

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 www.tajgvk.in

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 24.04.2025**. 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 Wholetime 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 26.04.2025. 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 the website of NSDL at www.evoting.nsd.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 and www.nseindia.com. The resolutions so passed shall be deemed to be passed on the last date of the remote e-voting i.e., 24.04.2025.

SPECIAL BUSINESS:

Item No.1: Appointment of Mrs. G Indira Krishna Reddy (DIN:00005230) as Director (Non-Executive and Non-Independent Director) of the Company:

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, and based on the consent given by her being eligible and not debarred to be appointed as a Director and on the recommendation of the Nomination and Remuneration Committee and appointment by the Board of Directors, the consent and approval of the shareholders, by way of special resolution, be and is hereby accorded to the appointment of **Mrs. G. Indira Krishna Reddy (DIN:00005230)**, as Director of the company to hold the office of director liable to retire by rotation with effect from **25th April, 2025**.

“RESOLVED FURTHER THAT a specific consent and approval of the Shareholders be and is hereby accorded to the appointment of Mrs. G. Indira Krishna Reddy as Director of the company who has already crossed the age of over 75 years on the date of appointment as Director liable to retire by rotation.

“RESOLVED FURTHER THAT any one of the Directors of the Company and / or Mr. J Srinivas Murthy, CFO & Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

“RESOLVED FURTHER THAT Mr. J Srinivas Murthy, CFO & Company Secretary of the Company be and are hereby severally authorized to do all acts, deeds, matters and things as may be necessary, proper or desirable or expedient to give effect to the above resolution.”

Place: Hyderabad
Date: 12-03-2025

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 **Wednesday, 19th March 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 **Wednesday, 26th March, 2025 at 09:00 A.M. (IST)** and will close on **Thursday, 24th April, 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, in the relevant section of the website of BSE at www.bseindia.com and NSE at www.nseindia.com on which the equity shares of the Company are listed and on the website of NSDL at 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 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. 24th April, 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. 24th April, 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 on **26th March, 2025 at 09:00 A.M. (IST)** and ends on **24th April, 2025 at 05:00 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. **19th March, 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 19th March, 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. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ 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 “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e- Voting service provider i.e. NSDL 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 https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e- Voting service provider 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> <p>4) Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div data-bbox="837 1503 1023 1615" style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>

<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<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 https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com 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 & 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 www.cdslindia.com and click on login & 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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be 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>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<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
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33</p>

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 133358 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.
 - b."Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, click on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-voting will open.

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

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 133358 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 vidyaraniansociates@gmail.com with a copy marked to 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.

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), AADHAAR (self-attested scanned copy of Aadhaar Card) by email to 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), AADHAAR (self-attested scanned copy of Aadhaar Card) to 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 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: 12-03-2025

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”), sets out all material facts relating to the business mentioned under Item No.1 of the accompanying Notice dated 12th March, 2025.

Item No.1 - Appointment of Mrs. G. Indira Krishna Reddy (DIN:00005230) as Director of the company under the category of Non-Executive and Non-Independent Director of the Company and whose office is liable to retire by rotation.

The shareholders are informed that Mrs. G. Indira Krishna Reddy (DIN: 00005230) was appointed as the first Managing Director of TAJ GVK Hotels & Resorts Limited for a term of 5 years at the Board meeting held on 8th May, 2000. Subsequently she was re-appointed for further terms of 5 years in the year 2005, 2010, 2015 and 2020.

Mrs. G Indira Krishna Reddy’s (DIN:00005230) current term as Managing Director will be up to 24th April, 2025 after completing her 5-year term. The Company proposes to appoint her as Director liable to retire by rotation and to hold the office of Director with effect from 25th April, 2025 and subject to approval of the shareholders in a general meeting.

Brief Profile of Mrs. G Indira Krishna Reddy:

Mrs. G Indira Krishna Reddy is a Science Graduate and has more than 40 years of versatile experience in fields of Project Development, Finance, Strategy and Administration. Mrs. G Indira Krishna Reddy is currently on the Board of following companies as Director.

S. No.	Name of the Company	Designation
1	GVK Properties & Management Company Pvt Ltd	Director
2	GVK City Pvt Ltd	Director
3	Green Woods Palaces and Resorts Pvt Ltd	Director
4	Green Pathways Consultants Pvt Ltd	Director

During her tenure as Managing Director, the company has successfully grown from 2 hotels to 7 hotels. Presently under her guidance, the company has taken up renovation works at Taj Krishna, Taj Deccan and Taj Chandigarh and construction of proposed 5-star deluxe hotel project at the Yelahanka, Bangalore.

She has consistently demonstrated a strong commitment to the Company, providing valuable insights and contributing meaningfully to the Board’s deliberations and strategic initiatives over the years. Based on the skills, competence and expertise required for the Board in the context of the business and sector of the Company, the Nomination & Remuneration Committee (NRC) has recommended to the Board that her qualifications and rich experience meets the skills and capabilities required for the role of Non-Executive Director of the Company. Accordingly, the Board is of the view that based on her extensive understanding of the business and rich experience, she provides meaningful insights for the company’s future growth. Further, the Board on recommendation of Nomination and Remuneration Committee has determined that the appointment of Mrs. G Indira Krishna Reddy would be beneficial to the Company.

Based on the recommendation of the NRC and subject to the approval of the shareholders in general meeting, the Board has approved the appointment of Mrs. G. Indira Krishna Reddy (DIN: 00005230) as Director of the company and whose office is liable to retirement by rotation. She continues to possess the identified core skills, expertise and competencies fundamental to the effective discharge of her role as a Non- Executive Director of the Company and her association would be of immense benefit to the Company.

Accordingly, Mrs. G. Indira Krishna Reddy will hold the office of Director as Non- Executive Director of the Company with effect from 25th April 2025, subject to the approval of the Members by way of Special Resolution.

The Company has, in terms of Section 160(1) of the Act, received notice from the Member proposing her candidature for the office of Director.

The Company has received necessary declaration from Mrs. G. Indira Krishna Reddy. She has also confirmed that she is not disqualified from being appointed as Director, in terms of the provisions of Section 164 (2) of the Act and is not debarred from holding the office of Director by virtue of any order passed by SEBI or any other authority and have given her consent to act as Director of the Company.

The documents for inspection shall be available through electronic mode. The same shall also be available for inspection to the Members on sending a request along with their DP/Client ID or folio number from their registered email address to the company at tajgvkshares.hyd@tajhotels.com and are also uploaded on the website of the Company at www.tajgvk.in .

Pursuant to Regulation 36(3) of SEBI Listing Regulations and Para 1.2.5 of Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India (ICSI), requisite particulars of Mrs. G. Indira Krishna Reddy including her profile and specific areas of expertise are given in this Notice as “Annexure-1”.

In terms of regulation 17(1C) of the SEBI (LODR) Regulations as amended to date, every appointment of the Director by listed company is mandatorily required to take approval of the shareholders in the next general meeting or within a time period of 3 months from the date of appointment, whichever is earlier. Accordingly, the appointment of Mrs. G. Indira Krishna Reddy (DIN: 00005230) as Director liable to retire by rotation is being placed before the shareholders for approval through postal ballot remote e-voting.

Further, as per regulation 17(1A) of the SEBI (LODR) Regulations, no listed entity shall appoint any person as non-executive director who has attained the age of seventy-five years unless a special resolution is passed to that effect by the company in general meeting. Since Mrs. G. Indira Krishna Reddy (DIN:00005230) has crossed the age of seventy-five as on the date of appointment, the company proposes to take the specific approval of the shareholders through postal ballot remote e-voting by passing a special resolution.

The Board of Directors recommends the resolution as set out as Item No.1 in the Notice for approval of Members as a **Special Resolution**.

Apart from Mrs. G Indira Krishna Reddy, who is directly interested being the appointee, along with her relatives i.e. Dr. GVK Reddy Chairman, Mrs. Shalini Bhupal, Joint Managing Director, Mr. Krishna R Bhupal, Director and Mr. Anoop Vrajlal Mehta, Director are also considered as interested in this resolution. Other than the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way concerned or interested, financially or otherwise, in the said resolution.

Place : Hyderabad
Date: 12-03-2025

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

J Srinivas Murthy
CFO & Company Secretary

ANNEXURE - 1

Disclosure of information pursuant to Regulation 30 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:

Name of the Director	Mrs. G Indira Krishna Reddy
DIN	00005230
Date of Birth and Age	17-10-1944 (80 years)
Date of first Appointment in the Board	She was first appointed as Managing Director on 8th May 2000 and subsequently re-appointment as Managing Director in the years 2005, 2010, 2015 and 2020. Now in the Board meeting held on 12th March 2025 subject to the approval of the shareholders in the general meeting, the Board on the recommendation of the Nomination and Remuneration Committee appointed Mrs. G. Indira Krishna Reddy as Non-Executive and Non-Independent Director with effect from 25th April, 2025.
Qualifications	B.Sc.
Expertise in specific functional areas	<p>Mrs. G Indira Krishna Reddy, is the Promoter Director of the company and she is the Managing Director of the company since 2000.</p> <p>During her tenure as Managing Director the company successfully executed the TAJ Chandigarh, TAJ Club House, Chennai and Vivanta by TAJ Begumpet, Hyderabad, TAJ Sanctacruz Hotel projects and now constructing the Yelahanka hotel project, Bengaluru. Taking into account her extensive experience in project Management and Finance, Strategy and Administration, her proposed appointment as Non-Executive Director of the company will be in the best interests of the Company.</p>
Relationship with other Directors and other Key Managerial Personnel of the Company	Dr GVK Reddy, Chairman, Mrs. Shalini Bhupal, Joint Managing Director, Mr. Krishna R Bhupal, Director and Mr. Anoop Vrajlal Mehta, Director are interested and concerned in this resolution.
Nature of appointment (appointment/ reappointment)	Appointment
Terms and Conditions of appointment/ reappointment	Appointment of Mrs. G. Indira Krishna Reddy as Non-Executive and Non-Independent Director of the company with effect from 25th April 2025 and her office is liable to retire by rotation.
Remuneration last drawn by such person, if applicable and remuneration sought to be paid	As Managing Director she was drawing remuneration as approved by the Shareholders of the company. Her term as Managing Director will be upto 24th April 2025. No remuneration is proposed to be paid to the Non -Executive Director other than the sitting fees payable.
Shareholding in the Company	10,000 equity shares
The number of Meetings of the Board attended during the year	5 out of 5
List of Companies in which outside Directorship held as on 12.03.2025	<ol style="list-style-type: none"> 1) GVK Properties & Management Company Pvt Ltd 2) GVK City Pvt Ltd. 3) Green Woods Palaces and Resorts Pvt Ltd 4) Green Pathways Consultants Pvt Ltd
Chairman / Member of the *Committees of other Companies on which she is a Director as on 12.03.2025	NIL