

**MINUTES OF THE TWENTIETH ANNUAL GENERAL MEETING OF THE MEMBERS OF TAJGVK HOTELS & RESORTS LIMITED HELD ON TUESDAY, THE 28<sup>TH</sup> JULY 2015 AT 11.30 A.M. AT TAJ KRISHNA, ROAD NO.1, BANJARA HILLS, HYDERABAD – 500 034.**

**DIRECTORS PRESENT**

Dr. GVK Reddy	: Chairman
Mrs. G Indira Krishna Reddy	: Managing Director
Mrs. Shalini Bhupal	: Executive Director
Mr. Krishnaram Bhupal	: Promoter & Non Independent Director
Mr. Rakesh Sarna	: Promoter & Non Independent Director
Mr. D R Kaarthikeyan	: Independent Director
Mr. C D Arha	: Independent Director
Mr. K Jayabharath Reddy	: Independent Director
	(Chairman of Audit, Nomination and Remuneration Committee of the Board)
Mr. M B N Rao	: Independent Director
Mr. Ch G Krishna Murthy	: Independent Director
Mr. S Anwar	: Independent Director
Mr. A Rajasekhar	: Independent Director
Mrs. Santha John	: Independent Director

**IN ATTENDANCE:**

Mr. J Srinivasa Murthy	: CFO & Company Secretary
Mr. SSR Koteswara Rao	: Statutory Auditor, Brahmayya & Co.,
Mr. S.Satyanarayana Murthy	: Statutory Auditor, Brahmayya & Co.,
Mr. Narendra Gandhari	: Scrutinizer

1. In aggregate 448 ( Four Hundred and Forty Eight) members were present in person and 11 (Eleven) by proxy representing 12,94,447 shares.
2. In accordance with the Article 80 of the Articles of Association of the company, Dr. GVK Reddy, Chairman of the Board took the chair and conducted the proceedings of the meeting.
3. The following documents and Registers were placed on the table
  - (i) Notice convening the 20<sup>th</sup> Annual General Meeting.
  - (ii) Director's Report and also with Annexures thereto for the financial year ended 31<sup>st</sup> March 2015.
  - (iii) The Audited Accounts and Auditor's Report thereon for the financial year ended 31<sup>st</sup> March 2015.
  - (iv) The proxy register with 11 (Eleven) valid proxies lodged with the company in connection with the 20<sup>th</sup> Annual General Meeting (remained open for inspection during the meeting)

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- (v) The Register of Director's and Key Managerial Personnel and their shareholdings (remained open for inspection during the meeting)
- (vi) The Register of Contracts or arrangements in which the Directors interested (remained open for inspection during the meeting)
4. At 11.30 AM, the Chairman announced that the requisite quorum being present, the meeting was called to order.
5. The Chairman introduced the Members of the Board of Directors and also informed that Mr. G V Sanjay Reddy, Director and Mr. Anil P Goel, Director who could not attend the AGM due to their pre-occupation.
6. One of the shareholders proposed to observe a 2 minute silence on the sad demise of former President of India Dr. A P J Abdul Kalam. Chairman re-collected his association with Dr. AP J Abdul Kalam and informed the members that Dr. APJ Abdul Kalam was Chairman Emeritus of GVK EMRI. His sudden demise is a great loss to the entire nation. He then requested the Directors and the Members to observe 2 minutes silence as a mark of respect to the departed soul.
7. Thereafter, the Chairman commenced the formal agenda of the Annual General Meeting and asked Mr. J Srinivasa Murthy, CFO & Company Secretary to read the Notice of the Meeting. Mr. Srinivasa Murthy read the notice of the 20<sup>th</sup> Annual General Meeting (AGM) of the Company.
8. Chairman also requested Mr. S Satyanarayana Murthy, Statutory Auditor from M/s. Brahmayya and Company to read the Auditors Report. Mr. Satyanarayana Murthy read the Auditors Report for the financial year ended 31<sup>st</sup> March 2015.
9. Thereafter, Chairman delivered the Speech.
10. The Chairman then announced that until 48 hours before the time of the commencement of the Annual General Meeting, 11 ( Eleven) valid proxies covering a total of 12,94,447 shares equity shares of Rs.2/- each had been received.
11. The Chairman informed that the Company had provided the facility of remote e-voting to its shareholders to exercise their right to vote on the resolutions proposed to be passed at the Annual General Meeting as per the provisions of section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules 2014. Chairman also informed that the Company apart from remote e-voting, had also provided the ballot facility at the venue for those members who had not voted through remote e-voting.

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Chairman also informed the shareholders that the Company had appointed Mr. Narender Gandhari, Practicing Company Secretary as scrutinizer to conduct the remote e-voting process and ballot in a fair and transparent manner. The remote e-voting window was kept opened from 24-07-2015, 9.00 a.m. to 27-07-2015, 5.00 p.m.

12. Chairman informed the shareholders about the flow of events at the AGM and stated that he would move all the resolutions set out in the notice of the AGM and then will move to discussion and question & answer session. On conclusion of the Q&A, the shareholders who had not cast their vote thought remote e-voting can exercise their right through ballot facility at the venue. The Chairman further informed that the combined results of the e-voting and ballot as submitted by the Scrutinizer shall be displayed on the website of the company and also filed with the Stock Exchanges.

13. Chairman then took up the official business of the meeting.

Thereafter, the Chairman invited the clarifications from the members on the financial statements of the Company for the year ended 31<sup>st</sup> March 2015.

The following members raised queries such as non-payment of dividend, higher Finance cost, lower occupancy etc., and also appreciated the management about the new hotel projects, which are coming up in Mumbai and Bengaluru.

- 1) Mr. Ashok Chand (Folio No.12372111)
- 2) Mr. Bharat Shah (Folio No.11270108)
- 3) Mr. Shantilal C Shah (Folio No.21000502)
- 4) Mr. Kamal Kishore Jhavar (Folio No.58520)
- 5) Mr. Satyanarayan Sharma (Folio No.12149990)
- 6) Mr. Suresh Chand Jain
- 7) Mr. P Govinda Rajulu
- 8) Mr. K Panduranga Chary
- 9) Mr. Surendar Kakani

Thereafter, the Chairman clarified all the queries to the satisfaction of the members.

The Chairman then had taken up the agenda items as listed in the notice and requested the shareholders to cast their vote through the ballot facility, who had not exercised remote e-voting in the box placed at the meeting venue.

#### **ORDINARY BUSINESS:**

**Item No. 1 Adoption of Audited Financial statements for the Financial year ended 31<sup>st</sup> March, 2015 along with the Reports of the Director's and Auditors thereon. (Ordinary Resolution)**

The chairman informed that as per the requirement of Companies Act, the audited financial statements are to be adopted by the company and an ordinary resolution was required to be passed by the members.

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Chairman then placed before the members the following resolution for approval and requested the shareholders who have not cast their vote through e-voting to cast their vote through ballot provided at the venue.

"RESOLVED THAT the Audited Accounts for the year ended 31<sup>st</sup> March 2015 and the reports of the Directors and Auditors thereon as placed before the Meeting be and are hereby received, considered and approved".

The combined result of the e-voting and ballot for the above resolution is as follows:

**Voted in favour of the Resolution:**

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through Ballot	Number of votes cast by Ballot	Total Number of members voted through e-voting and by Ballot	Total Number of votes cast by e-voting & by Ballot	% of total number of valid votes cast
15	16733851	100	31038031	115	47771882	99.9997

**Voted against the Resolution:**

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through Ballot	Number of votes cast by Ballot	Total Number of members voted through e-voting and by Ballot	Total Number of votes cast by e-voting & by Ballot	% of total number of valid votes cast
0	0	2	125	2	125	0.0003

**Invalid Votes:**

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through Ballot	Number of votes cast by Ballot	Total Number of members voted through e-voting and by Ballot	Total Number of votes cast by e-voting & by Ballot
1	50	0	0	1	50

The ordinary resolution was passed with requisite majority.

Dr. GVK Reddy requested Mr. K. Jayabharat Reddy, to chair the agenda items No.2 & 3, as he is interested in the next resolution. Mr. K. Jayabharat Reddy took the chair.

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**Item No. 2 Appointment of Mr. G V Sanjay Reddy as Director retiring by rotation: (Ordinary Resolution)**

Chairman placed before the members the following resolution re-appointing Mr. G V Sanjay Reddy as Director liable to retire by rotation.

"RESOLVED THAT Mr. G V Sanjay Reddy (DIN 00005282) Director, who retires by rotation under Article 106 of the Articles of the Association of the Company, be and is hereby re-appointed as Director of the Company liable to retire by rotation".

The combined result of the e-voting and ballot for the above resolution is as follows:

**Voted in favour of the Resolution:**

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through Ballot	Number of votes cast by Ballot	Total Number of members voted through e-voting and by Ballot	Total Number of votes cast by e-voting & by Ballot	% of total number of valid votes cast
13	16733781	100	31038031	113	47771812	99.9996

**Voted against the Resolution:**

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through Ballot	Number of votes cast by Ballot	Total Number of members voted through e-voting and by Ballot	Total Number of votes cast by e-voting & by Ballot	% of total number of valid votes cast
1	45	2	125	3	170	0.0004

**Invalid Votes:**

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through Ballot	Number of votes cast by Ballot	Total Number of members voted through e-voting and by Ballot	Total Number of votes cast by e-voting & by Ballot
2	75	0	0	2	75

The ordinary resolution was passed with requisite majority.

CHAIRMAN'S INITIAL



**Item No. 3 Appointment of Mr. Krishnaram Bhupal as Director retiring by rotation. (Ordinary Resolution)**

Chairman placed before the members the following resolution re-appointing Mr. Krishnaram Bhupal, as Director liable to retire by rotation.

"RESOLVED THAT Mr. Krishnaram Bhupal (DIN 00005442) Director, who retires by rotation under Article 106 of the Articles of the Association of the Company, be and is hereby re-appointed as Director of the Company liable to retire by rotation".

The combined result of the e-voting and ballot for the above resolution is as follows:

**Voted in favour of the Resolution:**

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through Ballot	Number of votes cast by Ballot	Total Number of members voted through e-voting and by Ballot	Total Number of votes cast by e-voting & by Ballot	% of total number of valid votes cast
13	16733781	99	31038030	112	47771811	99.9996

**Voted against the Resolution:**

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through Ballot	Number of votes cast by Ballot	Total Number of members voted through e-voting and by Ballot	Total Number of votes cast by e-voting & by Ballot	% of total number of valid votes cast
1	45	3	126	4	171	0.0004

**Invalid Votes:**

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through Ballot	Number of votes cast by Ballot	Total Number of members voted through e-voting and by Ballot	Total Number of votes cast by e-voting & by Ballot
2	75	0	0	2	75

The ordinary resolution was passed with requisite majority.

Mr. K. Jayabharat Reddy handed over the chair to Dr. GVK Reddy.

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**Item No. 4 Appointment of M/s. Brahmayya & Company, Chartered Accountants as Auditors and authorise the Audit Committee and the Board of Directors to fix the fee. (Ordinary Resolution)**

Chairman placed before the members the following resolution re-appointing M/s. Brahmayya & Co., Chartered Accountants as statutory Auditors for the financial year 2015-16.

"RESOLVED THAT M/s. Brahmayya & Co., Chartered Accountants (ICAI Registration No.000513S), the retiring Auditors of the Company being eligible, be and are hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) until the conclusion of the next AGM and authorize the Audit Committee and the Board of Directors to fix the fee."

The combined result of the e-voting and ballot for the above resolution is as follows:

**Voted in favour of the Resolution:**

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through Ballot	Number of votes cast by Ballot	Total Number of members voted through e-voting and by Ballot	Total Number of votes cast by e-voting & by Ballot	% of total number of valid votes cast
14	16733826	102	31038156	116	47771982	100

**Voted against the Resolution:**

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through Ballot	Number of votes cast by Ballot	Total Number of members voted through e-voting and by Ballot	Total Number of votes cast by e-voting & by Ballot	% of total number of valid votes cast
0	0	0	0	0	0	0

**Invalid Votes:**

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through Ballot	Number of votes cast by Ballot	Total Number of members voted through e-voting and by Ballot	Total Number of votes cast by e-voting & by Ballot
2	75	0	0	2	75

The ordinary resolution was passed with requisite majority.

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**SPECIAL BUSINESS****Item No. 5 Appointment of Mr. Rakesh Sarna (DIN 01875340) as a Promoter Non-Executive Non-Independent Director (Ordinary Resolution)**

Chairman placed before the members the following resolution for appointment of Mr. Rakesh Sarna as Director liable to retire by rotation.

"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 Clause 49 of the Listing Agreement, Mr. Rakesh Sarna (DIN 01875340), 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, liable to retire by rotation be and is hereby appointed as a Director under the category of Promoter Non-executive Non-Independent Director of the Company."

The combined result of the e-voting and ballot for the above resolution is as follows:

**Voted in favour of the Resolution:**

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through Ballot	Number of votes cast by Ballot	Total Number of members voted through e-voting and by Ballot	Total Number of votes cast by e-voting & by Ballot	% of total number of valid votes cast
14	16733826	102	31038156	116	47771982	100

**Voted against the Resolution:**

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through Ballot	Number of votes cast by Ballot	Total Number of members voted through e-voting and by Ballot	Total Number of votes cast by e-voting & by Ballot	% of total number of valid votes cast
0	0	0	0	0	0	0

**Invalid Votes:**

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through Ballot	Number of votes cast by Ballot	Total Number of members voted through e-voting and by Ballot	Total Number of votes cast by e-voting & by Ballot
2	75	0	0	2	75

The ordinary resolution was passed with requisite majority.

CHAIRMAN'S INITIAL





**Item No. 6 Appointment of Mr. K Jayabharath Reddy (DIN 00038342) as an Independent Director (Ordinary Resolution).**

Chairman placed before the members the following resolution for appointment of Mr. K. Jayabharath Reddy as Director not liable to retire by rotation.

"RESOLVED THAT pursuant to the provisions of sections 149, 152 read with Schedule IV and 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 Clause 49 of the Listing Agreement, Mr. K Jayabharath Reddy (DIN 00038342), who was appointed as an Independent Director of the Company liable to retire by rotation under the provisions of Companies Act, 1956, 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 Independent Director, not liable to retire by rotation be and is hereby appointed as an Independent Director of the Company to hold office for a fixed term of 5 (five) years from the date of appointment."

The combined result of the e-voting and ballot for the above resolution is as follows:

**Voted in favour of the Resolution:**

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through Ballot	Number of votes cast by Ballot	Total Number of members voted through e-voting and by Ballot	Total Number of votes cast by e-voting & by Ballot	% of total number of valid votes cast
14	16733826	99	31038030	113	47771856	99.9997

**Voted against the Resolution:**

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through Ballot	Number of votes cast by Ballot	Total Number of members voted through e-voting and by Ballot	Total Number of votes cast by e-voting & by Ballot	% of total number of valid votes cast
0	0	3	126	3	126	0.0003

**Invalid Votes:**

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through Ballot	Number of votes cast by Ballot	Total Number of members voted through e-voting and by Ballot	Total Number of votes cast by e-voting & by Ballot
2	75	0	0	2	75

The ordinary resolution was passed with requisite majority.

CHAIRMAN'S INITIAL



**Item No. 7 Appointment of Mr. D R Kaarthikeyan (DIN 00327907) as an Independent Director (Ordinary Resolution)**

Chairman placed before the members the following resolution for appointment of Mr. D R Kaarthikeyan as Director not liable to retire by rotation.

“RESOLVED THAT pursuant to the provisions of sections 149, 152 read with Schedule IV and 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 Clause 49 of the Listing Agreement, Mr. D R Kaarthikeyan (DIN 00327907), who was appointed as an Independent Director of the Company liable to retire by rotation under the provisions of Companies Act, 1956, 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 Independent Director, not liable to retire by rotation be and is hereby appointed as an Independent Director of the Company to hold office for a fixed term of 5 (five) years from the date of appointment.’

The combined result of the e-voting and ballot for the above resolution is as follows:

**Voted in favour of the Resolution:**

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through Ballot	Number of votes cast by Ballot	Total Number of members voted through e-voting and by Ballot	Total Number of votes cast by e-voting & by Ballot	% of total number of valid votes cast
14	16733826	102	31038156	116	47771982	100

**Voted against the Resolution:**

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through Ballot	Number of votes cast by Ballot	Total Number of members voted through e-voting and by Ballot	Total Number of votes cast by e-voting & by Ballot	% of total number of valid votes cast
0	0	0	0	0	0	0

**Invalid Votes:**

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through Ballot	Number of votes cast by Ballot	Total Number of members voted through e-voting and by Ballot	Total Number of votes cast by e-voting & by Ballot
2	75	0	0	2	75

The ordinary resolution was passed with requisite majority.

CHAIRMAN'S INITIAL



**Item No. 8 Appointment of Mr. M B Rao (DIN 00287260) as an Independent Director (Ordinary Resolution)**

Chairman placed before the members the following resolution for appointment of Mr. M B N Rao as Director not liable to retire by rotation.

“RESOLVED THAT pursuant to the provisions of sections 149, 152 read with Schedule IV and 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 Clause 49 of the Listing Agreement, Mr. M B N Rao (DIN 00287260), who was appointed as an Independent Director of the Company liable to retire by rotation under the provisions of Companies Act, 1956, 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 Independent Director, not liable to retire by rotation be and is hereby appointed as an Independent Director of the Company to hold office for a fixed term of 5 (five) years from the date of appointment.’

The combined result of the e-voting and ballot for the above resolution is as follows:

**Voted in favour of the Resolution:**

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through Ballot	Number of votes cast by Ballot	Total Number of members voted through e-voting and by Ballot	Total Number of votes cast by e-voting & by Ballot	% of total number of valid votes cast
13	16733781	102	31038156	115	47771937	99.9999

**Voted against the Resolution:**

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through Ballot	Number of votes cast by Ballot	Total Number of members voted through e-voting and by Ballot	Total Number of votes cast by e-voting & by Ballot	% of total number of valid votes cast
1	45	0	0	1	45	0.0001

**Invalid Votes:**

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through Ballot	Number of votes cast by Ballot	Total Number of members voted through e-voting and by Ballot	Total Number of votes cast by e-voting & by Ballot
2	75	0	0	2	75

The ordinary resolution was passed with requisite majority.

CHAIRMAN'S INITIAL



**Item No. 9 Appointment of Mr. CH G Krishna Murthy (DIN 01667614) as an Independent Director (Ordinary Resolution)**

Chairman placed before the members the following resolution for appointment of Mr. Ch. G. Krishna Murthy, as Director not liable to retire by rotation.

“RESOLVED THAT pursuant to the provisions of sections 149, 152 read with Schedule IV and 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 Clause 49 of the Listing Agreement, Mr. Ch G Krishna Murthy (DIN 01667614), who was appointed as an Independent Director of the Company liable to retire by rotation under the provisions of Companies Act, 1956, 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 Independent Director, not liable to retire by rotation be and is hereby appointed as an Independent Director of the Company to hold office for a fixed term of 5 (five) years from the date of appointment.’

The combined result of the e-voting and ballot for the above resolution is as follows:

**Voted in favour of the Resolution:**

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through Ballot	Number of votes cast by Ballot	Total Number of members voted through e-voting and by Ballot	Total Number of votes cast by e-voting & by Ballot	% of total number of valid votes cast
13	16733781	102	31038156	115	47771937	99.9999

**Voted against the Resolution:**

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through Ballot	Number of votes cast by Ballot	Total Number of members voted through e-voting and by Ballot	Total Number of votes cast by e-voting & by Ballot	% of total number of valid votes cast
1	45	0	0	1	45	0.0001

**Invalid Votes:**

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through Ballot	Number of votes cast by Ballot	Total Number of members voted through e-voting and by Ballot	Total Number of votes cast by e-voting & by Ballot
2	75	0	0	2	75

The ordinary resolution was passed with requisite majority.

CHAIRMAN'S  
INITIAL



**Item No. 10 Appointment of Mr. S Anwar (DIN 06454745) as an Independent Director (Ordinary Resolution)**

Chairman placed before the members the following resolution for appointment of Mr. S. Anwar, as Director not liable to retire by rotation.

"RESOLVED THAT pursuant to the provisions of sections 149, 152 read with Schedule IV and 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 Clause 49 of the Listing Agreement, Mr. S Anwar (DIN 06454745), who was appointed as an Independent Director of the Company liable to retire by rotation under the provisions of Companies Act, 1956, 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 Independent Director, not liable to retire by rotation be and is hereby appointed as an Independent Director of the Company to hold office for a fixed term of 5 (five) years from the date of appointment'

The combined result of the e-voting and ballot for the above resolution is as follows:

**Voted in favour of the Resolution:**

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through Ballot	Number of votes cast by Ballot	Total Number of members voted through e-voting and by Ballot	Total Number of votes cast by e-voting & by Ballot	% of total number of valid votes cast
14	16733826	102	31038156	116	47771982	100

**Voted against the Resolution:**

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through Ballot	Number of votes cast by Ballot	Total Number of members voted through e-voting and by Ballot	Total Number of votes cast by e-voting & by Ballot	% of total number of valid votes cast
0	0	0	0	0	0	0

**Invalid Votes:**

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through Ballot	Number of votes cast by Ballot	Total Number of members voted through e-voting and by Ballot	Total Number of votes cast by e-voting & by Ballot
2	75	0	0	2	75

The ordinary resolution was passed with requisite majority.

CHAIRMAN'S INITIAL



**Item No. 11 Appointment of Mrs. Santha John (DIN 00848172) as an Independent Director (Ordinary Resolution)**

Chairman placed before the members the following resolution for appointment of Mrs. Santha John, as Director not liable to retire by rotation.

"RESOLVED THAT pursuant to the provisions of sections 149, 152 read with Schedule IV and 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 Clause 49 of the Listing Agreement, Mrs. Santha John (DIN 00848172), 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 her candidature for the office of Independent Director, not liable to retire by rotation be and is hereby appointed as an Independent Director of the Company to hold office for a fixed term of 5 (five) years from the date of appointment'.

The combined result of the e-voting and ballot for the above resolution is as follows:

**Voted in favour of the Resolution:**

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through Ballot	Number of votes cast by Ballot	Total Number of members voted through e-voting and by Ballot	Total Number of votes cast by e-voting & by Ballot	% of total number of valid votes cast
14	16733826	102	31038156	116	47771982	100

**Voted against the Resolution:**

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through Ballot	Number of votes cast by Ballot	Total Number of members voted through e-voting and by Ballot	Total Number of votes cast by e-voting & by Ballot	% of total number of valid votes cast
0	0	0	0	0	0	0

**Invalid Votes:**

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through Ballot	Number of votes cast by Ballot	Total Number of members voted through e-voting and by Ballot	Total Number of votes cast by e-voting & by Ballot
2	75	0	0	2	75

The ordinary resolution was passed with requisite majority.

CHAIRMAN'S INITIAL



Dr. GVK Reddy requested Mr. K. Jayabharat Reddy, to chair the agenda items No.12, 13 & 14, as he is interested in the resolutions. Mr. K. Jayabharat Reddy took the chair.

**Item No. 12 Re-appointment of Mrs. G Indira Krishna Reddy (DIN 00005230) as the Whole Time Director designated as Managing Director (Special Resolution)**

Chairman placed before the members the following resolution for appointment of Mrs. G. Indira Krishna Reddy as Managing Director of the company.

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and subject to the requisite approval of the Central Government, if required the consent of the Company be and is hereby accorded to the re-appointment of Mrs. G Indira Krishna Reddy (DIN 00005230), as the "Whole Time Director" designated as Managing Director of the Company for a period of five years effective from 25.04.2015, on the terms and conditions as under:

**Period of Appointment**

- I. The appointment is for a period of 5 years with effect from 25<sup>th</sup> April 2015

**II. Remuneration**

A) Salary: Basic pay shall be Rs.10,00,000 per month in the Scale of Rs.10,00,000 – Rs.1,00,000 – Rs.15,00,000.

**B) Perquisites & Allowances**

- i. In addition to the salary payable, the 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 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 Nomination & Remuneration Committee and Board of Directors and the Managing Director; such perquisites and allowances will be subject to a maximum of 125% of her annual salary.
- ii. For the purposes of calculating the above ceiling, perquisites and allowances shall be evaluated 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.
- iii. 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

CHAIRMAN'S  
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not be included in the computation of perquisites for the purpose of calculating the said ceiling.

- iv. 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, gratuity payable as per the rules of the Company and encashment of leave at the end of the tenure, shall not be included in the computation of limits for the remuneration or perquisites aforesaid.

**C. Minimum Remuneration**

Pursuant to the provisions of section 197 and other applicable provisions, if any of the Companies Act, 2013 read together with Schedule V and the Rules framed there under including any statutory modification thereof, for the time being in force and subject to the approval of the Central Government and/or such other necessary approval(s), consent(s), or permission(s) as may be required and conditions/ modifications if any, as may be prescribed or imposed by the Central Government, the approval of the members of the company be and is hereby accorded for payment of remuneration as mentioned in this resolution as the Minimum remuneration to Mrs. G. Indira Krishna Reddy, Managing Director in case of no profits/ adequacy of profits in any financial year during the term of her appointment.

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

- IV. If at any time the Managing Director ceases to be a Director of the Company for any reason whatsoever, she shall also cease to be Managing Director of the Company.

'RESOLVED FURTHER THAT the Board of Directors or a Committee thereof be and is hereby authorized to take such steps as may be necessary for obtaining necessary approvals- statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign execute deeds, applications, documents, writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution'.

The combined result of the e-voting and ballot for the above resolution is as follows:

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**Voted in favour of the Resolution:**

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through Ballot	Number of votes cast by Ballot	Total Number of members voted through e-voting and by Ballot	Total Number of votes cast by e-voting & by Ballot	% of total number of valid votes cast
12	16733804	100	31038031	112	47771835	99.9996

**Voted against the Resolution:**

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through Ballot	Number of votes cast by Ballot	Total Number of members voted through e-voting and by Ballot	Total Number of votes cast by e-voting & by Ballot	% of total number of valid votes cast
3	47	2	125	5	172	0.0004

**Invalid Votes:**

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through Ballot	Number of votes cast by Ballot	Total Number of members voted through e-voting and by Ballot	Total Number of votes cast by e-voting & by Ballot
1	50	0	0	1	50

The special resolution was passed with requisite majority.

**Item No.13 – Special Resolution under Section 197 - Ratification of remuneration paid in excess of the limits to Mrs. G Indira Krishna Reddy (DIN 00005230) as Managing Director (Special Resolution).**

Chairman placed before the members the following resolution for appointment of ratification of the excess remuneration paid to Mrs. G. Indira Krishna Reddy for the financial year 2014-15.

“RESOLVED THAT pursuant to the provisions of section 197 and other applicable provisions, if any of the Companies Act, 2013 read together with Schedule V and the Rules framed there under including any statutory modification thereof, for the time being in force and in pursuance to the resolution passed by the members of the Company at the AGM held on 26th July, 2010 subject to the approval of the Central Government and/or such other necessary approval(s), consent(s), or permission(s) as may be required and conditions / modifications if any, as may be prescribed or imposed by the Central Government and the members do hereby ratify and confirm the remuneration paid in excess of the limits prescribed under the provisions of section 198, 309 read with Schedule V of the Companies Act, 2013, amounting to Rs.204.39 lacs to Mrs. G. Indira Krishna Reddy, Managing

CHAIRMAN'S  
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Director for the financial year 2014-15 and to waive of the recovery of the excess amount from her, being the remuneration agreed to be paid to her as per the terms of approval of the members, to the extent it exceeds the statutory limit laid down under the Companies Act 2013 and also approval the consequential retention thereof by Managing Director”.

“RESOLVED FURTHER THAT the Board of Directors or a Committee thereof be and is hereby authorized to take such steps as may be necessary for obtaining necessary approvals- statutory, contractual or otherwise , in relation to the above and to settle all matters arising out of and incidental thereto and to sign execute deeds, applications, documents, writings that may be required , on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution”.

The combined result of the e-voting and ballot for the above resolution is as follows:

**Voted in favour of the Resolution:**

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through Ballot	Number of votes cast by Ballot	Total Number of members voted through e-voting and by Ballot	Total Number of votes cast by e-voting & by Ballot	% of total number of valid votes cast
10	16733634	99	31038030	109	47771664	99.9993

**Voted against the Resolution:**

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through Ballot	Number of votes cast by Ballot	Total Number of members voted through e-voting and by Ballot	Total Number of votes cast by e-voting & by Ballot	% of total number of valid votes cast
5	217	3	126	8	343	0.0007

**Invalid Votes:**

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through Ballot	Number of votes cast by Ballot	Total Number of members voted through e-voting and by Ballot	Total Number of votes cast by e-voting & by Ballot
1	50	0	0	1	50

The special resolution was passed with requisite majority.

CHAIRMAN'S  
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**Item No. 14 – Special Resolution under Section 197 - Ratification of remuneration paid in excess of the limits to Mrs. Shalini Bhupal, as Executive Director (Special Resolution)**

Chairman placed before the members the following resolution for appointment of ratification of the excess remuneration paid to Mrs. Shalini Bhupal for the financial year 2014-15.

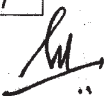
"RESOLVED THAT pursuant to the provisions of section 197 and other applicable provisions, if any of the Companies Act, 2013 read together with Schedule V and the Rules framed there under including any statutory modification thereof, for the time being in force and in pursuance to the resolution passed by the members of the Company at the AGM held on 1st August, 2014 subject to the approval of the Central Government and/or such other necessary approval(s), consent(s), or permission(s) as may required and conditions/ modifications if any, as may be prescribed or imposed by the Central Government and the members do hereby ratify and confirm the remuneration paid in excess of the limits prescribed under the provisions of section 198, 309 read with Schedule V of the Companies Act 2013, amounting to Rs.145.73 lacs to Mrs. Shalini Bhupal, Executive Director for the financial year 2014-15 and to waive of the recovery of the excess amount from her, being the remuneration agreed to be paid to her as per the terms of approval of the members, to the extent it exceeds the statutory limit laid down under the Companies Act 2013 and also approval the consequential retention thereof by Executive Director.

"RESOLVED FURTHER THAT the Board of Directors or a Committee thereof be and is hereby authorized to take such steps as may be necessary for obtaining necessary approvals- statutory, contractual or otherwise , in relation to the above and to settle all matters arising out of and incidental thereto and to sign execute deeds, applications, documents, writings that may be required , on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution".

**Voted in favour of the Resolution:**

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through Ballot	Number of votes cast by Ballot	Total Number of members voted through e-voting and by Ballot	Total Number of votes cast by e-voting & by Ballot	% of total number of valid votes cast
10	16733634	99	31038030	109	47771664	99.9993

**Voted against the Resolution:**

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through Ballot	Number of votes cast by Ballot	Total Number of members voted through e-voting and by Ballot	Total Number of votes cast by e-voting & by Ballot	% of total number of valid votes cast	CHAIRMAN'S INITIAL
5	217	3	126	8	343	0.0007	

**Invalid Votes:**

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through Ballot	Number of votes cast by Ballot	Total Number of members voted through e-voting and by Ballot	Total Number of votes cast by e-voting & by Ballot
1	50	0	0	1	50

The special resolution was passed with requisite majority.

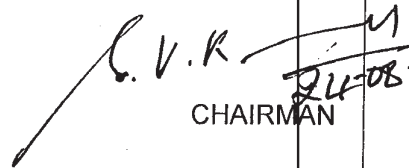
Mr. K. Jayabharat Reddy handed over the chair back to Dr. GVK Reddy.

The chairman then declared that the proceedings of the meeting are completed at 01.10 PM and thanked all the shareholders for their participation in the meeting.

Mr. Narender Gandhari, Company Secretary in practice who has been appointed by the Board of Directors as the Scrutinizer to conduct the voting through remote e-voting and ballot, in a free and fair manner, has submitted the consolidated scrutinizer's report dated 30<sup>th</sup> July, 2015 to the Chairman of the Company who had initialed the same for the purpose of identification.

The said report has been taken on record by the Company and submitted the same to the Stock exchanges apart from uploading it on the website of the Company and the Registrar & Share Transfer Agents of the Company i.e. Karvy Computershare Private Limited.

Place: Hyderabad  
Date: 24<sup>th</sup> August 2015

  
24-08-15  
CHAIRMAN

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# NARENDER & ASSOCIATES

## Company Secretaries

403, Naina Residency, Srinivasa Nagar (East), Ameerpet, Hyderabad - 500 038.  
Phone : 040-40159831, 23730801 Fax : 40037359 E-mail : narenderg99@gmail.com

### COMBINED SCRUTINIZER'S REPORT ON EVOTING & POLL

[Pursuant to Section 108 and 109 of the Companies Act, 2013 and Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 as amended to date]

To,  
The Chairman of the  
20<sup>th</sup> Annual General Meeting of  
M/s. TAJGVK Hotels & Resorts Limited  
Taj Krishna, Road No.1  
Banjara Hills, Hyderabad - 500034.

**Ref:** Report on resolutions passed through e-voting and poll conducted at the 20<sup>th</sup> Annual General Meeting (AGM) of the members of M/s. TAJGVK Hotels & Resorts Limited held on Tuesday, the 28<sup>th</sup> July, 2015 at 11.30 A.M., at Hotel Taj Krishna, Road No.1, Banjara Hills, Hyderabad 500034.

Dear Sir,

I, Gandhari Narender, Proprietor of Narender & Associates, Company Secretaries having its office at 403, Naina Residency, Srinivasa Nagar (East), Ameerpet, Hyderabad – 500038, Telangana, India have been appointed as a Scrutinizer for M/s. TAJGVK Hotels & Resorts Limited (“the Company”) for the purpose of scrutinizing the e-voting process in a fair and transparent manner and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 & 109 of the Companies Act, 2013 read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 on the Resolutions contained in the Notice of the 20<sup>th</sup> AGM of the members of the company, held on Tuesday, the 28<sup>th</sup> July, 2015 at 11.30 A.M., at Hotel Taj Krishna, Road No.1, Banjara Hills, Hyderabad 500034.

1. The company has availed e-voting facility from M/s. Karvy Computershare Private Limited for enabling the shareholders to e-vote and poll at the AGM venue and the same is conducted under my supervision. At the time of poll at the AGM Venue, adequate care is taken, so that no member, who has cast his vote by remote e-voting prior to the meeting is not allowed to cast his vote again at the AGM venue.
2. The e-voting period remained open from 24<sup>th</sup> July, 2015 at 9.00 A.M. to 27<sup>th</sup> July, 2015 at 5.00 P.M.
3. The Shareholders holding shares as on the “cut off” date i.e. 20<sup>th</sup> day of July, 2015 were entitled to vote on the proposed resolutions (Item No. 1 to 14 as set out in the Notice of 20<sup>th</sup> Annual General Meeting of M/s. TAJGVK Hotels & Resorts Limited).



4. After the time fixed for closing of the poll by the Chairman two ballot boxes kept for polling were sealed in my presence with due identification marks placed by me.
5. The remote votes were unblocked on 27<sup>th</sup> day of July, 2015 around 6.09 P.M. and the sealed ballot boxes were opened on 28<sup>th</sup> day of July, 2015 around 1.08 P.M. in the presence of two witnesses, Mr. M. Nagaraju, R/o 8-3-225/A67, Yadagiri Nagar, Yousufguda Checkpost, Hyderabad - 500045 and Mr. J P Sarath Chand, R/o Flat No.102, Plot No. E-44, Vaishnavi SiriSampada Apartments, Madhura Nagar, Hyderabad 500038, who are not in the employment of the Company. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the company and the authorizations/ proxies lodged with the company.
6. Thereafter the details containing, inter-alia the list of equity shareholders, who voted "For" and "Against" were downloaded from the e-voting website of Karvy Computershare Private Limited (KCPL) [<https://www.evoting.karvy.com>] along with the information on polling of votes during the AGM is enclosed and marked as Annexure-A.
7. The poll papers, which were incomplete and / or which were otherwise found defective have been treated as invalid and kept separately.
8. Based on the data downloaded from the Official website of the Karvy for e-voting process and the poll conducted at the AGM venue, I now submit combined report ( of e-voting & Poll) as under:

**1 Resolution 1 - Adoption of Accounts for the Year ended 31<sup>st</sup> March, 2015.**

(i) Voted in favour of the Resolution:

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through POLL	Number of votes cast by POLL	Total Number of members voted through e-voting and by POLL	Total Number of votes cast by e-voting & by POLL	% of total number of valid votes cast
15	16733851	100	31038031	115	47771882	99.9997

(ii) Voted against the Resolution:

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through POLL	Number of votes cast by POLL	Total Number of members voted through e-voting and by POLL	Total Number of votes cast by e-voting & by POLL	% of total number of valid votes cast
0	0	2	125	2	125	0.0003



(iii) Invalid Votes:

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through POLL	Number of votes cast by POLL	Total Number of members voted through e-voting and by POLL	Total Number of votes cast by e-voting & by POLL
1	50	0	0	1	50

**2 Resolution 2 - Appointment of Mr. G V Sanjay Reddy as Director retiring by rotation.**

(i) Voted in favour of the Resolution:

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through POLL	Number of votes cast by POLL	Total Number of members voted through e-voting and by POLL	Total Number of votes cast by e-voting & by POLL	% of total number of valid votes cast
13	16733781	100	31038031	113	47771812	99.9996

(ii) Voted against the Resolution:

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through POLL	Number of votes cast by POLL	Total Number of members voted through e-voting and by POLL	Total Number of votes cast by e-voting & by POLL	% of total number of valid votes cast
1	45	2	125	3	170	0.0004

(iii) Invalid Votes:

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through POLL	Number of votes cast by POLL	Total Number of members voted through e-voting and by POLL	Total Number of votes cast by e-voting & by POLL
2	75	0	0	2	75

**3 Resolution 3 - Appointment of Mr. KrishnamBhupal as Director retiring by rotation.**

(i) Voted in favour of the Resolution:

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through POLL	Number of votes cast by POLL	Total Number of members voted through e-voting and by POLL	Total Number of votes cast by e-voting & by POLL	% of total number of valid votes cast
13	16733781	99	31038030	112	47771811	99.9996



(ii) Voted against the Resolution:

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through POLL	Number of votes cast by POLL	Total Number of members voted through e-voting and by POLL	Total Number of votes cast by e-voting & by POLL	% of total number of valid votes cast
1	45	3	126	4	171	0.0004

(iii) Invalid Votes:

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through POLL	Number of votes cast by POLL	Total Number of members voted through e-voting and by POLL	Total Number of votes cast by e-voting & by POLL
2	75	0	0	2	75

**4 Resolution 4 - Appointment of M/s. Brahmayya & Company, Chartered Accountants as Auditors and authorise the board to fix their remuneration.**

(i) Voted in favour of the Resolution:

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through POLL	Number of votes cast by POLL	Total Number of members voted through e-voting and by POLL	Total Number of votes cast by e-voting & by POLL	% of total number of valid votes cast
14	16733826	102	31038156	116	47771982	100

(ii) Voted against the Resolution:

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through POLL	Number of votes cast by POLL	Total Number of members voted through e-voting and by POLL	Total Number of votes cast by e-voting & by POLL	% of total number of valid votes cast
0	0	0	0	0	0	0

(iii) Invalid Votes:

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through POLL	Number of votes cast by POLL	Total Number of members voted through e-voting and by POLL	Total Number of votes cast by e-voting & by POLL
2	75	0	0	2	75





**5 Resolution 5 - Appointment of Mr. Rakesh Sarna (DIN 01875340) as a Promoter Non-Executive Non-Independent Director.**

(i) Voted in favour of the Resolution:

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through POLL	Number of votes cast by POLL	Total Number of members voted through e-voting and by POLL	Total Number of votes cast by e-voting & by POLL	% of total number of valid votes cast
14	16733826	102	31038156	116	47771982	100

(ii) Voted against the Resolution:

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through POLL	Number of votes cast by POLL	Total Number of members voted through e-voting and by POLL	Total Number of votes cast by e-voting & by POLL	% of total number of valid votes cast
0	0	0	0	0	0	0

(iii) Invalid Votes:

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through POLL	Number of votes cast by POLL	Total Number of members voted through e-voting and by POLL	Total Number of votes cast by e-voting & by POLL
2	75	0	0	2	75

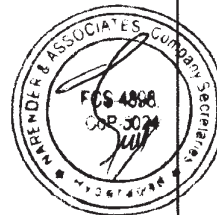
**6 Resolution 6 - Appointment of Mr. K Jayabharath Reddy (DIN 00038342) as an Independent Director.**

(i) Voted in favour of the Resolution:

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through POLL	Number of votes cast by POLL	Total Number of members voted through e-voting and by POLL	Total Number of votes cast by e-voting & by POLL	% of total number of valid votes cast
14	16733826	99	31038030	113	47771856	99.9997

(ii) Voted against the Resolution:

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through POLL	Number of votes cast by POLL	Total Number of members voted through e-voting and by POLL	Total Number of votes cast by e-voting & by POLL	% of total number of valid votes cast
0	0	3	126	3	126	0.0003



(iii) Invalid Votes:

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through POLL	Number of votes cast by POLL	Total Number of members voted through e-voting and by POLL	Total Number of votes cast by e-voting & by POLL
2	75	0	0	2	75

**7 Resolution 7 - Appointment of Mr. D Kaarthikeyan (DIN 00327907) as an Independent Director.**

(i) Voted in favour of the Resolution:

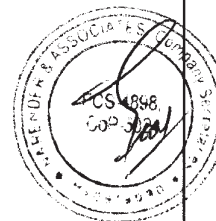
Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through POLL	Number of votes cast by POLL	Total Number of members voted through e-voting and by POLL	Total Number of votes cast by e-voting & by POLL	% of total number of valid votes cast
14	16733826	102	31038156	116	47771982	100

(ii) Voted against the Resolution:

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through POLL	Number of votes cast by POLL	Total Number of members voted through e-voting and by POLL	Total Number of votes cast by e-voting & by POLL	% of total number of valid votes cast
0	0	0	0	0	0	0

(iii) Invalid Votes:

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through POLL	Number of votes cast by POLL	Total Number of members voted through e-voting and by POLL	Total Number of votes cast by e-voting & by POLL
2	75	0	0	2	75



**8 Resolution 8 - Appointment of Mr. M B Rao (DIN 00287260) as an Independent Director.**

(i) Voted in favour of the Resolution:

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through POLL	Number of votes cast by POLL	Total Number of members voted through e-voting and by POLL	Total Number of votes cast by e-voting & by POLL	% of total number of valid votes cast
13	16733781	102	31038156	115	47771937	99.9999

(ii) Voted against the Resolution:

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through POLL	Number of votes cast by POLL	Total Number of members voted through e-voting and by POLL	Total Number of votes cast by e-voting & by POLL	% of total number of valid votes cast
1	45	0	0	1	45	0.0001

(iii) Invalid Votes:

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through POLL	Number of votes cast by POLL	Total Number of members voted through e-voting and by POLL	Total Number of votes cast by e-voting & by POLL
2	75	0	0	2	75

**9 Resolution 9 - Appointment of Mr. CH G Krishna Murthy (DIN 01667614) as an Independent Director.**

(i) Voted in favour of the Resolution:

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through POLL	Number of votes cast by POLL	Total Number of members voted through e-voting and by POLL	Total Number of votes cast by e-voting & by POLL	% of total number of valid votes cast
13	16733781	102	31038156	115	47771937	99.9999

(ii) Voted against the Resolution:

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through POLL	Number of votes cast by POLL	Total Number of members voted through e-voting and by POLL	Total Number of votes cast by e-voting & by POLL	% of total number of valid votes cast
1	45	0	0	1	45	0.0001



(iii) Invalid Votes:

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through POLL	Number of votes cast by POLL	Total Number of members voted through e-voting and by POLL	Total Number of votes cast by e-voting & by POLL
2	75	0	0	2	75

**10 Resolution 10 - Appointment of Mr. S Anwar (DIN 06454745) as an Independent Director.**

(i) Voted in favour of the Resolution:

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through POLL	Number of votes cast by POLL	Total Number of members voted through e-voting and by POLL	Total Number of votes cast by e-voting & by POLL	% of total number of valid votes cast
14	16733826	102	31038156	116	47771982	100

(ii) Voted against the Resolution:

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through POLL	Number of votes cast by POLL	Total Number of members voted through e-voting and by POLL	Total Number of votes cast by e-voting & by POLL	% of total number of valid votes cast
0	0	0	0	0	0	0

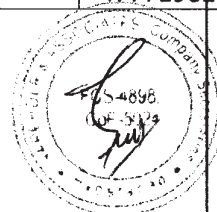
(iii) Invalid Votes:

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through POLL	Number of votes cast by POLL	Total Number of members voted through e-voting and by POLL	Total Number of votes cast by e-voting & by POLL
2	75	0	0	2	75

**11 Resolution 11 - Appointment of Mrs. Santha John (DIN 00848172) as an Independent Director.**

(i) Voted in favour of the Resolution:

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through POLL	Number of votes cast by POLL	Total Number of members voted through e-voting and by POLL	Total Number of votes cast by e-voting & by POLL	% of total number of valid votes cast
14	16733826	102	31038156	116	47771982	100



(ii) Voted against the Resolution:

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through POLL	Number of votes cast by POLL	Total Number of members voted through e-voting and by POLL	Total Number of votes cast by e-voting & by POLL	% of total number of valid votes cast
0	0	0	0	0	0	0

(iii) Invalid Votes:

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through POLL	Number of votes cast by POLL	Total Number of members voted through e-voting and by POLL	Total Number of votes cast by e-voting & by POLL
2	75	0	0	2	75

**12 Resolution 12 – Re-appointment of Mrs. G Indira Krishna Reddy (DIN 00005230) as the Whole Time Director designated as Managing Director.**

(i) Voted in favour of the Resolution:

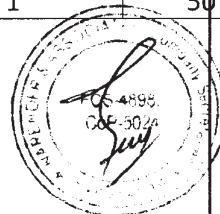
Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through POLL	Number of votes cast by POLL	Total Number of members voted through e-voting and by POLL	Total Number of votes cast by e-voting & by POLL	% of total number of valid votes cast
12	16733804	100	31038031	112	47771835	99.9996

(ii) Voted against the Resolution:

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through POLL	Number of votes cast by POLL	Total Number of members voted through e-voting and by POLL	Total Number of votes cast by e-voting & by POLL	% of total number of valid votes cast
3	47	2	125	5	172	0.0004

(iii) Invalid Votes:

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through POLL	Number of votes cast by POLL	Total Number of members voted through e-voting and by POLL	Total Number of votes cast by e-voting & by POLL
1	50	0	0	1	50



**13 Resolution 13 – Special Resolution under Section 197 - Ratification of remuneration paid in excess of the limits to Mrs. G Indira Krishna Reddy (DIN 00005230) as Managing Director.**

(i) Voted in favour of the Resolution:

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through POLL	Number of votes cast by POLL	Total Number of members voted through e-voting and by POLL	Total Number of votes cast by e-voting & by POLL	% of total number of valid votes cast
10	16733634	99	31038030	109	47771664	99.9993

(ii) Voted against the Resolution:

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through POLL	Number of votes cast by POLL	Total Number of members voted through e-voting and by POLL	Total Number of votes cast by e-voting & by POLL	% of total number of valid votes cast
5	217	3	126	8	343	0.0007

(iii) Invalid Votes:

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through POLL	Number of votes cast by POLL	Total Number of members voted through e-voting and by POLL	Total Number of votes cast by e-voting & by POLL
1	50	0	0	1	50

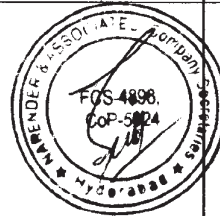
**14 Resolution 14 – Special Resolution under Section 197 - Ratification of remuneration paid in excess of the limits to Mrs. Shalini Bhupal, as Executive Director.**

(i) Voted in favour of the Resolution:

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through POLL	Number of votes cast by POLL	Total Number of members voted through e-voting and by POLL	Total Number of votes cast by e-voting & by POLL	% of total number of valid votes cast
10	16733634	99	31038030	109	47771664	99.9993

(ii) Voted against the Resolution:

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through POLL	Number of votes cast by POLL	Total Number of members voted through e-voting and by POLL	Total Number of votes cast by e-voting & by POLL	% of total number of valid votes cast
5	217	3	126	8	343	0.0007



(iii) Invalid Votes:

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through POLL	Number of votes cast by POLL	Total Number of members voted through e-voting and by POLL	Total Number of votes cast by e-voting & by POLL
1	50	0	0	1	50

The Register, Poll Papers, all other papers and relevant records relating to electronic voting and Poll were sealed and the same are handed over to the CFO & Company Secretary of the company immediately after approval and signing of the minutes for safe keeping.

Place: Hyderabad  
Date: 30.07.2015



For NARENDER & ASSOCIATES  
Company Secretaries  
*G. Narendar*  
G. NARENDER  
Proprietor  
FCS-4898, CoP-5024

## Annexure-A

Details of votes casted through e-voting & polling for each Resolution passed in the AGM held on 28-July-2015 of M/s. TAJGVK Hotels & Resorts Limited

Res. No.	Resolution	No. of Members voted	Votes Favour	No. of Members voted	Votes Against	No. of Members voted	Votes Invalid	Total No. of Members voted by evoting and Poll	Total No. of Votes Voted
1	Adoption of Accounts for the year ended 31.03.2015	115	47771882	2	125	1	50	118	47772057
2	Appointment of Mr. G V Sanjay Reddy as a director retiring by rotation	113	47771812	3	170	2	75	118	47772057
3	Appointment of Mr. Krishnaram Bhupal as a director retiring by rotation	112	47771811	4	171	2	75	118	47772057
4	Appointment of M/s. Brahmayya & Company, Chartered Accountants as Auditors and fixing their remuneration.	116	47771982	0	0	2	75	118	47772057
5	Appointment of Mr. Rakesh Sarna as a Promoter Director	116	47771982	0	0	2	75	118	47772057
6	Appointment of Mr. K Jayabharath Reddy as an Independent Director	113	47771856	3	126	2	75	118	47772057
7	Appointment of Mr. D R Kaarthikeyan as an Independent Director	116	47771982	0	0	2	75	118	47772057
8	Appointment of Mr. M B N Rao as an Independent Director	115	47771937	1	45	2	75	118	47772057
9	Appointment of Mr. Ch G Krishna Murthy as an Independent Director	115	47771937	1	45	2	75	118	47772057
10	Appointment of Mr. S Anwar as an Independent Director	116	47771982	0	0	2	75	118	47772057
11	Appointment of Mrs. Santha John as an Independent Director	116	47771982	0	0	2	75	118	47772057
12	Approval of the re-appointment of Mrs. G Indira Krishna Reddy, as a Managing Director	112	47771835	5	172	1	50	118	47772057
13	Approval of the excess remuneration paid to Managing Director	109	47771664	8	343	1	50	118	47772057
14	Approval of the excess remuneration paid to Executive Director	109	47771664	8	343	1	50	118	47772057

