

**NOTICE OF THE 19TH ANNUAL GENERAL MEETING**

Notice is hereby given that the **NINETEENTH ANNUAL GENERAL MEETING of TAJGVK HOTELS & RESORTS LIMITED** will be held at Sri Sathya Sai Nigamagmam, 8-3-987/2, Srinagar Colony, Hyderabad 500073, on **Friday, the 1<sup>st</sup> August 2014, at 11.30 a.m.** to transact the following business:

**ORDINARY BUSINESS:**

- 1) To consider and adopt the Audited Profit and Loss Account for the year ended March 31, 2014, and the Balance Sheet as at that date, together with the Directors' Report and the Auditors' Report thereon.
- 2) To declare dividend on the Equity Shares
- 3) To appoint a Director in place of DR. Raymond N Bickson (DIN 00050664), who retires by rotation and being eligible, seeks re-appointment.
- 4) To appoint a Director in place of Mr. Anil P Goel (DIN 00050690), who retires by rotation and being eligible, seeks re-appointment.
- 5) To appoint M/s Brahmayya & Company, Chartered Accountants (ICAI Registration No.000513S), to hold the office as Statutory Auditors of the Company from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting, and to authorise the Board to fix their remuneration.

**SPECIAL BUSINESS:**

- 6) To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of sections 149, 152 read with 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. A Rajasekhar (DIN 01235041), 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 Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years i.e. up to March 31<sup>st</sup>, 2019".

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

"RESOLVED THAT pursuant to the provisions of sections 149, 152 read with Schedule IV and all other applicable provisions 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. C D Arha (DIN 02226619), who was appointed as an Independent Director of the Company liable to retire by rotation under the provisions of Companies Act, 1956, and whose terms expires at 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 Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years i.e. up to March 31<sup>st</sup>, 2019".

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

"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 (corresponding to Sections 198, 269, 309 and any other applicable provisions of the Companies Act, 1956 read with Schedule XIII to the Companies Act, 1956) 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. Shalini Bhupal (DIN 00005431), as the "Whole Time Director" designated as an Executive Director of the Company for a period of five years effective from 16.06.2014, on the terms and conditions as under:

**I Period of Appointment**

The appointment is for a period of 5 years with effect from 16th June 2014.

**II. Remuneration**

Salary: Basic pay shall be ₹5,75,000/- per month  
Basic Scale: ₹5,75,000 - ₹50,000 - ₹8,25,000/-.

**III. Perquisites & Allowances**

In addition to the salary payable, the Executive 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 Board of Directors and the Executive Director; such perquisites and allowances will be subject to a maximum of 125% of her annual salary.

15. Voting through electronic means

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 19<sup>th</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Karvy Computershare Private Limited (KCPL).

The instructions for members for voting electronically are as under:-

(A) In case of members receiving e-mail:

- i) Log on to the e-voting website <https://www.evoting.karvy.com>
- ii) Click on "Shareholders" tab to cast your votes.
- iii) Now, select the Electronic Voting Sequence Number - "EVSN" along with "COMPANYNAME" from the drop down menu and click on "SUBMIT"
- iv) If you are holding shares in Demat form and had logged on to <https://www.evoting.karvy.com> and casted your vote earlier for EVSN of any Company, then your existing login id and password are to be used.
- v) Now, fill up the following details in the appropriate boxes:

	For Members holding shares in Demat Form	For Members holding shares in Physical Form
User ID	For NSDL: 8 Character DP ID followed by 8 Digits Client ID For CDSL: 16 digits beneficiary ID	Folio Number registered with the Company and then enter the Captcha Code as displayed
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department when prompted by the system while e-voting (applicable for both demat shareholders as well as physical shareholders)	
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.	
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.	

\* Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.

# Please enter any one of the details in order to login. In case either of the details are not recorded with the depository please enter "99999999" in the dividend Bank details and 13/06/2014 in the date of Birth field.

vi) After entering these details appropriately, click on "SUBMIT" tab.

vii) Members holding shares in physical form will then reach directly the EVSN selection screen. However, members holding shares in demat form will now reach "Password Creation" menu wherein they are required to mandatorily change their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through Karvy platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

viii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

ix) Click on the relevant EVSN on which you choose to vote.

x) On the voting page, you will see Resolution Description and against the same the option "YES/NO" for voting. Select the option YES or NO as desired, the option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- xi) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
- xii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xiv) If Demat account holder has forgotten the changed password then Enter the User ID and Captcha Code click on Forgot Password & enter the details as prompted by the system.

**In case of members receiving the physical copy:**

- (B) Please follow all steps from sl. no. (i) to sl. no. (xiv) above, to cast vote.
- (C) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to <https://www.evoting.karvy.com> in and register themselves, link their account which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution in PDF format in the system for the scrutinizer to verify the vote.
- (D) The voting period begins on 25th July, 2014 at 9.00 a.m. and ends on 28th July, 2014 at 6.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, may cast their vote electronically. The e-voting module shall be disabled by Karvy Computershare Private Limited (KCPL) for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- (E) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at <https://www.evoting.karvy.com> under help section or write an email to: [einward.ris@karvy.com](mailto:einward.ris@karvy.com) [mailmanager@karvy.com](mailto:mailmanager@karvy.com).
- (F) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company.
- (G) Mr. Narender Gandhari, Practising Company Secretary (Membership No. 4898), Partner of M/s. Narender & Associates, Company Secretaries has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall within a period not exceeding three(3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- (H) The Results shall be declared on or after the AGM of the Company. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website [www.tajgvk.in](http://www.tajgvk.in) and will be communicated to the Stock Exchanges on which the Company's equity shares are listed.

### EXPLANATORY STATEMENT

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

The following Explanatory Statement sets out the material facts relating to the Special Business mentioned in the accompanying Notice:

#### ITEM NO.6

The Board of Directors of the Company, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company appointed Mr. A Rajasekhar (DIN 01235041), as an Additional Director of the Company with effect from 03.02.2014.

In terms of the provisions of Section 161(1) of the Companies Act, 2013 Mr. A Rajasekhar (DIN 01235041) would hold office up to the date of the ensuing Annual General Meeting.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. A Rajasekhar (DIN 01235041) for the office of Independent Director of the Company.

Mr. A Rajasekhar (DIN 01235041) is not disqualified from being appointed as an Independent Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director.

Section 149 of the Act inter alia stipulates the criteria of independence should a Company proposes to appoint an Independent Director on its Board. As per the said Section 149, an Independent Director can hold office for a term up to 5 (five) consecutive years on the Board of Company and he shall not be included in the total number of Directors for retirement by rotation.

The Company has also received a declaration from Mr. A Rajasekhar (DIN 01235041) that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Companies Act, 2013 and under Clause 49 of the Listing Agreement. Mr. A Rajasekhar (DIN 01235041) possesses appropriate skills, experience and knowledge, inter alia, in the field of finance and corporate advisory services.

In the opinion of the Board, Mr. A Rajasekhar (DIN 01235041) fulfils the conditions for his appointment as an Independent Director as specified in the Companies Act, 2013 and the Listing Agreement. Mr. A Rajasekhar (DIN 01235041) is independent of the management.

Brief resume of Mr. A Rajasekhar (DIN 01235041), nature of his expertise in specific functional areas and names of Companies in which he holds directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.

Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Mr. A Rajasekhar (DIN 01235041) is appointed as an Independent Director.

Copy of the draft letter for appointment of Mr. A Rajasekhar (DIN 01235041) as an Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

Save and except Mr. A Rajasekhar (DIN 01235041) and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel

of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.6 of the Notice.

The Board commends the Ordinary Resolution set out at Item No.6 of the Notice for approval by the shareholders.

#### ITEM NO.7

Mr. C D Arha (DIN 02226619) is an Independent Director of the Company appointed under the provisions of Companies Act, 1956, who is liable to retire by rotation.

With the Notification of new Companies Act, 2013, the Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. C D Arha (DIN 02226619) for the office of Independent Director of the Company.

Mr. C D Arha (DIN 02226619) is not disqualified from being appointed as an Independent Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director.

The Company has also received a declaration from Mr. C D Arha (DIN 02226619) that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Companies Act, 2013 and under Clause 49 of the Listing Agreement.

In the opinion of the Board, Mr. C D Arha (DIN 02226619) fulfils the conditions for his appointment as an Independent Director as specified in the Companies Act, 2013 and the Listing Agreement. Mr. C D Arha (DIN 02226619) is independent of the management.

It is proposed to appoint Mr. C D Arha (DIN 02226619) as an Independent Director under Section 149 of the Act and Clause 49 of the Listing Agreement to hold office for 5 (five) consecutive years up to 31st March 2019.

Brief resume of Mr. C D Arha (DIN 02226619), nature of his expertise in specific functional areas and names of Companies in which he holds directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.

Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Mr. C D Arha (DIN 02226619) is appointed as an Independent Director.

Copy of the draft letter for appointment of Mr. C D Arha (DIN 02226619) as an Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

Save and except Mr. C D Arha (DIN 02226619) and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.7 of the Notice.

The Board commends the Ordinary Resolution set out at Item No.7 of the Notice for approval by the shareholders.

#### ITEM NO.8

The Board of Directors of the Company (the "Board"), at its meeting held on May 12th 2014 on the recommendation of

Nomination and Remuneration Committee and subject to the approval of members, re-appointed Mrs. Shalini Bhupal (DIN 00005431) as whole time Director designated as "Executive Director", for a period of 5 (five) years from the expiry of her present term, which expires on 15.06.2014, at the remuneration recommended by the Nomination and Remuneration Committee (the "NR Committee") of the Board.

It is proposed to seek the members approval for the re-appointment of and remuneration payable to Mrs. Shalini Bhupal (DIN 00005431) as an Executive Director in terms of the applicable provisions of the Companies Act, 2013.

Dr. G V Krishna Reddy, Mrs. G Indira Krishna Reddy, Mr. G V Sanjay Reddy and Mr. Krishnaram Bhupal being related to Mrs. Shalini Bhupal, are interested and concerned in the above resolution along with the incumbent.

The Board commends the Special Resolution set out at Item No.8 of the Notice for approval by the shareholders.

**ITEM NO.9**

The members of the Company passed the Resolution through postal ballot on 09.03.2006 by way of Ordinary Resolution under section 293(1)(d) of the Companies Act, 1956 borrowings over and above the aggregate of paid up share capital and free reserves of the Company provided that the total amount of such borrowings together with the amounts already borrowed and outstanding at any point of time shall not be in excess of ₹500 crores (Rupees five hundred crores only).

Section 180(1) (c) of the Companies Act, 2013 effective from 12th September, 2013 requires that the Board of Directors shall not borrow money in excess of the Company's paid up share capital and free reserves, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, except with the consent of the members of the Company accorded by way of a Special Resolution.

It is, therefore, necessary for the members to pass a Special Resolution under Section 180(1) (c) and other applicable provisions of the Companies Act, 2013, as set out at Item No.9 of the Notice, to enable to the Board of Directors to borrow money in excess of the aggregate of the paid up share capital and free reserves of the Company. Approval of members is being sought to borrow money up to ₹500 crores (Rupees five hundred crores only) in excess of the aggregate of the paid up share capital and free reserves of the Company.

None of the Directors / Key Managerial Personnel of the Company / their relative is concerned or interested, financial or otherwise, in the resolution set out at Item No.9.

The Board commends the Special Resolution set out at Item No.9 of the Notice for approval by the shareholders.

**ITEM NO.10**

The members of the Company passed the Resolution through postal ballot on 09.03.2006 by way of Ordinary Resolution under section 293(1)(a) of the Companies Act, 1956 to create charge on the assets and undertakings of the Company by way of equitable mortgage etc., with any Financial Institution(s), Bank(s) and such other lenders and to arrange or fix the terms and conditions including interest, repayment, security etc.

Section 180(1) (a) of the Companies Act, 2013 effective from 12th September, 2013 requires that the Board of Directors shall not create charge on the assets and undertakings of the Company by way of equitable mortgage etc., with any Financial Institution(s), Bank(s) and such other lenders except with the

consent of members of the Company accorded by way of a Special Resolution It is therefore necessary to pass Special Resolution as set out in Item No.10.

None of the Directors / Key Managerial Personnel of the Company / their relative is concerned or interested, financial or otherwise, in the resolution set out at Item No.10.

The Board commends the Special Resolution set out at Item No.10 of the Notice for approval by the shareholders.

**ITEM NO.11**

The Company has adopted table A of the Companies Act, 1956 and save as except the present Articles of Association. The Company has amended the Articles of Association in the year 2000, 2003, 2004 and 2005 by inserting the Article 4, 23A, 23B, 74(a) and 95 of Articles of Association of the Company.

The New Companies Act, 2013 is now largely in force. On September 12, 2013, the Ministry of Corporate Affairs ("MCA") had notified 98 Sections for implementation. Subsequently, on March 26, 2014, MCA notified most of the remaining Sections (barring those provisions which require sanction / confirmation of the National Company Law Tribunal ("Tribunal") such as variation of rights of holders of different classes of shares (Section 48), reduction of share capital (Section 66), compromises, arrangements and amalgamations (Chapter XV), prevention of oppression and mismanagement (Chapter XVI), revival and rehabilitation of sick Companies (Chapter XIX), winding up (Chapter XX) and certain other provisions including, inter alia, relating to Investor Education and Protection Fund (Section 125) and valuation by registered valuers (Section 247). However, substantive sections of the Act which deal with the general working of Companies stand notified.

The existing Articles of Association of the Company is based on table A of the Companies Act, 1956 and with the implementation of Companies Act, 2013, the Company proposes to adopt table F of Schedule I of the Companies Act, 2013 and according propose to alter / amend the existing article 1(a) with the new article as set out in the Resolution.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No.11 of the Notice.

The Board commends the Special Resolution set out at Item No.11 of the Notice for approval by the shareholders.

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

**J Srinivasa Murthy**  
General Manager Finance  
and Company Secretary

Place : Hyderabad  
Date : 12th May, 2014

**Registered Office:**

Taj Krishna, Road No.1,  
Banjara Hills, Hyderabad 500 034.  
CIN: L40109AP1995PLC019349  
Email: tajgvkshares.hyd@tajhotels.com,  
Website: www.tajgvk.in  
Ph No.040-66662323 Extn: 3664

**ANNEXURE**

Details of Directors seeking appointment / re-appointment at the forthcoming Annual General Meeting of the Company (Pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges)

Name of the Director	Dr. Raymond N Bickson	Mr. Anil P Goel	Mr. A Rajasekhar	Mr. C D Atha	Mrs. Shalini Bhupal
Date of Birth	16.12.1955	20.05.1957	26.09.1968	02.07.1945	21.07.1963
Date of Appointment	26.07.2011	26.07.2011	03.02.2014	12.05.2014	16.06.2014
Qualifications	Advanced Management Program at Harvard Business School in Boston. Studied at the Goethe Institute in Berlin, the Alliance Francaise in Paris, the Universite' de Sorbonne in Paris, L'ecole Hoteller, Lausanne, and Cornell University in New York.	Member of the Institute of Chartered Accountants of India	Masters in Law	M.A. I.A.S. (Retd)	B.A.
Expertise in specific functional areas	Versatile experience in the hotel operations. Worked in different continents and has global experience in hoteliering.	Finance, Accounts & Taxation	Finance and Corporate Advisory	Finance and Administration	Interior designing, Administration & General Management
List of Companies in which outside Directorship held as on 31.03.2014	1) The Indian Hotels Company Ltd. 2) Oriental Hotels Ltd 3) Benaras Hotels Ltd. 4) Taj Trade Transport Company Ltd. 5) Roots Corporation Ltd. 6) Taj safaris Ltd. 7) Taj Sats Air Catering Ltd. 8) TAL Hotels & Resorts Ltd. 9) Taj International Hotels (H.K) Ltd. 10) United Hotels Ltd. 11) St.James Court Hotel Ltd. 12) Piem Hotels Ltd.	1) The Indian Hotels Company Ltd. 2) TIFCO Holdings Ltd. 3) Taj Kerala Hotels & Resorts Ltd. 4) Piem Hotels Ltd. 5) Roots Corporation Ltd. 6) Taj Sats Air Catering Ltd. 7) Kaveri Retreat & Resorts Ltd. 8) Oriental Hotels Ltd.	NIL	1) Anand Rathi Financial Services Ltd. 2) Emami Cement Ltd. 3) Aryan Global Beneficiation Company Ltd 4) GVK EMRI	1) Pinakini share & Stock Brokers Ltd
Chairman/Member of the *Committees of other Companies on which he is a Director as on 31.03.2014	<b>Audit Committee:</b> Chairman Roots Corporation Ltd. Taj Sats Air Catering Ltd. Taj Safaris Ltd. Taj Trade and Transport Company Ltd.	<b>Audit Committee:</b> Member Taj SATS Air Catering Ltd. Roots Corporation Ltd. Piem Hotels Ltd.	NIL	<b>Audit Committee:</b> Chairman Emami Cement Ltd. <b>Nomination &amp; Remuneration Committee</b> Chairman Emami Cement	NIL

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

**E-Voting instructions:-**

1. The Company Pursuant to Section 108 of Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, is extending e-voting facility for its Members to enable them to cast their vote electronically instead of participating and voting physically in the Annual General Meeting. The Company has appointed Mr. Narender Gandhari, Practicing Company Secretary who in the opinion of the Board is a duly qualified person, as a Scrutinizer who will collate the electronic voting process in a fair and transparent manner.
2. The e-voting facility will be available at the link <http://evoting.karvy.com> during the voting period.
3. The login ID and password for e-voting along with process, manner and instructions for e- voting is being sent to the members who have not registered their e-mail IDs with the Company / their respective Depository Participants. Those members who have registered their e-mail IDs with the Company / their respective Depository Participants are being forwarded the login ID and password for e-voting along with process, manner and instructions by e-mail.
4. Members are requested to note that the e-voting will open on July 25, 2014 at 9.00 a.m. and shall remain open for 4 days i.e. upto July 28, 2014 at 6.00 p.m. E-voting shall not be allowed beyond 6.00 p.m on July 28, 2014.
5. The procedure and instructions for e-voting are as follows:
  - i. Open your web browser during the voting period and navigate to '<https://evoting.karvy.com>'
  - ii. Enter the login credentials (i.e., user-id & password) provided to you as mentioned overleaf.
  - iii. Please contact toll free NO. 1-800-34-54-001 for any further clarifications.
  - iv. After entering these details appropriately, click on "LOGIN".
  - v. Members holding shares in Demat/Physical form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password can be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through Karvy Computershare Private Limited e-Voting platform. System will prompt you to change your password and update any contact details like mobile number, email ID etc on 1st login. You may also enter the Secret Question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - vi. You need to login again with the new credentials.
  - vii. On successful login, system will prompt to select the 'Event' i.e., 'Company Name'.
  - viii. If you are holding shares in Demat form and had logged on to "<https://evoting.karvy.com>" and casted your vote earlier for any company, then your exiting login id and password are to be used.
  - ix. On the voting page, you will see Resolution Description and against the same the option 'FOR/AGAINST/ ABSTAIN' for voting. Enter the number of shares (which represents number of votes) under 'FOR/AGAINST/ ABSTAIN' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR/AGAINST' taken together should not exceed your total shareholding. If the shareholder do not wants to cast, select 'ABSTAIN'
  - x. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
  - xi. Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
  - xii. Corporate/Institutional members (corporate/FIs/Flls/Trust/Mutual Funds/Banks, etc) are required to send scan (PDF format) of the relevant Board resolution to the Scrutinizer through e-mail to [pcstajgvk@gmail.com](mailto:pcstajgvk@gmail.com) with copy to [evoting@karvy.com](mailto:evoting@karvy.com). The file scanned image of the Board Resolution should be in the naming format "Corporate Name\_ Event no."

Once the vote on the resolution is cast by the shareholder, he shall not be allowed to change it subsequently.



**TAJGVK  
TAJGVK Hotels & Resorts Limited**

CIN : L40109AP1995PLCO19349

Registered Office: Taj Krishna, Road No.1, Banjara Hills, Hyderabad-500034. Ph No.: 040-6662323,  
Fax No.: 040-66625364, Email: tajgvkshares.hyd@tajhotels.com; website: www.tajgvk.in

**NOTICE OF THE 19<sup>TH</sup> ANNUAL GENERAL MEETING,  
BOOK CLOSURE AND E-VOTING INFORMATION**

Notice is hereby given that the 19<sup>th</sup> Annual General Meeting (AGM) of the members of the Company is scheduled to be held on Friday, the 1<sup>st</sup> August 2014 at 11.30 a.m. at Sri Sathya Sai Nigamagaram, 8-3-987/2, Srinagar Colony, Hyderabad - 500 073 to transact the business as set out in the notice of the AGM. The Notice convening the meeting together with the Annual Report for the Financial Year 2013-14 has been dispatched to all the members.

Notice is further given pursuant to the provisions of Section 91 of the Companies Act, 2013 read with the Rule 10 of the Companies (Management and Administration) Rules, 2014, that the Register of Members and the Share Transfer Books of the Company will remain closed from 28<sup>th</sup> July 2014 to 1<sup>st</sup> August 2014 (both days inclusive) for the purpose of 19<sup>th</sup> Annual General Meeting of the Company and also to determine the members eligible for receiving dividend for the Financial Year 2013-14, if declared at the ensuing Annual General Meeting. The dividend will be paid to the shareholders whose names appeared on the Register of Members / record of Depositories at the close of business hours of Friday, 25<sup>th</sup> July 2014. The Annual Report and other communications sent electronically have been displayed on the Company's website [www.tajgvk.in](http://www.tajgvk.in).

Notice is further given pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 the Company is pleased to provide members facility to exercise their right to vote at the 19<sup>th</sup> AGM by electronic means on all the resolutions set forth in the Notice.

The e-voting rights of members shall be reckoned on the cutoff date, which is June 20, 2014.

The e-voting facility will be available at <http://evoting.karvy.com> from 9.00 a.m. on Friday the 25<sup>th</sup> July 2014 to 6.00 p.m. on Monday the 28<sup>th</sup> July 2014. E-voting shall not be allowed beyond 6.00 p.m. on 28<sup>th</sup> July 2014.

The login ID and password for e-voting along with process, manner and instructions has been dispatched together with the Notice through a separate communication, by Registered Post to the members, who have not registered their email IDs with the Company / Depository Participant(s). Those members who have registered their email IDs with the Company / their respective Depository Participant(s) were provided the login ID and password for e-voting along with process, manner and instructions by email. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual for shareholders available at the download section of <http://evoting.karvy.com> or contact Mr. Ramesh Deshpande at KARVY, Email id:- [evoting@karvy.com](mailto:evoting@karvy.com) or on Telephone No. 1800 345 4001 (toll free).

Members are requested to intimate immediately **any change in their addresses** and also the queries relating to Share Transfer & other related Correspondence to the Company's Registrar & Share Transfer Agents at their address at:

**Karvy Computershare Pvt. Ltd.**  
Plot No. 17-24, Vittal Rao Nagar, Madhapur, Hyderabad - 500 081  
Tel: 040 23420815 - 28, Fax: 040 23420859  
Email: [mailmanager@karvy.com](mailto:mailmanager@karvy.com); [einward.ris@karvy.com](mailto:einward.ris@karvy.com)

By order of the Board of Directors  
For **TAJGVK Hotels & Resorts Limited**  
Sd/-  
**J Srinivasa Murthy**  
General Manager - Finance & Company Secretary

Place : Hyderabad  
Date : July 17, 2014

TAJ KRISHNA TAJ DECCAN TAJ BANJARA TAJ CHANDIGARH TAJ CLUB HOUSE VIVANTA BY TAJ BEGUMPET

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