

# TAJ GVK HOTELS & RESORTS LIMITED

CIN: L40109TG1995PLC019349

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

Phone No:040-66293664, Email: tajgvkshares.hyd@tajhotels.com, website: www.tajgvk.in

## NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013, read with  
Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given that pursuant to the provisions of sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013, ('Act') (including any statutory modification or re-enactment thereof for the time being in force), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), Secretarial Standard-2 on General Meetings issued by The Institute of Company Secretaries of India ("SS-2"), each as amended, and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs ("MCA") for holding General Meetings/conducting Postal Ballot process through e-voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020 and subsequent circulars issued in this regard, the latest being 09/2024, dated September 19, 2024 (collectively referred to as '**MCA Circulars**'), approval of Members is being sought to transact the Special Business as set out hereunder by way of passing a **Special Resolution** through a Postal Ballot by voting through electronic means (**remote e-voting**).

Pursuant to Sections 102 and 110 and other applicable provisions of the Act, the explanatory statement pertaining to the said Resolutions setting out the material facts and the reasons/rationale thereof and the additional information as required under the Listing Regulations is annexed to this Postal Ballot Notice ('Notice') for your consideration and forms part of this Notice.

In compliance with the aforesaid MCA Circulars, this Notice is sent by the Company only through an electronic mode to those Members whose email addresses are registered with the Company / Registrar and Transfer Agent ('RTA') / Depository Participants (DP's). Accordingly, a physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are dispensed with and are not being sent to the Members. The process for registration of email address is appended in the Notes to this Notice.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of sections 108 and 110 of the Act, read with Rules, the MCA Circulars and SS-2, the Company is providing remote e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting postal ballot form physically. The communication of the assent or dissent of the Members would only take place through the remote e-voting system.

The Company has engaged the services of National Securities Depository Limited ('NSDL') for the purpose of providing remote e-voting facility to its Members. The instructions to remote e-voting are appended to this notice.

The Notice is also available on the website of the Company <http://www.tajgvk.in/i/postal-ballot-notice-dt 09092025.pdf>

Members desiring to exercise their vote through the remote e-voting facility are requested to carefully read the instructions and follow the procedure as stated in the Notes forming part of this Notice for casting their votes not later than **5:00 P.M. (IST) on 05.11.2025**. The remote e-voting facility will be disabled by NSDL thereafter and voting shall not be allowed beyond the said date and time.

The Board has appointed Mrs. V Vidya Rani (ACS 10897 & CoP 15135) of M/s Vidya Rani & Associates, a Peer Reviewed Firm (4157/2023) of Company Secretaries in Wholtime Practice as the Scrutinizer for ensuring the smooth completion of process of taking the approval of the shareholders through postal ballot, by remote e-voting process, in a fair and transparent manner. The Scrutinizer decision on the validity of Postal Ballot shall be final.

Upon completion of the scrutiny of the votes cast, the Scrutinizer will submit her report to the Chairman or the Company Secretary of the Company on or before 07.11.2025. The results declared, along with the Scrutinizer Report, shall be announced by the Chairman or Company Secretary, within the stipulated timelines.

The said results will be displayed on the website of the company at [www.tajgvk.in](http://www.tajgvk.in), the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and shall also be communicated to the stock exchanges where the equity shares of the company are listed viz., BSE Limited ('BSE') and National Stock Exchange of India Limited ('NSE') and be made available on their respective websites viz., at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com). The resolutions so passed shall be deemed to be passed on the last date of the remote e-voting i.e., 05.11.2025.

## **SPECIAL BUSINESS:**

### **Item No.1: Appointment of Mr. N Sambasiva Rao (DIN: 06638926) as an Independent Director of the Company:**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

**"RESOLVED THAT** Mr. N Sambasiva Rao (DIN: 06638926), who was appointed as Non-Executive Independent Director of the Company, with effect from 9th September, 2025, by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee in terms of Section 161 of the Companies Act, 2013 ("Act") read with the Articles of Association of the Company, who is eligible for appointment and who has consented to act as an Independent Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of a Director, be and is hereby appointed as an Independent Director of the Company."

**"RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ('Act') read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, ('Rules') (including any statutory modification(s) or re-enactments(s) thereof for the time being in force), Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended from time to time and approval of the Members of the Company be and is hereby accorded to Mr. N Sambasiva Rao (DIN: 06638926), who meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of Listing Regulations and who has submitted a declaration to that effect, and being eligible for appointment as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five years commencing from **9th September, 2025 up to 8th September, 2030 (both days inclusive).**"

### **Item No.2: Appointment of Mr. Jasthi Krishna Kishore (DIN: 08001625) as an Independent Director**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

**"RESOLVED THAT** Mr. Jasthi Krishna Kishore (DIN: 08001625), who was appointed as Non-Executive Independent Director of the Company, with effect from 9th September, 2025, by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee in terms of Section 161 of the Companies Act, 2013 ("Act") read with the Articles of Association of the Company, who is eligible for appointment and who has consented to act as an Independent Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of a Director, be and is hereby appointed as an Independent Director of the Company."

**"RESOLVED FURTHER THAT** apursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ('Act') read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, ('Rules') (including any statutory modification(s) or re-enactments(s) thereof for the time being in force), Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended from time to time and approval of the Members of the Company be and is hereby accorded to Mr. Jasthi Krishna Kishore (DIN: 08001625), who meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of Listing Regulations and who has submitted a declaration to that effect, and being eligible for appointment as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five years commencing from **9th September, 2025 up to 8th September, 2030 (both days inclusive).**"

Place: Hyderabad

Date: 09.09.2025

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

**J Srinivas Murthy**  
CFO & Company Secretary  
M.No. FCS 4460

## Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('Act') read with Section 110 and Rules 20 & 22 of the Companies (Management and Administration) Rules, 2014 ('Rules'), as amended from time to time, setting out the material facts relating to the aforesaid Resolution and the reasons thereof is annexed hereto and forms part of this Postal Ballot Notice ('Notice').
2. The Brief Profile and other required information about the appointment of Director pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 is annexed to this Notice.
3. In compliance with the MCA circulars, the Company is sending this Notice only in electronic form to those Members whose names appear in the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and, Central Depository Services Limited (CDSL) and the Company's Registrar and Share Transfer Agent ('RTA') as on **Friday, the 26th September, 2025 ("Cut-off Date")** and whose e-mail addresses are registered with the Company / Depositories / RTA or who will register their e-mail address in accordance with the process outlined in this Notice. Only those Members whose names are appearing in the Register of Members / list of Beneficial Owners as on the Cut-off date shall be eligible to cast their votes through Postal Ballot by remote e-voting. A person who is not a member as on the Cut-off date should treat this Notice for information purposes only. It is however clarified that, all Members of the Company as on the Cut-off date (including those Members who may not have received this Notice due to non-registration of their email addresses with the Company / RTA / Depositories) shall be entitled to vote in relation to the aforementioned resolution in accordance with the process specified in this Notice. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-off Date.
4. In compliance with Regulation 44 of the SEBI Listing Regulations and Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, and the MCA Circulars, the Company is pleased to provide facility of remote e-voting to enable its Members to cast their votes electronically in respect of the Resolution as set out in this Postal Ballot Notice. The instructions for remote e-voting are mentioned in this Notice. A Member shall only avail this facility as per the instructions provided herein.
5. The remote e-voting shall commence on **Monday, the 6th October, 2025 at 09:00 A.M. ('IST') and will close on Wednesday, the 5th November, 2025 at 5:00 P.M. (IST)**. During this period, the Members of the Company holding shares either in physical form or dematerialised form, as on the Cut-off Date, may cast their vote electronically. The remote e-voting module will be disabled for voting by NSDL thereafter. Once vote on the resolution is cast by the Member, he/ she shall not be allowed to change it subsequently or cast the vote again.
6. A copy of this Postal Ballot Notice is also available on the website of the Company at [www.tajgvk.in](http://www.tajgvk.in), in the relevant section of the website of BSE at [www.bseindia.com](http://www.bseindia.com) and NSE at [www.nseindia.com](http://www.nseindia.com) on which the equity shares of the Company are listed and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
7. The voting for this Postal Ballot cannot be exercised through proxy.
8. Members who wish to inspect the documents referred to in the Notice or Explanatory Statement may send their request at [tajgvkshares.hyd@tajhotels.com](mailto:tajgvkshares.hyd@tajhotels.com) from their registered email address mentioning their Name, Folio Number / DP ID & Client ID until the last date of remote e-voting period of this Postal Ballot i.e. 5th November, 2025.
9. The resolution, if passed by the requisite majority will be deemed to have been passed on the last date specified for E-voting i.e. 5th November, 2025. Further, resolution passed by the Members through E-voting are deemed to have been passed effectively at a General Meeting.
10. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:

The remote e-voting period commences **Monday, the 6th October, 2025 at 09:00 A.M. (IST)** and ends on Wednesday, the 5th November, 2025 at 5:00 P.M. (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members/Beneficial Owners as on the record date (cut-off date) i.e. Friday, the 26th September, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 26th September, 2025.

## How do I vote electronically using NSDL e-Voting system?




The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

### Step 1: Access 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 December 9, 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) Existing IDeAS facility user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e- Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e- Voting service provider i.e. NSDL</b> and you will be re-directed to e- Voting website of NSDL for casting your vote during the remote e- Voting period.</p> <p>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 <b>e- Voting service provider i.e. NSDL</b> 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 style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>

Individual Shareholders holding securities in demat mode with CDSL	<p>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</p> <p>2 After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN from a link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
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. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</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 helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**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 e-services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e-services 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 137322 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. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - ii. If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a. Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- b. "Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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.**

**How to cast your vote electronically on NSDL e-voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. 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 137322 for which you wish to cast your vote during the remote e-voting period.
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**

- 1) Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc., with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by email to [vidyaraniassociates@gmail.com](mailto:vidyaraniassociates@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “Upload Board Resolution / Authority Letter” displayed under “e-Voting” tab in their login.
- 2) 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.
- 3) 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.: 022-4886 7000 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhaar Card) by email to [tajgvkshares.hyd@tajhotels.com](mailto:tajgvkshares.hyd@tajhotels.com)
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhaar Card) to [tajgvkshares.hyd@tajhotels.com](mailto:tajgvkshares.hyd@tajhotels.com) If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e., Login method for e-Voting for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 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 required to update their mobile number and email ID correctly in their demat account in order to access e- Voting facility.

Place: Hyderabad

Date: 09.09.2025

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

**J Srinivas Murthy**  
CFO & Company Secretary  
M.No. FCS 4460

## Explanatory Statement

The following Explanatory Statement pursuant to Section 102(1) read with Section 110 of the Companies Act, 2013 ("the Act"), Secretarial Standard - 2 on General Meetings and Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, sets out all material facts relating to the business mentioned under Item No.1 and 2 of the accompanying Notice dated 9th September, 2025.

### Item No.1: Appointment of Mr. N Sambasiva Rao as an Independent Director

Based on the recommendation of the Nomination & Remuneration Committee, the Board of Directors at its meeting held on 9th September, 2025, appointed Mr. N Sambasiva Rao (DIN:06638926) as an Additional Director of the Company with effect from 9th September, 2025 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ('Act') read with Article 99 of the Articles of Association of the Company. At the same meeting, the Board of Directors also appointed Mr. N Sambasiva Rao as an Independent Director of the Company not liable to retire by rotation, for a period of five consecutive years from 9th September, 2025 to 8th September, 2030, subject to approval by the Members of the Company. Mr. N Sambasiva Rao has given a declaration to the Board that he meets the criteria of independence as provided in the Act and the Listing Regulations.

#### Brief Profile of Mr. N Sambasiva Rao:

Mr. Sambasiva Rao, IPS( Retired), is a qualified Mechanical engineer completed MTech from IIT Kanpur and later joined the prestigious IPS cadre in the year 1984. He was allotted the Andhra Pradesh cadre and held several positions during his career. He retired as Director General of Police, Andhra Pradesh in the year 2017.

Mr. Sambasiva Rao has given a declaration to the Board that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16 of the SEBI Listing Regulations. The Company has also received from the Director:-

- i) the consent in writing to act as Director and
- ii) intimation that he is not disqualified under section 164(2) of the Companies Act, 2013.
- iii) A declaration to the effect that he is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI).
- iv) he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

In the opinion of the Board, Mr. Sambasiva Rao, fulfills the conditions specified in the Act for appointment as an Independent Director and his appointment as such would be in the interest of the Company taking into consideration Mr. Sambasiva Rao's knowledge, background and expertise, the Board of Directors is of the opinion that Mr. Sambasiva Rao fulfils the conditions specified in the Act for his appointment as Independent Director. Mr. Sambasiva Rao meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the Listing Regulations and has submitted a declaration to that effect.

The Company has received a notice in writing under Section 160(1) of the Act from a Member proposing candidature of Mr. Sambasiva Rao as a Director of the Company. Mr. Sambasiva Rao has conveyed his consent to act as a Director of the Company. The Company has also received other necessary disclosures and declarations from Mr. Sambasiva Rao.

As per Section 152 of the Act and the rules thereunder, a Director can be appointed with the approval of the Members and as per Regulation 17(1C) of the Listing Regulations, the Company is required to obtain the approval of the Members at the next General Meeting or within a period of three months from the date of appointment, whichever is earlier. Further, as per Regulation 25(2A) approval of the Members by way of a Special Resolution is required for the appointment of an Independent Director. Accordingly, approval of the Members is being sought for the appointment of Mr. Sambasiva Rao as a Director and also as an Independent Director of the Company by way of a Special Resolution.

A copy of the letter of appointment as an Independent Director stating the terms and conditions, is available for inspection by Members on the website of the Company at the link [www.tajgvk.in](http://www.tajgvk.in).

As required under Regulation 36(3) of the Listing Regulations and Clause 1.2.5 of Secretarial Standard-2, other requisite information is annexed hereto, and forms a part of this Postal Ballot Notice.



Mr. Sambasiva Rao is not related to any other Director or Key Managerial Personnel of the Company. Except and/or his relatives, none of the other Directors or Key Managerial Personnel of the Company and their relatives are, in any way, concerned and interested, in the Resolution set out at the Item No.1 of the Notice.

The Board recommends the Special Business set out at Item No.1 of the Notice for the approval of the shareholders as **Special Resolution**.

**Item No.2: Appointment of Mr. Jasthi Krishna Kishore as an Independent Director**

Based on the recommendation of the Nomination & Remuneration Committee, the Board of Directors at its meeting held on 9th September, 2025, appointed Mr. Jasthi Krishna Kishore (DIN:08001625) as an Additional Director of the Company with effect from 9th September, 2025 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ('Act') read with Article 99 of the Articles of Association of the Company. At the same meeting, the Board of Directors also appointed Mr. Krishna Kishore as an Independent Director of the Company not liable to retire by rotation, for a period of five consecutive years from 9th September, 2025 to 8th September, 2030, subject to approval by the Members of the Company. Mr. Krishna Kishore has given a declaration to the Board that he meets the criteria of independence as provided in the Act and the Listing Regulations.

**Brief Profile of Mr. Jasthi Krishna Kishore:**

Mr. Krishna Kishore, Indian Revenue Service (1990 Batch) and Retired as Chief Commissioner of Income Tax, is a qualified Chartered Accountant. He has held several positions during his career. He retired as Chief Commissioner of Income tax in the year 2024.

Mr. Krishna Kishore has given a declaration to the Board that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16 of the SEBI Listing Regulations. The Company has also received from the Director:-

- i) the consent in writing to act as Director and
- ii) intimation that he is not disqualified under section 164(2) of the Companies Act, 2013.
- iii) A declaration to the effect that he is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI).
- iv) he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

In the opinion of the Board, Mr. Krishna Kishore, fulfills the conditions specified in the Act for appointment as an Independent Director and his appointment as such would be in the interest of the Company taking into consideration Mr. Krishna Kishore's knowledge, background and expertise, the Board of Directors is of the opinion that Mr. Krishna Kishore fulfills the conditions specified in the Act for his appointment as Independent Director. Mr. Krishna Kishore meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the Listing Regulations and has submitted a declaration to that effect.

The Company has received a notice in writing under Section 160(1) of the Act from a Member proposing candidature of Mr. Krishna Kishore as a Director of the Company. Mr. Krishna Kishore has conveyed his consent to act as a Director of the Company. The Company has also received other necessary disclosures and declarations from him.

As per Section 152 of the Act and the rules thereunder, a Director can be appointed with the approval of the Members and as per Regulation 17(1C) of the Listing Regulations, the Company is required to obtain the approval of the Members at the next General Meeting or within a period of three months from the date of appointment, whichever is earlier. Further, as per Regulation 25(2A) approval of the Members by way of a Special Resolution is required for the appointment of an Independent Director. Accordingly, approval of the Members is being sought for the appointment of Mr. Krishna Kishore as a Director and also as an Independent Director of the Company by way of a Special Resolution.

A copy of the letter of appointment as an Independent Director stating the terms and conditions, is available for inspection by Members on the website of the Company at the link [www.tajgvk.in](http://www.tajgvk.in).

As required under Regulation 36(3) of the Listing Regulations and Clause 1.2.5 of Secretarial Standard-2, other requisite information is annexed hereto, and forms a part of this Postal Ballot Notice.

Mr. Krishna Kishore is not related to any other Director or Key Managerial Personnel of the Company. Except and/or his relatives, none of the other Directors or Key Managerial Personnel of the Company and their relatives are, in any way, concerned and interested, in the Resolution set out at the Item No.2 of the Notice.

The Board recommends the Special Business set out at Item No.2 of the Notice for the approval of the shareholders as **Special Resolution.**

Place : Hyderabad

Date: 09.09.2025

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

**J Srinivas Murthy**  
CFO & Company Secretary  
M.No. FCS 4460

## ANNEXURE - 1

Disclosure of information pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 read with SEBI Circulars No. CIR/CFD/CMD/4/2015, dated 9th September, 2015 and SEBI/HO/CFD/CFD PoD1/P/CIR/2023/123 dated 13th July, 2023 and Clause 1.2.5 of the Secretarial Standards on General Meetings:

<b>Name of the Director</b>	<b>MR. N SAMBASIVA RAO</b>	<b>MR. J KRISHNA KISHORE</b>
DIN	06638926	08001625
Date of Birth and Age	10-12-1957 (67 years)	18-02-1964 (61 years)
Category / Designation	Non-Executive Independent Director	Non-Executive Independent Director
Original Date of Appointment	9th September, 2025	9th September, 2025
Qualifications	MTech from IIT Kanpur and IPS (Retired)	Member of Institute of Chartered Accountants of India, Retired as Chief Commissioner of Income Tax
Relationship with other Directors and other Key Managerial Personnel of the company	Not related Directors and other Key Managerial Personnel of the Company	Not related Directors and other Key Managerial Personnel of the Company
Terms and conditions of appointment	Appointed as an Independent Director not liable to retire by rotation for 5 consecutive years with effect from 9th September, 2025	Appointed as an Independent Director not liable to retire by rotation for 5 consecutive years with effect from 9th September, 2025
Remuneration proposed to be paid	Sitting fee and any Commission if approved by NRC, Board of Directors and Shareholders	Sitting fee and any Commission if approved by NRC, Board of Directors and Shareholders
Number of Equity Shares held in the Company	Nil	Nil
Number of Meetings of the Board attended during the year 2024-25	Nil	Nil
List of Companies in which outside Directorship held	1) APIMS India Pvt Ltd	1) Sri Sarvaraya Sugars Ltd 2) Mohan Spintex India Ltd 3) Pridhvi Asset Reconstruction and Securitisation Company Ltd
Chairman / Member of the *Committees of other Companies on which she is a Director as on 12.03.2025	NIL	NIL
Expertise in specific functional areas	Please refer to the Explanatory Statement forming a part of this Postal Ballot Notice	Please refer to the Explanatory Statement forming a part of this Postal Ballot Notice

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