form: EVEN Number followed by Folio Number registered with the company (For example if folio number is 001*** and EVEN is 128815 then user ID is 128815001***)
- Your password details are given below:
 - If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
 - If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you by NSDL. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

- c) How to retrieve your 'initial password'?
 - i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - ii. If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a. Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b. "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, click on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-voting will open

Step 2 : Cast your vote electronically on NSDL e-Voting system.

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company **128815** for which you wish to cast your vote during the remote e-voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC / OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-voting as the Voting page opens
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- 40) Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc., with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by email to vidyaraniassociates@gmail.com with a copy marked to evoting@nsdl.com Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
- 41) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on <https://www.evoting.nsdl.com> to reset the password.
- 42) In case of any queries, you may refer to the FAQs for Shareholders and e-voting user manual for Shareholders available at the download section of <https://www.evoting.nsdl.com> or call no.: 022-4886 7000 or send a request at evoting@nsdl.com.

C) Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

- 1) For Physical shareholders: Please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) by email to Company's RTA at info@vccipl.com or tajgvkshares.hyd@tajhotels.com.
- 2) For Demat shareholders: Please update your email ID and mobile number with your respective Depository Participant (DP). Then provide DPID-Client ID (16-digit DPID + Client ID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account Statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhaar Card) by email to Company's RTA at info@vccipl.com or tajgvkshares.hyd@tajhotels.com.
- 3) If you are an individual member holding securities in demat mode, you are requested to refer to the login method explained at Step 1 (A) i.e., Login method for e-Voting and joining virtual meeting for Individual members holding securities in demat mode.
- 4) Alternatively, members may send a request to NSDL at evoting@nsdl.com for procuring User ID and password for e-voting by providing above mentioned documents.

- 5) In terms of SEBI Circular dated 9th December 2020 on e-Voting facility provided by listed companies, individual members holding securities in demat mode are allowed to vote through their demat account maintained with Depository Participant(s). Members are required to update their mobile number and email address correctly in their demat account in order to access e-Voting facility.

Step 3: Instructions for members for participating in the AGM through VC / OAVM are as under:

- a) The members will be provided with a facility to attend the AGM through VC/ OAVM through the NSDL e-Voting system. Members may access the same by following the steps mentioned above for “Access to NSDL e-Voting system”. The link for VC/ OAVM will be available in “Shareholder/ Member login” where the EVEN (“E-voting Event Number”) of the Company will be displayed. After successful login, the members will be able to see the link of (“VC/ OAVM”) placed under the tab “Join Meeting” against the name of the Company. On clicking this link, the members will be able to attend the AGM. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID/ Password may retrieve the same by following the remote e-Voting instructions mentioned above in the notice, to avoid last minute rush.
- b) Members may join the Meeting through Laptops, Desktops, Smartphones and Tablets. Further, members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the Meeting. Members will need the latest version of Chrome, Safari, MS Edge or Firefox. Please note that participants connecting from Smartphones or Tablets or through Laptops connecting via mobile hotspot may experience Audio / Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to avoid any glitches.
- c) Member Queries with Respect to Annual Report or Businesses as Stated in the AGM Notice:
- (i) For smooth conduct of AGM proceedings, Members who wish to receive information with respect to Company’s Annual Report for the year 2024 or have questions with regard to the financial statements and the matters to be placed at this AGM, can send their request by providing their name, demat account number / folio number from their registered e-mail ID to tajgvkshares.hyd@tajhotels.com at least 48 hours in advance before the start of meeting i.e. by Thursday, 15th August, 2024, before 1430 Hours (IST).
- (ii) Members who wish to ask questions or express their views at the AGM may register themselves as a ‘Speaker’ by sending their request by providing their name, demat account number / folio number and mobile number from their registered e-mail ID to tajgvkshares.hyd@tajhotels.com, at least 48 hours in advance before the start of meeting i.e. by Thursday, 15th August, 2024, before 1430 Hours (IST).
- Those Members who have registered themselves as a speaker will only be allowed to speak at the Meeting. Members may note that the Company reserves the right to restrict the number of questions and number of speakers during the AGM, depending upon availability of time and for conducting the proceedings of the meeting smoothly.
- d) When a pre-registered speaker is invited to speak at the meeting, but he/ she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good internet speed.
- e) Instructions for members for e-Voting during the AGM:
- (i) Members may follow the same procedure for e-Voting during the AGM as mentioned above for remote e-Voting.
- (ii) The facility of e-voting shall also be made available at the Meeting. Members attending the Meeting who have not already cast their vote by remote e-voting facility shall be able to exercise their right at the Meeting. If any votes are cast by the Member through the e-voting available during the AGM but the Member does not participate in the meeting through VC/OAVM facility, then the votes cast by such Member shall be considered invalid as the facility of e-voting during the meeting is available only to the Member attending the meeting.
- (iii) The Members who have cast their vote by remote e-voting facility prior to the Meeting may also attend the Meeting but shall not be entitled to cast their vote again at the Meeting. If a Member cast their vote again, then votes cast through remote e-voting facility shall prevail and voting at the Meeting will be treated invalid.
- (iv) The voting rights of the Members shall be in proportion to their share of the paidup Equity Share Capital of the Company as on the cut-off date of **Saturday, the 10th August, 2024**. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting or voting at the AGM. Any person who has ceased to be the Member of the Company before the cut-off date will not be entitled for remote e-voting or voting at the Meeting. Any person, who becomes Member of the Company after dispatch of the Notice and holding shares as on the cut-off date, may obtain the login ID and password by sending a request at at info@vccipl.com or tajgvkshares.hyd@tajhotels.com. However, if any Member is already registered with NSDL for e-voting then he/ she can use his/her existing user ID and password / PIN for casting their vote.

43) Other Instructions

- a. The e-voting period commences on **14.08.2024 (9:00 a.m. IST)** and ends on **16.08.2024 (5:00 p.m. IST)**. During this period, Members holding shares either in physical form or in dematerialized form, as on cut-off date i.e., **10.08.2024**, may cast their vote electronically. The e-voting module shall be disabled by NSDL 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 the vote again.
- b. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of voting, either through remote e-voting or voting at the AGM through electronic voting system.
- c. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.
- d. The Company has appointed **Mrs. V Vidya Rani, Practicing Company Secretary**, (Membership No. ACS10897), Proprietor of M/s. Vidya Rani & Associates as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
- e. The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.tajgvk.in and on the website of NSDL <https://www.evoting.nsdl.com> immediately. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and Bombay Stock Exchange Limited, where the shares of the Company are listed.

By order of the Board of Directors
For **TAJ GVK Hotels & Resorts Limited**

Place : Hyderabad
Date : 23.05.2024

J SRINIVASA MURTHY
CFO & Company Secretary
M. No. : FCS4460

Explanatory Statement

(Pursuant to section 102(1) of the Companies Act, 2013)

In respect of the Special Business Pursuant to section 102(1) of the Companies Act, 2013 given hereunder sets out all the material facts relating to the Special Business mentioned at Item Nos. 5 to 10 of the accompanying Notice dated 23.05.2024.

Item No. 5

The Board of Directors of the Company appointed **Mr. Nabakumar Shome** (DIN:03605594), Nominee of Indian Hotels Company Limited (IHCL) as an Additional Director of the Company with effect from 23.05.2024. In terms of the provisions of Section 161(1) of the Companies Act, 2013, Mr. Nabakumar Shome, shall hold office up to the date of the ensuing Annual General Meeting. The Company has received notice under Section 160 of the Companies Act, 2013 from Indian Hotels Company Limited (IHCL), proposing the candidature of Mr. Nabakumar Shome (DIN:03605594) as Director of the Company liable to retire by rotation. The Company also received confirmation, in terms of section 164 of the Companies Act, 2013 from, Mr. Nabakumar Shome that he is not disqualified from being appointed as Director.

The brief profile of Mr. Nabakumar Shome is as follows:

Mr. Nabakumar Shome is presently the Senior Vice President – Finance of IHCL based at the Corporate Office, Mumbai.

Mr. Shome is a Commerce Graduate from Mumbai University and a qualified Chartered Accountant and Associate Member of the Institute of Chartered Accountants of India. Additionally he is also a qualified Cost Accountant.

He has over thirty-one years of experience in the finance function which includes 25 years experience with the Tata Group. He is serving IHCL since August 2011 and the Company will benefit from his extensive knowledge and experience

Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Mr. Nabakumar Shome is appointed as a Non-Executive & Non-Independent Director of the Company.

The Company has also received from the above Director:-

- i) the consent in writing to act as Director and
- ii) intimation that he is not disqualified under section 164(2) of the Companies Act, 2013.
- iii) a declaration to the effect that he is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI).

Mr. Prabhat Verma, Director of the Company and Nominee Director of IHCL is interested in the resolution. Save and except Mr. Nabakumar Shome and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out at item No.5 of the Notice.

The Board recommends the Special Business set out at **Item No.5** of the Notice for the approval of the shareholders as **Ordinary Resolution**.

Item No. 6

Based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors of the Company ('Board') appointed **Dr. N Ramesh Kumar** (DIN: 10506458), as an Additional Director of the Company under the category of Non Executive and Independent Director, not liable to retire by rotation, for a term of five years i.e. from **23.05.2024 up to 22.05.2029 (both days inclusive)**, subject to approval of the Members at the Annual General Meeting.

Pursuant to Section 161(1) of the Companies Act, 2013 ('Act') and Article 99 of the Articles of Association of the Company, Dr. N Ramesh Kumar shall hold office only up to the date of this Annual General Meeting ('AGM'). The Company, in terms of Section 160(1) of the Act received in writing a notice from a Member, proposing his candidature for the office of Director.

The Company has received a declaration from Dr. N Ramesh Kumar to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'). In terms of Regulation 25(8) of the SEBI Listing Regulations, Dr. N Ramesh Kumar has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. Dr. N Ramesh Kumar has also confirmed that he is not debarred from holding the office of a Director by virtue of any Order passed by Securities and Exchange Board of India or any other such authority.

Dr. N Ramesh Kumar has also confirmed that he is in compliance with Section 150 of the Act read with Rules 6(1) and 6(2) of the Companies (Appointment & Qualification of Directors) Rules, 2014, as amended, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

The Company has also received from the above Director:-

- i) the consent in writing to act as Director and
- ii) intimation that he is not disqualified under section 164(2) of the Companies Act, 2013.
- iii) a declaration to the effect that he is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI).

In the opinion of the Board, Dr. N Ramesh Kumar is a person of integrity and fulfils the criteria specified in the Act, Rules and SEBI Listing Regulations for appointment as Independent Director and he is independent of the management of the Company. Having regard to his qualification, vast experience, skill set and knowledge, the Nomination and Remuneration Committee to the Board that his qualifications and experience meets the skills and capabilities required for the roll of Independent Director of the Company. The Board considers that Dr. N Ramesh Kumar as Independent Director would be of immense benefit and interest to the Company and it is desirable to avail his services as Independent Director.

The brief profile of Dr. N Ramesh Kumar is given below:

Dr. N Ramesh Kumar is a Retired Indian Administrative Service (IAS) officer. He has more than 40 years' experience in Public Policy making, Finance and Administration. His educational qualifications are as follows:

S No	Qualification / University
1	MA (Economics) - SV University
2	PhD - SV University
3	B.L. - Osmania university

He worked in various capacities as Chief Secretary, Additional Chief Secretary, Principal Secretary, Joint Secretary etc., in the Government of Andhra Pradesh. His career postings are as follows:

Positions held as IAS - Andhra Pradesh

- 1984-86 - Sub Collector, Narsipatnam Vizag District
- 1886-87 - Joint Collector, Warangal District
- 1987-90 - Joint Executive Officer, Tirumala - Tirupathi Devasthanam
- 1990-91 - Collector Srikakulam District
- 1991-94 - Secretary to Commissioner Land Revenue
- 1994-96 - Executive Officer, Tirumala-Tirupathi Devasthanam
- 1996-99 - Commissioner, Textiles & Handlooms
- 1999- 2003 - Commissioner. Commercial Taxes
- 2003-2006 - Secretary to Agriculture & Marketing & later Housing Dept
- 2006-2009 - Principal Secretary Finance Dept
- 2009-2016 - Principal & Special Chief Secretary to Governor of AP & Telangana
- March 2016- March 2021 - State Election Commissioner of (newly formed State), Andhra Pradesh.

In compliance with the provisions of Section 149 read with Schedule IV to the Act, Regulation 17 of the SEBI Listing Regulations and other applicable regulations, the appointment of Dr. N Ramesh Kumar as Independent Director is being placed for approval of the Members of the Company.

Post approval of the shareholders in the ensuing Annual General Meeting, the company will upload the letter of appointment on the company's website <http://www.tajgvk.in/appointment-letters.html> A copy of the letter for the appointment of the above Director as Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day.

Dr. N Ramesh Kumar is not related to any other Director or Key Managerial Personnel of the Company. Except Dr. N Ramesh Kumar and/or his relatives, none of the other Directors or Key Managerial Personnel of the Company and their relatives are, in any way, concerned and interested, in the Resolution set out at the Item No. 6 of the Notice.

The Board recommends the Special Business set out at **Item No.6** of the Notice for the approval of the shareholders as **Ordinary Resolution**.

Item No. 7 & 8:

Mr. N Sandeep Reddy (DIN:00483826) and **Mr. N Anil Kumar Reddy** (DIN:0017586) were appointed as Independent Directors of the Company pursuant to Section 149 of the Companies Act, 2013 ("the Act") read with Companies (Appointment and Qualification of Directors) Rules, 2014, by the Shareholders at the 24th Annual General Meeting of the Company held on 25th July, 2019 as per the terms of appointment they hold office from 15th May, 2019 to 14th May, 2024 ("first term" as per the explanation to Section 149(10) and 149(11) of the Act.).

The Nomination & Remuneration Committee ("NRC") has recommended to the Board that their qualifications and rich experience meets the skills and capabilities required for the role of Independent Director(s) of the Company. Based on the recommendation of the NRC, the Board has determined that they continue to possess the identified core skills, expertise and competencies fundamental for effective discharge of their role as an Independent Directors of the Company and their continued association would be of immense benefit to the Company. Accordingly, the Board of Directors have recommended the re-appointment of Mr. N Sandeep Reddy and Mr. N Anil Kumar Reddy as Independent Directors.

The Board of Directors at their meeting held on 23rd May, 2024 appointed and recommend the Resolutions at Item Nos. 7 & 8 for re-appointment of the Independent Directors for approval and pass the necessary resolutions as Special Resolutions.

Based on the above, the Nomination & Remuneration Committee and the Board has recommended the re-appointment of these Directors as Independent Directors on the Board of the Company, to hold office for the second term of five consecutive years commencing from 23.05.2024 to 22.05.2029 and not liable to retire by rotation subject to the approval of the members at the ensuing Annual General Meeting by passing a Special Resolution.

The Company has received a notice in writing pursuant to Section 160 of the Companies Act, 2013 from a Member proposing the candidature(s) of Mr. N Sandeep Reddy and Mr. N Anil Kumar Reddy for their re-appointment to the office of Independent Directors. Brief profile of the above Independent Directors are attached to notice.

The above Directors have given a declaration to the Board that they meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16 of the SEBI Listing Regulations. In terms of proviso to sub-section (5) of Section 152, the Board of Directors is of the opinion that Mr. N Sandeep Reddy and Mr. N Anil Kumar Reddy fulfils the conditions specified in the Act for their appointment as Independent Directors.

The Company has also received from the above Directors:-

- i) the consent in writing to act as Director and
- ii) intimation that they are not disqualified under section 164(2) of the Companies Act, 2013.
- iii) a declaration to the effect that they are not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI).

The brief details of Mr. N Sandeep Reddy and Mr. N Anil Kumar Reddy in terms of Regulation 36(3) of the Listing Regulation and Secretarial Standard 2 is annexed to this Notice.

Post approval of the shareholders in the ensuing Annual General Meeting, the company will upload the letter of appointment on the company's website <http://www.tajgvk.in/appointment-letters.html> A copy of the letter for the appointment of the above Director(s) as Independent Director(s) setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day.

The other details including the shareholding of these Directors, whose appointment is proposed at Item Nos. 7 and 8 of the accompanying Notice, have been given in the attached annexure.

Mr. N Sandeep Reddy and Mr. N Anil Kumar Reddy are concerned or interested in the resolutions of the accompanying notice relating to their own appointment. None of the other Directors, Key Managerial Personnel and relatives thereof are concerned or interested in the Resolutions at Item Nos. 7 and 8.

The Board of Directors of the Company recommend's the resolution at **Item Nos. 7 & 8** for approval of the members as **Special Resolution**.

Item No. 9:

The section 197 of the Act permits payment of remuneration to Non-Executive Directors of a Company by way of commission, subject to passing a special resolution of the Members. Regulation 17(6)(a) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 authorizes the Board of Directors to recommend all fees and compensation, if any, to Non-Executive Directors, including Independent Directors subject to approval of Members in general meeting.

However, under the current legal framework, post the amendments notified by the Ministry of Corporate Affairs on March 18, 2021, the Company may now pay a fixed remuneration to its Non-Executive Directors and Independent Directors for their time, contribution, rich experience and critical guidance provided at Board Meetings.

In view of their valuable services rendered by the Independent Director's to the Company, as recommended by the Nomination and Remuneration Committee and the Board of Directors at their meeting held on 22nd May, 2024 and 23rd May, 2024 respectively, approved payment of remuneration to the Independent Directors of the Company for the Financial Year 2023-24, in accordance with the limits provided under Schedule V to the Act. Approval of Members is sought for payment of remuneration to Independent Director's for the Financial Year 2023-24.

The Company's Non-Executive Directors are professionals with high level of expertise and have rich experience in functional areas such as business strategy, business development, corporate governance, finance & taxation, risk management amongst others. Considering the rich experience and expertise brought to the Board by the Non-Executive Independent Director(s), it is proposed to pay the remuneration not exceeding one percent of the net profits of the Company calculated in accordance with provisions of the Act. Such payment will be in addition to the sitting fees for attending Board / Committee meetings. The break up of payment of commission to Independent Directors is as follows:

Name of the Director	Designation	FY 2023 - 24 Commission payable (Rs. In lakhs)
Mr. M B N Rao	Independent Director	10.00
Dr. D R Kaarthikeyan	Independent Director	10.00
Mr. L V Subrahmanyam	Independent Director	10.00
Mr. N Sandeep Reddy	Independent Director	10.00
Mr. N Anil Kumar Reddy	Independent Director	10.00
Mr. A Rajashekar	Independent Director	10.00
Mrs. Dinaz Noria	Independent Director	10.00

The Board recommends the Special Resolution set out at Item No. 9 of the Notice for approval by the Members. Accordingly, Members' approval is sought by way of a Special Resolution for payment of remuneration to the Non- Executive Independent Directors of the company as set out in the said resolution.

None of the Directors, Key Managerial Personnel or their respective relatives, are concerned or interested in the resolution mentioned at Item No. 9 of the Notice, except the Non-Executive Independent Directors, to the extent of the commission that may be received by them.

The Board of Directors of the Company recommend's the resolution at **Item No. 9** for approval of the members as **Special Resolution**.

Item No. 10:

Based on the recommendation of Nomination and Remuneration Committee meeting held on 22nd May, 2024, the Board of Directors of the Company (the "Board"), at its meeting held on 23rd May, 2024 and subject to the approval of members, re-appointed **Mrs. Shalini Bhupal** (DIN:00005431) as Joint Managing Director, for a period of 5 years from the expiry of her present term on 15.06.2024. The Board also approved subject to the approval of members on the recommendation of Nomination and Remuneration Committee, the remuneration payable to her during her tenure as Whole Time Director. The complete details forms part of the resolution set out at Item No.10 of the Notice.

It is proposed to seek the members approval for the re-appointment of Mrs. Shalini Bhupal (DIN:00005431) as Joint Managing Director in terms of the applicable provisions of the Companies Act, 2013. Additional information in respect of Mrs. Shalini Bhupal pursuant to SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings is appended to the Notice. The Resolution set out at Item No.10 of the notice is put forth for consideration of the members as a Special Resolution pursuant to Section 2(54), 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Schedule V thereto for appointment of Mrs. Shalini Bhupal as the Joint Managing Director of the Company. The company proposes to pass the resolution as Special resolution because in any financial year in case of loss or the profits of the company are in-adequate, then the remuneration payable to her as per the resolution and terms of appointment shall be the minimum remuneration. The approval of the members of the company is hereby requested for the said resolution. Mrs. Shalini Bhupal is also the CEO in Green Woods Palaces and Resorts Private Limited, Joint Venture of the Company.

Dr. GVK Reddy, Mrs. G Indira Krishna Reddy, Mr. Krishna R Bhupal and Mr. Anoop Vrajlal Mehtha being related to Mrs. Shalini Bhupal, are interested and concerned in the above resolution along with the incumbent, to the extent of their shareholding in the company.

Save and except Mrs. Shalini Bhupal (DIN:00005431) and her relatives to the extent of their shareholding interest, if any in the Company, none of the Directors / Key Managerial Personnel of the Company / their relatives or in any way concerned or interested Financially or otherwise in the Resolution set out at Item No.10 of the Notice.

The Board of Directors of the Company recommend's the resolution at **Item No.10** for approval of the members as **Special Resolution**.

By order of the Board of Directors
For **TAJ GVK Hotels & Resorts Limited**

Place : Hyderabad
Date : 23.05.2024

J SRINIVASA MURTHY
CFO & Company Secretary
M. No. : FCS4460

I General Information

In accordance with the provisions of Schedule V to the Companies Act, 2013 read with Rule 6 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (as amended) and the Secretarial Standard-2 issued by the Institute of Company Secretaries of India, the relevant details in relation to the resolutions at Item No.10 are as under:

S. No	Description	Remarks
1	Nature of Industry	The company is engaged in Hotel Industry
2	Date or expected date of commencement of commercial production	The Company is already in commercial operations.
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
4	Financial performance based on given indicators	For the year ended 31st March, 2024, Gross Revenue from operations of your Company on Standalone basis was Rs.410.89 Crores. Profit before other income, Finance Cost, Depreciation, Exceptional Items, Tax & Amortization (EBITDA) on standalone basis stood at Rs.131.95 Crores which is 10% lower than the previous financial year. However, if the previous year's figures are adjusted for the one-time exceptional income booked in that year, the EBIDTA has grown by 8%. This is in spite of the fact that the Taj Banjara hotel was not operational during FY 2023-24 and during FY 2022-23 it was operational for 10 Months. The detailed balance sheet, profit & loss account and other financial statements forming part of the Annual Report 2023-24 are available on the website of the Company at http://www.tajgvk.in/i/ANNUAL-REPORT-2023-24.pdf
5	Foreign investments or collaborators if any	There are no foreign collaborators in your Company. Total shareholding of persons resident outside India, comprising of foreign institutional investors, overseas corporate bodies, non-resident incorporated bodies, non-resident Indian etc. as on 31st March, 2024 was approximately 0.71%

II Information about appointee

1	Background details, recognition and awards	NIL
2	Past remuneration	Mrs. Shalini Bhupal, has received of Rs.372.37 lakhs from the company during the financial year 2023-24 for services rendered as Joint Managing Director of the company. She also received a Commission of Rs. 74.41 lakhs and Bonus of Rs. 138.22 lakhs as per the terms of her appointment during financial year 2023-24.
3	Job Profile and her suitability	Mrs Shalini Bhupal, is the Promoter Director of your Company and she is handling the Project Designs and execution of the projects. During her tenure the company successfully executed the TAJ Chandigarh, TAJ Club House, Chennai, Vivanta by TAJ Begumpet, Hyderabad and TAJ Sanctacruz Hotel project, Yellahanka, Bengaluru Hotel project and renovation in Taj Krishna and Taj Deccan are under implementation. Taking into account Mrs. Shalini Bhupal's extensive experience in Project Design and Execution, her proposed appointment will be in the best interests of the Company.
4	Remuneration proposed	Please refer to Item No.10 and the Explanatory Statement thereto forming part of this AGM Notice.
5	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The remuneration of Mrs. Shalini Bhupal was determined and approved by the Nomination and Remuneration Committee after perusal of remuneration of managerial persons in the Hotel industry and other companies comparable with the size of the Company, industry benchmarks in general and the profile and responsibilities of Mrs. Shalini Bhupal. The remuneration recommended by the Nomination and Remuneration Committee was approved by the Board of Directors at its meeting held on 23rd May, 2024.
6	Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any.	Dr. GVK Reddy, Mrs. G Indira Krishna Reddy, Mr. Krishna R Bhupal and Mr. Anoop Vrajlal Mehta being related to Mrs. Shalini Bhupal, are interested and concerned in the above resolution along with the incumbent. Save and except Mrs. Shalini Bhupal (DIN:00005431) and her relatives to the extent of their shareholding interest, if any in the Company, none of the Directors / Key Managerial Personnel of the Company / their relatives or in any way concerned or interested Financially or otherwise in the Resolution set out at Item No.10 of the Notice

III Other Information

1	Reasons for loss or inadequate profits	The remuneration paid to Mrs. Shalini Bhupal as Joint Managing Director for the FY 2023-24 is within in the limits of sections 197, 198 and read with Schedule V of the Companies Act, 2013.
2	Steps taken or proposed to be taken for improvement	The company is expecting the business environment is very robust in the markets where the company hotels are situated and operated.
3	Expected increase in productivity and profit in measurable terms	The company expects to grow the top line by around 8%-10% percent in the next financial year and PAT by around 12%-15%.
4	Director Identification Number (DIN)	00005431
5	Date of Birth (Age)	21.07.1963 (61 years)
6	Date of First Appointment on the Board of Directors	17.06.2004
7	Relationship with other Directors, Managers or Key Managerial Personnel	Dr. GVK Reddy, Mrs. G Indira Krishna Reddy, Mr. Krishna R Bhupal and Mr. Anoop Vrajlal Mehta being related to Mrs. Shalini Bhupal
8	Outside Directorship	Public Limited Companies – NIL
9	Committee Membership	Stakeholders Relationship Committee Risk Management Committee
10	Number of meeting of the Board attended during the relevant year	The attendance of Mrs. Shalini Bhupal has been provided under the 'Corporate Governance' section forming part of the Annual Report

IV Parameters for consideration of remuneration

1	The financial and operating performance of the company during the three preceding financial years	The detailed balance sheet, profit & loss account and other financial statement forming part of the Annual Reports for the respective financial years are available on the website of the Company at www.tajgvk.in
2	The relationship between remuneration and performance	Please refer to the details provided in point 4 below.
3	Whether remuneration policy for directors differs from remuneration policy for other employees and if so, an explanation for the difference.	The Company has a separate Remuneration Policy for Board of Directors, Key Managerial Personnel and Senior Management. The Board on the recommendation of the Nomination and Remuneration Committee reviews and approves the remuneration payable to the Directors within the overall limits approved by the shareholders of the Company
4	The principle of proportionality of remuneration within the company, ideally by a rating methodology which compares the remuneration of directors to that of other directors on the board who receives remuneration and employees or executives of the company.	Please note that the remuneration paid to Mrs. Shalini Bhupal is in line with the Industry benchmarks and size of Industry and also in line with the Nomination and Remuneration Policy of the Company. The said remuneration is approved by the Nomination and Remuneration Committee, Board of Directors and placed before the Shareholders of the Company for approval considering the fact that she is highly experienced in Project Design and Execution and during her tenure as Joint Managing Director the company successfully completed 4 hotel projects. She has successfully and in a sustained way contributed significantly towards growth and performance of the Company. She has extensive experience in business strategy and project development functions of the Company.
5	The securities held by the director, including options and details of the shares pledged, if any as at the end of the March 31, 2024.	1) Mrs. Shalini Bhupal holds 5000 equity shares (0.01%) of Rs.2 each as on March 31, 2024. 2) She is also the Trustee and ultimate beneficiary in the following Trusts and shares held by the trusts as on March 31, 2024 are given below: Blue Moon Trust : 4389105 shares (7%) Moonshot Trust : 11719430 shares (18.69%) Starlight Trust : 14894271 shares (23.75%)

By order of the Board of Directors
For **TAJ GVK Hotels & Resorts Limited**

Place : Hyderabad
Date : 23.05.2024

J SRINIVASA MURTHY
CFO & Company Secretary
M. No. : FCS4460

Profile of Directors

Details of Directors Seeking Re-appointment at the 29th Annual General Meeting of the Company (Pursuant to Regulation 36(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India)

Name of the Director	Mr. Anoop Vrajlal Mehta	Mr. Prabhat Verma
DIN	00107044	06548864
Date of Birth and Age	08.11.1956 (68 years)	05.03.1971 (53 Years)
Date of first Appointment in the Board	03.08.2022	31.03.2023
Qualifications	Graduate	Hotel Management Graduate and Executive Development Program at IIM, Bangalore.
Expertise in specific functional areas	Promoting and developing Diamond Trade	Hotel Management
Relationship with other Directors and other Key Managerial Personnel of the Company	Mr. Anoop Vrajlal Mehta is related to Mr. Krishna R Bhupal, Director, Dr. GVK Reddy, Chairman, Mrs. G Indira Krishna Reddy, Managing Director and Mrs. Shalini Bhupal, Joint Managing Director of the Company are considered to be interested in the resolution to the extent of their shareholding.	IHCL Nominee Director. Mr. Nambakumar Shome who is also IHCL Nominee Director is interested in this resolution to the extent of equity shares held by IHCL.
Nature of appointment (appointment/reappointment)	Retires by rotation and offers himself for re-appointment	Retires by rotation and offers himself for re-appointment
Terms and Conditions of appointment/reappointment	Appointment as a Non-Executive & Non-Independent Director subject to retirement by rotation	Appointment as a Non-Executive & Non-Independent Director liable to retire by rotation
Remuneration last drawn by such person, if applicable and remuneration sought to be paid	Sitting fees paid. The details are given in Corporate Governance Report	Nil
Shareholding in the Company	Nil	Nil
The number of Meetings of the Board attended during the year	2 out of 4	4 out of 4
List of Companies in which outside Directorship held as on 31.03.2024	1) DESAI Equipment Finance Pvt Ltd	1) KTC Hotels Ltd
	2) DIA Precious Jewellery Pvt Ltd	2) Taj Kerala & Resorts Ltd
	3) EMAAR Diamonds Pvt Ltd	3) Taj Maduari Ltd
	4) Mohit Diamonds Pvt Ltd	4) Kaveri Retreats & Resorts Ltd
	5) Desai Auto Credits Pvt Ltd	5) TAJ Trade and Transport Company Ltd
	6) Desai Trade Credits Pvt Ltd	6) TAJ Karnataka Hotels and Resorts Ltd
	7) Morse Trading Company Pvt Ltd	
	8) Nyati Retreat Pvt Ltd	
	9) DESAI Home Finance Pvt Ltd	
	10) DESAI Built-IN Finance Pvt Ltd	
Chairman/Member of the *Committees of other Companies on which he is a Director as on 31.03.2024	Nil	Nil

*The Committees include the Audit Committee, the Nomination and Remuneration Committee and the Stakeholders Relationship Committee

Details of Directors Seeking Appointment at the 29th Annual General Meeting of the Company (Pursuant to Regulation 36(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India)

Name of the Director	Mr. Nabakumar Shome	Dr. N Ramesh Kumar
DIN	03605594	10506458
Date of Birth and Age	13.09.1965 (59 years)	18.03.1956 (68 years)
Date of first Appointment in the Board	23.05.2024	23.05.2024
Qualifications	ICAI, ICWAI	IAS Retired
Expertise in specific functional areas	Finance & Accounts	Wide experience in Public Policy making, Finance and Administration
Relationship with other Directors and other Key Managerial Personnel of the Company	IHCL Nominee Director. Mr. Prabhat Verma who is also IHCL Nominee Director is interested in this resolution to the extent of equity shares held by IHCL.	Not related to Directors, Manager and other Key Managerial Personnel of the Company
Nature of appointment (appointment/reappointment)	Appointment of regular Director under section 160 of the Act, liable retire by rotation	Appointment as Independent Director for the first term of 5 years
Terms and Conditions of appointment/reappointment	Appointment as a Non-Executive & Non-Independent Director liable to retire by rotation and terms and conditions of appointment as per resolution at Item No. 5 of Notice convening AGM read with explanatory statement thereto	Terms and conditions of appointment as per resolution at Item No.6 of the Notice convening AGM read with explanatory statement thereto
Remuneration last drawn by such person, if applicable and remuneration sought to be paid	Nil	Nil
Shareholding in the Company	Nil	Nil
The number of Meetings of the Board attended during the year §	Nil	Nil
List of Companies in which outside Directorship held as on 31.03.2024	1) Zarrestar Hospitality Pvt Ltd 2) Inditravel Ltd 3) ELEL Hotels & Investments Ltd 4) Ideal Ice Ltd 5) Taj Trade and Transport Company Ltd 6) Roots Corporation Ltd 7) Taj SATS Air Catering Ltd 8) Taida Trading and Industries Ltd	1) Prudhvi Asset Reconstruction and Securitisation Company Limited
Chairman/Member of the *Committees of other Companies on which he is a Director as on 31.03.2024	Nil	Nil

*The Committees include the Audit Committee, the Nomination and Remuneration Committee and the Stakeholders Relationship Committee

§ They are appointed on 23.05.2024.

Details of Directors Seeking Re-Appointment at the 29th Annual General Meeting of the Company (Pursuant to Regulation 36(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India)

Name of the Director	Mr. N Sandeep Reddy	Mr. N Anil Kumar Reddy
DIN	00483826	00017586
Date of Birth and Age	22.07.1958 (66 years)	05.10.1959 (65 Years)
Date of first Appointment in the Board	15.05.2019	15.05.2019
Qualifications	BS in Computer Science & Finance and MBA from IMD	CA, CS and Post Graduate in Business Administration
Expertise in specific functional areas	Entrepreneurial activities tying opportunities in India to other parts of the World	Financial Management, Capital Market, Secretarial and other Managerial Functions
Relationship with other Directors and other Key Managerial Personnel of the Company	Not related to Directors, Manager and other Key Managerial Personnel of the Company.	Not related to Directors, Manager and other Key Managerial Personnel of the Company.
Terms and Conditions of appointment/reappointment	Appointment as Independent Director for second term of 5 years	Appointment as Independent Director for second term of 5 years
Remuneration last drawn by such person, if applicable and remuneration sought to be paid	Terms and conditions of re-appointment are as per the resolution at Item No.7 of the Notice convening Annual General Meeting read with explanatory statement thereto.	Terms and conditions of re-appointment are as per the resolution at Item No.8 of the Notice convening Annual General Meeting read with explanatory statement thereto.
Shareholding in the Company	Nil	Nil
The number of Meetings of the Board attended during the year	4 out of 4	4 out of 4
List of Companies in which outside Directorship held as on 31.03.2024	1) Unibic Foods India Pvt Ltd 2) Unifi Capital Pvt Ltd 3) Medall Healthcare Pvt Ltd 4) Venture Tech Solutions Pvt Ltd 5) Chembarambakkam Infrastructures Pvt Ltd 6) ECR Infrastructures Pvt Ltd 7) Arihant Resorts Pvt Ltd 8) Adyar Associates Pvt Ltd 9) Suruli Holiday Homes Pvt Ltd 10) Vishal Personal Care Pvt Ltd 11) Sresta Natural Bioproducts Pvt Ltd 12) Avini Advisors Pvt Ltd	1) GVK Power & Infrastructure Ltd 2) LRN Securities Private Ltd 3) Greenhouse Consultants Pvt Ltd 4) N. R. Investments and Consultants Pvt Ltd 5) Green Woods Palaces and Resorts Pvt Ltd
Chairman/Member of the *Committees of other Companies on which he is a Director as on 31.03.2024	Nil	Audit Committee 1) GVK Power & Infrastructure Ltd 2) Green Woods Palaces and Resorts Pvt Ltd

*The Committees include the Audit Committee, the Nomination and Remuneration Committee and the Stakeholders Relationship Committee