



23rd August, 2023

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 28th 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 28th AGM of the Company to be held on Friday, the 15th September, 2023 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 2022-23.

The Notice of the 28th AGM is also uploaded on the website of the company at <https://www.tajgvk.in/i/28th-AGM-Notice.pdf>

You are requested to kindly take the same on record.

Yours faithfully

For TAJGVK Hotels & Resorts Limited

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

Encl: a/a

TAJGVK HOTELS & RESORTS LIMITED

CIN : L40109TG1995PLC019349

Registered Office : Taj Krishna, Road No. 1, Banjara Hills, Hyderabad - 500 034. Telangana, India

Telephone : (91-40) 2339 2323, 6666 2323; Fax : (91-40) 6662 5364; Website : www.tajgvk.in; GSTIN : 36AABCT2223L1ZF

Notice of the 28th Annual General Meeting (AGM)

Notice is hereby given that the **TWENTY EIGHTH ANNUAL GENERAL MEETING** of **TAJ GVK HOTELS & RESORTS LIMITED** will be held on **Friday, the 15th September, 2023 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 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 3 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, 2023 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/- per equity share (i.e. 50%) on the paid equity share of Rs.2/- each of the company for the financial year ended March 31, 2023.
- 3) To appoint a Director in place of Mr. Krishna R Bhupal (DIN:00005442) who retires by rotation and being eligible, offers himself for re-appointment as Director, liable to retire by rotation.
- 4) To consider and if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution**:
To appoint a Director in place of Dr. GVK Reddy (DIN:00005212) 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. Ashish Seth (DIN:03220739), 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 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. Ashish Seth 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”.

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, 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. Prabhat Verma (DIN:06548864), 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 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. Prabhat Verma 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”.

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

“**RESOLVED THAT** pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 and the modification(s) or re-enactment thereof, for the time being in force, approval of the Members be and is hereby accorded to Mr. M B N Rao, (DIN:00287260), Non-Executive Independent Director, who has attained the age of 75 years during his 2nd term of 5 years as Independent Director to continue him as an Independent Director of the Company till the expiry of his present term i.e. 03.08.2025”.

“RESOLVED FURTHER THAT Mrs. G. Indira Krishna Reddy, Managing Director, Mrs. Shalini Bhupal, Joint Managing Director of the company and /or Mr. J. Srinivasa Murthy, CFO & Company Secretary of the company be and are hereby authorized to do all acts, deeds, matters and things as may be necessary, proper or desirable or expedient to give effect to the above resolution.”

- 8) To consider and if though 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 modification(s) or re-enactment thereof, not exceeding in aggregate, 1% per annum of the net profits of the Company for the financial year 2022-2023 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 any Committee constituted or to be constituted by the Board) be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

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

Place : Hyderabad
Date : 09.08.2023

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

Notes

- 1) In view of the circumstances due to outbreak of COVID-19 pandemic, 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, and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 05.01.2023 (collectively referred as “SEBI Circulars”). In compliance with these Circulars, provisions of the Act and Listing Regulations, the 28th 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 28th AGM shall be the Registered Office of the Company.

Accordingly, in compliance with applicable provisions of the Companies Act, 2013 and Listing Regulations, Notice of the 28th AGM along with Annual Report of the Financial Year 2022-23 is being sent only through electronic mode to those Members whose email address are registered with the company / depositories and 28th 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 28th 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 4 to 8 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.
- 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 **09.09.2023 to 15.09.2023 (both days inclusive)** for the purpose of the 28th Annual General Meeting of the Company.
- 8) Payment of dividend as recommended by the Board of Directors and if approved at the meeting, will be made on or before 19.09.2023, to those members whose names are on the Company’s Register of Members on 08.09.2023 and those whose names appear as Beneficial Owners as at the close of the business hours on September 8, 2023 as per the details to be furnished by the Depositories, viz. NSDL and CDSL for this purpose.
- 9) 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 had been sent at 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.

- 10) 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.

11) **Updation of PAN and other details**

SEBI vide Circular dated November 3, 2021 and December 14, 2021 has mandated furnishing of PAN, KYC details (i.e., Postal Address with PIN Code, e-mail address, mobile number, bank account details) and nomination details by holders of physical securities through Form ISR-1, Form ISR-2 and Form ISR-3 (as applicable) available at <https://www.tagvk.in>. PAN details are to be compulsorily linked to Aadhaar by March 31, 2023 or any other date specified by Central Board of Direct Taxes. Folios wherein any of the above cited documents / details are not available, on or after April 1, 2023, shall be frozen as per the aforesaid circular. Effective from January 1, 2022, any service requests/complaints received from a Member holding physical securities will not be processed by the Registrar till the aforesaid details/documents are provided to the Registrar.

- 12) 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, 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.
- 13) 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.
- 14) 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.
- 15) 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.tagvk.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.
- 16) Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company's Registrar and Share Transfer Agents, the details of such folios together with the share certificates along with the requisite KYC documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.
- 17) 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").

- 18) During the day of 28th 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.
- 19) The Notice of AGM along with Annual Report for FY 2022-23, 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.
- 20) 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 200285 equity shares in this account as on 31st March, 2023.
- 21) 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.
- 22) 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:

- 23) 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.
- 24) 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.
- 25) 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.
- 26) 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:

- 27) 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 09.09.2023 on the aforementioned e-mail id shall only be considered and responded to during the AGM.

- 28) 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 09.09.2023. 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.
- 29) 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:

- 30) 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.
- 31) The Members, whose names appear in the Register of Members / list of Beneficial Owners as on **08.09.2023**, 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.
- 32) The remote e-voting period commences on **12.09.2023 (9:00 A.M. IST)** and ends on **14.09.2023 (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., 08.09.2023**, 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.
- 33) 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	<p>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.nsd.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-Votng period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsd.com/SecureWeb/Ideas Direct Reg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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.</p> <p>4) Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div data-bbox="788 1128 1075 1296" style="text-align: center;">  <p>NSDL Mobile App is available on  App Store  Google Play</p>   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easy / 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 Easy / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN from a link in 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	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option.</p> <p>Once you 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 options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

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 help desk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL help desk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method 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?

1. 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.
2. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. 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.
4. Your User ID details are given below:
 - a) 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*****).
 - b) 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*****).
 - c) 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 ***** then user ID is 101456001***)
5. Your password details are given below:
 - a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
 - b) 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. 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.co.in mentioning your demat account number / folio number, your PAN, your name and your registered address.
 - 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 the Home page of e-voting. Click on e-voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company **125090** 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".
4. Now you are ready for e-voting as the Voting page opens
5. 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.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- 35) 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 narenderg99@gmail.com with a copy marked to evoting@nsdl.co.in
- 36) 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.
- 37) 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 on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

38) Other Instructions

- a. The e-voting period commences on **12.09.2023 (9:00 a.m. IST) and ends on 14.09.2023 (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., 08.09.2023**, 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**

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

Place : Hyderabad
Date : 09.08.2023

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 and also additional disclosures on re-appointment and appointment of Directors for a regular term.

Item No. 4:

Dr. GVK Reddy (DIN:00005212) is 86 years and he is Non-Executive & Non Independent Director, whose term of office is liable to retire by rotation. In order to comply with the provisions of Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, applicable from 1st April, 2019, the company passed the necessary special resolution through postal ballot approval dated 30th March, 2019 for his continuance as Director liable to retire by rotation. As per the approval of the members and in terms of section 152 of the Companies Act, 2013, Dr. GVK Reddy is liable to retire by rotation and he offered himself for reappointment at the ensuing AGM.

A brief profile of Dr. GVK Reddy is as follows:

Dr. GVK Reddy is the Founder Chairman and Managing Director of GVK Group, a diversified business conglomerate with a predominant focus on infrastructure development. He began his career by undertaking major irrigation project contracts including bridges, dams and irrigation canals. GVK Group has today emerged as one of the key players in India's infrastructure development. Apart from Airports, Roads, Power and Life Sciences, GVK Group in the hospitality sector, has built some of the finest luxury hotels in Hyderabad, Chandigarh, Chennai and Mumbai.

Dr GVK Reddy has been a pioneer in India's infrastructure sector. Guided by his vision and leadership, GVK Group has successfully implemented projects in record time.

- GVK Group set up India's first Independent Power Project (IPP) in the private sector at Jegurupadu, Andhra Pradesh to generate
- 217 MW power and added another 228 MW in the second phase. GVK Group commissioned another power plant at Kakinada, AP, to generate 469 MW power.
- GVK Group has successfully executed India's first six-lane expressway connecting Jaipur to Kishangarh in the state of Rajasthan.
- GVK Group has developed a four-lane road project between Deoli and Kota in Rajasthan and a six-lane project between Bagodara and Vasad in Gujarat.
- GVK Group has developed and commissioned a 330MW hydro power project in the state of Uttarakhand and 540MW thermal power project in the state of Punjab.
- GVK Group was engaged in the operation and modernization of Mumbai's Chhatrapati Shivaji International Airport (CSIA), which has been termed as one of the most challenging infrastructure projects in the world. CSIA's new integrated Terminal 2 which commenced operations on 12th February, 2014, has bagged many awards and accolades and attained an iconic status across the globe for integrating a world-class design, infrastructure and operational efficiency.
- Dr. GVK Reddy heads GVK EMRI, an emergency response services provider under a Public Private Partnership model spread across 15 states and two UTs of India.
- Dr. GVK Reddy is a philanthropist and a keen supporter of India's budding sporting talent.
- The terms and conditions of appointment of Dr. GVK Reddy (DIN:00005212), Non-Executive & Non-Independent Director shall be open for inspection by the Members at the registered office of the Company during business hours on any working day

The Company also received confirmation from Dr. GVK Reddy that he is not disqualified under section 164 of the Companies Act, 2013 from being appointed as Director.

Dr. GVK Reddy's contribution to the growth of the company is immense and the Board felt his vast expertise, knowledge and guidance is required for the company. Accordingly, the Board of Directors of the Company recommend the resolution at Item No.4 for approval of the members as **Special Resolution**. Apart from Dr. GVK Reddy, who is interested himself, Mrs. G Indira Krishna Reddy, Managing Director, Mrs. Shalini Bhupal, Joint Managing Director and Mr. Krishna R Bhupal, Director, are interested in the resolution being relatives, to the extent of their shareholding. Mr. Anoop Vrajlal Mehta, Director part of the GVK Group Promoter Director is also interested in the resolution to the extent of his shareholding, if any.

Apart from them 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 said resolution.

Item No. 5:

The Board of Directors of the Company appointed Mr. Ashish Seth (DIN:03220739), Nominee of Indian Hotels Company Limited (IHCL) as an Additional Director of the Company with effect from 08.11.2022. In terms of the provisions of Section 161(1) of the Companies Act, 2013, Mr. Ashish Seth, would 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. Ashish Seth (DIN:03220739) 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. Ashish Seth that he is not disqualified from being appointed as Director.

The brief profile of Mr. Ashish Seth is as follows:

Mr. Ashish Seth joined The Indian Hotels Co Ltd (IHCL) in 1996 as a Finance Executive straight from the ICAI campus. He is a Chartered Accountant as well as a CPA (US), and holds Cost Accounting and Company Secretary degrees too. Over the last 24 years, he has worked on several facets of Finance including Strategic Planning, Finance & Accounts, Budgeting & Statutory Compliance, Procurement, Commercial and Project Development at various locations (including US). As part of the Management Team at The Pierre Hotel in NY, he was actively involved in establishing IHCL's foothold in the US. He has initiated several cost saving initiatives at IHCL, such as Central Warehousing and EBIDTA optimisation with Accenture.

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

The Company also received confirmation from Mr. Ashish Seth that he is not disqualified under section 164 of the Companies Act, 2013 from being appointed as Director.

Mr. Prabhat Verma, Director of the Company and Nominee Director of IHCL is interested in the resolution. Save and except Mr. Ashish Seth 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:

The Board of Directors of the Company appointed Mr. Prabhat Verma (DIN:06548864) Indian Hotels Company Limited (IHCL) as an Additional Director of the Company with effect from 31.03.2023. In terms of the provisions of Section 161(1) of the Companies Act, 2013, Mr. Prabhat Verma, would 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. Prabhat Verma (DIN:06548864) 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. Prabhat Verma that he is not disqualified from being appointed as Director.

The brief profile of Mr. Prabhat Verma is as follows:

Mr. Prabhat Verma is the Executive Vice President Operations (South India, International and Expressions) at the Indian Hotels Company Ltd. He is a Hotel Management Graduate from IHMCTAN Kolkata and has completed an Executive Development Program at IIM, Bangalore, and Advanced Management, INSEAD, Paris. He joined IHCL in 1990 and in over three decades of his professional journey, Mr. Prabhat has held many leaderships roles including the position of General Manager of Taj Hotels in London and Chief Operating Office of the Gateway brand.

Mr. Prabhat is a recipient of the prestigious 'Young General Manager of the Year - 5 Star Deluxe category in 2005 by FHRAI', the 'International Cooperation between the UK and India Award' (2012) at the House of Parliament by Asian Voice' and the 'International achiever of the year award by PATWA at ITB Berlin.

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

The Company also received confirmation from Mr. Prabhat Verma that he is not disqualified under section 164 of the Companies Act, 2013 from being appointed as Director.

Mr. Ashish Seth, Director of the Company and Nominee Director of IHCL is interested in the resolution. Save and except Mr. Prabhat Verma 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.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:

Mr. M B N Rao (DIN:00287260), Non-Executive Independent Director was re-appointed by the Shareholder for 2nd term of 5 years at the 25th Annual General Meeting held on 24.09.2020, (i.e. from 04.08.2020 to 03.08.2025) by passing a special resolution in this regard.

Mr. M B N Rao, Non-Executive Independent Director during his 2nd term has attained the 75 years age. As per Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, the company is required to obtain the approval of Members by way of Special Resolution to appoint or continue the directorship of any Non-Executive Director, who has attained the age of 75 years.

In order to continue the directorship of Mr. M B N Rao as Non-Executive Independent Director, upon the recommendation of the Nomination and Remuneration Committee, the Board of Directors at their meeting held on 09.08.2023 approved and recommended the continuation of the Mr. MBN Rao as Non Executive Independent Director for the remaining term of his office i.e. upto 03.08.2025.

Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Mr. M B N Rao is continuing as a Non-Executive & Independent Director for the remaining term of his office.

The Board of Directors of the company recommends the resolution at Item No.7 of the Notice for approval of Members by **Special Resolution.**

Apart from Mr. M B N Rao, who is interested himself, none of the Directors / Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

Item No. 8:

Section 197 of the Act permits payment of remuneration to Non-Executive Directors of a Company by way of commission, if the Company authorizes such payment by passing a resolution by 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 to provide incentive to their time, contribution, rich experience and critical guidance provided at Board Meetings.

In view of the valuable services being rendered by the Independent Director's to the Company, as recommended by the Nomination and Remuneration Committee, the Board of Directors at their meeting held on August 9, 2023 approved payment of remuneration to the Independent Directors of the Company for the Financial Year 2022-23, 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 2022-23.

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 Independent Director	Amount in Lakhs
Dr. D R Kaarthikeyan	10.00
Mr. M B N Rao	10.00
Mr. Anumolu Rajasekhar	10.00
Mr. N. Sandeep Reddy	10.00
Mr. N. Anil Kumar Reddy	10.00
Mrs. Dinaz Noria	10.00
Mr. L V Subrahmanyam *	6.50
TOTAL	66.50

* Was appointed as Independent Director for part of the year.

The Board recommends the Special Resolution set out at Item No. 8 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. 8 of the Notice, except the Non-Executive Independent Directors, to the extent of the commission that may be received by them.

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

Place : Hyderabad
Date : 09.08.2023

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

Profile of Directors

Details of Directors Seeking Re-appointment at the 28th 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	Dr. GVK Reddy	Mr. Krishna R Bhupal
DIN	00005212	00005442
Date of Birth and Age	22.03.1937 (86 years)	16.03.1983 (39 Years)
Date of first Appointment in the Board	02.02.1995	24.10.2009
Qualifications	B.A.	Graduate in Finance & Accounting
Expertise in specific functional areas	Project Development and Execution	Finance & Accounting and Project development
Relationship with other Directors and other Key Managerial Personnel of the Company	Mrs. G Indira Krishna Reddy, Mrs. Shalini Bhupal, Mr. Krishna R Bhupal and Mr. Anoop Vrajlal Mehta	Dr. GVK Reddy, Mrs. G Indira Krishna Reddy, Mrs. Shalini Bhupal and Mr. Anoop Vrajlal Mehta
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 liable to retire 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 to Dr. GVK Reddy, the details are given in Corporate Governance Report	Sitting fees paid to Mr. Krishna R Bhupal, the details are given in Corporate Governance Report
Shareholding in the Company	Nil	Nil
The number of Meetings of the Board attended during the year	6 out of 6	5 out of 6
List of Companies in which outside Directorship held as on 31.03.2023	1) GVK Power & Infrastructure Ltd 2) GVK Natural Resources Pvt Ltd 3) Cygnus Real Estate Pvt Ltd 4) Novopan Industries Pvt Ltd 5) Green Woods Palaces and Resorts Pvt Ltd 6) GVK Properties and Management Company Pvt Ltd 7) GVK City Pvt Ltd	1) GVK Energy Ltd 2) GVK Technical & Consultancy Services Pvt Ltd 3) Green Woods Palaces and Resorts Pvt Ltd 4) Novopan Industries Pvt Ltd 5) Som Krishna Bhupal Real Estate Pvt Ltd
Chairman/Member of the *Committees of other Companies on which he is a Director as on 31.03.2023	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 28th 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. Ashish Seth	Mr. Prabhat Verma	Mr. M B N Rao
DIN	03220739	06548864	00287260
Date of Birth and Age	30.06.1972 (51 years)	05.03.1971 (52 Years)	09.06.1948 (75 Years)
Date of first Appointment in the Board	08.11.2022	31.03.2023	24.10.2009
Qualifications	CA, CS, CWA and CPA(US)	Hotel Management Graduate and Executive Development Program at IIM, Bangalore	B.Sc (Agriculture)
Expertise in specific functional areas	Finance and Taxation	Hotel Management	Banking, Retired as Chairman Managing Director of Canara Bank
Relationship with other Directors and other Key Managerial Personnel of the Company	IHCL Nominee Director	IHCL Nominee Director	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 Act, liable to retire by rotation	Appointment of regular Director under section 160 of Act, liable to retire by rotation	Continuation of Director who has attained age above 75 years as per regulation 17(1A) of the SEBI (LODR) Regulations, 2015
Terms and Conditions of appointment/reappointment	Appointment as a Non-Executive & Non-Independent Director liable to retire by rotation	Appointment as a Non-Executive & Non-Independent Director liable to retire by rotation	Terms and conditions of appointment remains same as approved in 25th AGM held on 24.09.2020 for 2nd term of appointment for a period of 5 years with effect from 04.08.20220 to 03.08.2025
Remuneration last drawn by such person, if applicable and remuneration sought to be paid	Nil	Nil	Sitting fees paid to Mr. M B N Rao, and the proposed remuneration i.e. commission payable for the FY 2022-23, the details are given in Corporate Governance Report
Shareholding in the Company	Nil	Nil	Nil
The number of Meetings of the Board attended during the year	3 meetings attended	1 meeting attended	6 out of 6
List of Companies in which outside Directorship held as on 31.03.2023	Nil	1) KTC Hotels Ltd 2) Taj Kerala Hotels and Resorts Ltd 3) TAJ Madurai Ltd 4) Kaveri Retreats Resorts Ltd 5) TAJ Trade and Transport Company Ltd 6) Ideal Ice Ltd 7) TAJ Karnataka Hotels and Resorts Ltd	1) The Ramco Cements Ltd 2) Apollo Hospital Enterprise Ltd 3) Nuziveedu Seeds Ltd 4) CRISIL Ratings Ltd 5) Apollo Health and Lifestyle Ltd 6) MMTC - PAMP India Pvt Ltd
Chairman/Member of the *Committees of other Companies on which he is a Director as on 31.03.2023	Nil	Nil	Audit Committee Apollo Hospital Enterprise Ltd - Chairman The Ramco Cements Ltd - Member Nuziveedu Seeds Ltd - Member Apollo Health and Lifestyle Ltd - Member Risk Management Committee Nuziveedu Seeds Ltd - Chairman The Ramco Cements Ltd - Chairman MMTC - PAMP India Pvt Ltd - Chairman Nomination & Remuneration Committee Nuziveedu Seeds Ltd - Chairman CRISIL Ratings Ltd - Chairman Apollo Hospital Enterprise Ltd - Member CSR Committee Apollo Health and Lifestyle Ltd - Chairman CRISIL Ratings Ltd - Chairman Apollo Hospital Enterprise Ltd - Member MMTC - PAMP India Pvt Ltd - Member

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