

# Notice of 30th Annual General Meeting (AGM)

Notice is hereby given that the **30TH ANNUAL GENERAL MEETING of TAJ GVK HOTELS & RESORTS LIMITED** will be held on **Friday, the 12th September, 2025 at 11.00 A.M.** through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following business. The venue of the meeting shall be deemed to be the registered office of the Company situated at Taj Krishna, Road No.1, Banjara Hills, Hyderabad – 500 034.

## ORDINARY BUSINESS:

To consider and if thought fit, to pass with or without modification(s), the following resolution(s) No.1 to 3 as **Ordinary Resolution(s)**:

- 1) To receive, consider and adopt the Standalone and Consolidated Audited Profit and Loss Account for the year ended March 31, 2025 and the Balance Sheet and Cash Flow Statement as on that date, together with the Reports of Board Directors’ and Auditors’ thereon.
- 2) To consider and declare dividend of Rs.2/- per equity share (i.e. 100%) on the paid equity share of Rs.2/- each of the company for the financial year ended March 31, 2025.
- 3) To appoint a Director in place of **Mr. Anoop Vrajlal Mehta** (DIN:00107044) who retires by rotation and being eligible, offers himself for re-appointment as Director, liable to retire by rotation.
- 4) To consider and if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution**:  
To appoint a Director in place of **Dr. GVK Reddy** (DIN:00005212) who retires by rotation and being eligible, offers himself for re-appointment as Director, liable to retire by rotation.

## SPECIAL BUSINESS:

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

**“RESOLVED THAT** pursuant to the provisions of Sections 204 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), read with Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended from time to time, pursuant to recommendation of the Audit Committee and the Board of Directors, consent of the members of the Company be and is here by accorded for appointment of **M/s. Vidya Rani & Associates**, Practicing Company Secretaries (Certificate of Practice No.15135) (Peer Review Certificate No.4157/2023) as the Secretarial Auditors of the Company for a period of 5 (Five) consecutive years from the conclusion of this 30th Annual General Meeting till the conclusion of the 35th Annual General Meeting of the Company to be held in Financial year 2030 (i.e., for the Financial Year from 2025–2026 to 2029–2030) on such remuneration as recommended by the Audit Committee and as may be mutually agreed between the Board of Directors of the Company and Secretarial Auditors.”

**“RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient or incidental for the purpose of giving effect to this resolution and to settle any question or difficulty in connection herewith and incidental hereto.”

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule IV to the 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 Obligation and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors, **Mrs. Dinaz Noria** (DIN:00892342), who has given her consent and submitted a declaration that she meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of SEBI Listing Regulations, and in respect of whom the Company has received a Notice in writing from a Member under section 160(1) of the Act proposing her candidature for the office of Director and being eligible, be and is hereby re-appointed as an Independent Director of the Company, to hold office for the second term of 5 years commencing from 1st August, 2025 to 31st July, 2030 (both days inclusive) and she is not liable to retire by rotation.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) and the Company Secretary be and are hereby 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.”

- 7) To consider and if thought fit, to pass, with or without modification(s), the following resolution, for payment of commission to the Non-Executive Independent Director(s), as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 197, 198 and other applicable provisions of the Companies Act, 2013 ('the Act'), read with relevant rules and Regulation 17(6)(a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) upon the recommendation of the Nomination and Remuneration Committee and Board of Directors, consent and approval of the Members be and is hereby accorded to the company for payment and distribution of such sum by way of commission as the Board of Directors determine and as computed in the manner laid down in Section 198 of the Act, any statutory modifications) or re-enactment thereof, not exceeding in aggregate, 1% per annum of the net profits of the Company for the financial year 2024-2025 to Non-Executive Independent Director(s) of the Company, in addition to the sitting fee for attending the meetings of the Board of Directors or Committees Meetings thereof, keeping in view the profitability and performance of the company, as per the remuneration policy of the Company."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) and the Company Secretary be and is hereby authorised to do all acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

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

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203, Schedule V and other applicable provisions, if any of the Companies Act, 2013 (Act), including any statutory amendment, modifications, or re-enactment thereof for the time being in force and subject to such other requisite approvals, as may be required, the consent and approval of Members be and is hereby accorded for the appointment of **Mrs. Shalini Bhupal** (DIN:00005431) as Managing Director and CEO of the company for a period of 5 years effective from 25th April, 2025, including the remuneration payable to her as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company, on the terms and conditions as under".

#### **I. Period of Appointment**

The appointment is for a period of 5 years with effect from 25th April, 2025.

#### **II. Remuneration**

- a. Salary: Basic pay shall be Rs.27,00,000/- per month
- b. Basic Scale: Rs.27,00,000 – Rs.200,000 – Rs.35,00,000

#### **III. Perquisites & Allowances**

In addition to the salary payable, the Managing Director shall also be entitled to perquisites and allowances like house rent allowance; house maintenance allowance, together with reimbursement of expenses or allowances for utilities such as gas, electricity, water, furnishings, air-conditioning and repairs, all of which may be hired or owned; medical reimbursement; club fees, foreign travel 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 **Mrs. Shalini Bhupal**, all such perquisites and allowances will be subject to a maximum of 125% of her annual Basic salary.

#### **IV. Minimum Remuneration**

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of the Appointee, the Company has no profits or its profits are inadequate, the Company shall pay remuneration by way of salary, perquisites and allowances as specified above as minimum remuneration payable to the Managing Director of the company.

#### **V. Commission**

In addition to the salary, perquisites and allowances payable, the Managing Director is also entitled to a Commission, payable @ 1% on the net profits after tax of the Company, subject to the overall ceilings stipulated in Sections 196, 197, 198, 203 and read with Schedule V of the Companies Act, 2013.

#### **VI. Annual Bonus**

In addition to the salary, perquisites and allowances, commission payable, the Managing Director is also entitled for an Annual Bonus based on the performance of the company and subject to the approval of the Nomination and Remuneration Committee and Board. All the payments made to **Mrs. Shalini Bhupal** shall be within the overall ceilings stipulated in Sections 196, 197, 198, 203 and read with Schedule V of the Companies Act, 2013.

## VII. Other Terms & Conditions

- i) For the purposes of calculating the above overall ceiling, perquisites and allowances shall be as per Income Tax Rules, wherever applicable; in the absence of any such Rules, perquisites and allowances shall be evaluated at actual cost or hire charges.
- ii) **Mrs. Shalini Bhupal** is entitled for travelling in India or Aboard, boarding and lodging including attendants during business trips and provision for use of the Company's car for official duties and telephone at residence (including payment for local calls and long-distance official calls) shall not be included in the computation of perquisites for the purpose of calculating the said ceiling.
- iii) If at any time, **Mrs. Shalini Bhupal** ceases to be a Director of the Company for any reason whatsoever, she shall also cease to be the Managing Director of the Company.
- iv) Company's contribution to Provident Fund and Superannuation or Annuity Fund, to the extent these either singly or together are not taxable under the Income Tax Act. She is also entitled for Gratuity payable as per the rules of the Company and encashment of leave at the end of the tenure. All these shall be included in the computation of ceilings prescribed under section 196, 197, 198, 203 and read with Schedule V of the Companies Act.
- v) The terms and conditions of the said appointment may be altered and varied from time to time by the Board and on the recommendation of the Nomination and Remuneration Committee subject to the approval of the shareholders, deem fit, in accordance with and within the overall limits prescribed under section 196, 197, 198, 203 and read with Schedule V of the Companies Act.
- vi) The Managing Director shall not be entitled to supplement her income with any buying or selling commissions. She shall not become interested or otherwise concerned directly or through her family members / relatives if any, in any selling agency of the Company, without the prior approval of the Board / Shareholders or Government.

**"RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, appropriate and desirable to give effect to this resolution and delegate to any Director or any officer of the Company for obtaining necessary permission and approvals, if any, in this connection from Government and / or any authorities."

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

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203, Schedule V and other applicable provisions, if any of the Companies Act, 2013 (Act), including any statutory amendment, modifications or re-enactment thereof for the time being in force and subject to such other requisite approvals, as may be required, the consent and approval of Members be and is hereby accorded for the appointment of **Mr. Krishna Ram Bhupal** (DIN:00005442) as the "Whole Time Director" designated as Joint Managing Director and Key Managerial Person of the company for a period of 5 years effective from 25th April, 2025, including the remuneration payable to him as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company, on the terms and conditions as under".

### I. Period of Appointment

The appointment is for a period of 5 years with effect from 25th April, 2025.

### II. Remuneration

- a. Salary: Basic pay shall be Rs.23,00,000/- per month.
- b. Basic Scale : Rs.23,00,000– Rs.2,00,000– Rs.31,00,000

### III. Perquisites & Allowances

In addition to the salary payable, the Joint Managing Director shall also be entitled to perquisites and allowances like house rent allowance; house maintenance allowance, together with reimbursement of expenses or allowances for utilities such as gas, electricity, water, furnishings, air-conditioning and repairs, all of which may be hired or owned; medical reimbursement; club fees, foreign travel and leave travel concession for himself and his 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 **Mr. Krishna Ram Bhupal**, all such perquisites and allowances will be subject to a maximum of 125% of his annual Basic salary.

### IV. Minimum Remuneration

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of the Appointee, the Company has no profits or its profits are inadequate, the Company shall pay remuneration by way of salary, perquisites and allowances as specified above as minimum remuneration payable to the Joint Managing Director of the company.

#### V. Commission

In addition to the salary, perquisites and allowances payable, the Joint Managing Director is also entitled to a Commission, payable @ 1% on the net profits after tax of the Company, subject to the overall ceilings stipulated in Sections 196, 197, 198, 203 and read with Schedule V of the Companies Act, 2013.

#### VI. Annual Bonus

In addition to the salary, perquisites and allowances, commission payable, the Joint Managing Director is also entitled for an Annual Bonus based on the performance of the company and subject to the approval of the Nomination and Remuneration Committee and Board. All the payments made to **Mr. Krishna Ram Bhupal** shall be within the overall ceilings stipulated in Sections 196, 197, 198, 203 and read with Schedule V of the Companies Act, 2013.

#### VII. Other Terms & Conditions

- i) For the purposes of calculating the above ceiling, perquisites and allowances shall be evaluated as per Income Tax Rules, wherever applicable; in the absence of any such Rules, perquisites and allowances shall be evaluated at actual cost or hire charges.
- ii) Expenses incurred for travelling, boarding and lodging including attendants during business trips and provision for use of the Company's car for official duties and telephone at residence (including payment for local calls and long distance official calls) shall not be included in the computation of perquisites for the purpose of calculating the said ceiling. The appointee is entitled for one foreign trip per year which shall not be part of the perquisites.
- iii) Company's contribution to Provident Fund and Superannuation or Annuity Fund, to the extent these either singly or together are not taxable under the Income Tax Act. He is also entitled for Gratuity payable as per the rules of the Company and encashment of leave at the end of the tenure. All these shall be included in the computation of ceilings prescribed under section 197, 198 and read with Schedule V of the Companies Act.
- iv) The terms and conditions of the said appointment may be altered and varied from time to time by the Board and on the recommendation of the Nomination and Remuneration Committee (NRC) and subject to the approval of the shareholders, deem fit, in accordance with and within the overall limits prescribed under section 197, 198, 203 and read with Schedule V of the Companies Act.
- v) If at any time the Joint Managing Director ceases to be a Director of the Company for any reason whatsoever, he shall also cease to be Joint Managing Director of the company.
- vi) The Joint Managing Director shall not be entitled to supplement his income with any buying or selling commissions. He shall not become interested or otherwise concerned directly or through his spouse and / or minor children, if any, in any selling agency of the Company, without the prior approval of the Board / Shareholders or Government.

**"RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, appropriate and desirable to give effect to this resolution and delegate to any Director or any officer of the Company for obtaining necessary permission and approvals, if any, in this connection from Government and / or any authorities."

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

Place : Hyderabad  
Date : 01.08.2025

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



# Notes

1. The Ministry of Corporate Affairs, Government of India ("MCA") has vide its circular No. 9/2024 dated September 19, 2024, read with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 28, 2022 and September 25, 2023 (collectively referred to as "MCA Circulars") allowing, inter-alia, conducting of AGMs through Video Conferencing / Other Audio-Visual Means ("VC / OAVM") facility on or before September 30, 2025, in accordance with the requirements provided in paragraphs 3 and 4 of the MCA General Circular dated May 5, 2020. The Securities and Exchange Board of India ("SEBI") also vide its Circular No. SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2024/133 dated October 3, 2024 ("SEBI Circular") has provided certain relaxations from compliance with certain provisions of the Listing Regulations. In compliance with these Circulars, provisions of the Act and Listing Regulations, the 30th AGM of the Company is being conducted through VC / OAVM facility, without the physical presence of Members at a common venue. The deemed venue for the 30th AGM shall be the Registered Office of the Company.

As the AGM shall be conducted through VC / OAVM, the facility for appointment of Proxy by the Members is not available for this AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.

2. In compliance with the aforementioned provisions of the Act and Listing Regulations, electronic copy of the Annual Report for the Financial Year 2024-25 is being sent to all the Members whose e-mail addresses are registered with the Company / Depository Participant(s) for communication purposes. In compliance with the aforementioned provisions of the Act and Listing Regulations, electronic copy of the Annual Report for the Financial Year 2024-25 is being sent to all the Members whose e-mail addresses are registered with the Company / Depository Participant(s) for communication purposes.
3. Pursuant to Section 113 of the Companies Act, 2013, Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution / Authorization etc., authorizing its representative to attend the AGM through VC / OAVM and vote on its behalf. The said Resolution / Authorization shall be sent to the Company at [tajgvkshares.hyd@tajhotels.com](mailto:tajgvkshares.hyd@tajhotels.com) or to Venture Capital and Corporate Investments Private Limited, Registrar and Share Transfer Agents at [info@vccipl.com](mailto:info@vccipl.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
4. The Members can join the AGM in the VC / OAVM mode 30 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The Members will be able to view the proceedings on the National Securities Depository Limited's ('NSDL') e-Voting website at [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The facility of participation at the AGM through VC / OAVM will be made available to at least 1,000 Members on a first come first served basis as per the MCA Circulars. The detailed instructions for joining the Meeting through VC / OAVM form part of the Notes to this Notice.
5. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act") with respect to Item no. 5 to 9 of the Notice forms part of this Notice. The Board of Directors has considered and decided to include Item No. 5 to 9 as given above as Special Business in the forthcoming AGM as it is unavoidable in nature. The relevant details as set out under Item Nos. 3 to 4 and 6 to 9 of the Notice pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") in respect of the Directors seeking appointment / re-appointment / re-designation at this AGM, are also part of this Notice.
6. Participation of members through VC will be reckoned for the purpose of quorum for the AGM as per section 103 of the Companies Act, 2013 ("the Act").
7. The Register of Directors and Key Managerial Personnel (KMP) and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested under Section 189 of the Act and all other documents referred to in the Notice can be inspected in electronic mode by sending a request on email to [tajgvkshares.hyd@tajhotels.com](mailto:tajgvkshares.hyd@tajhotels.com).
8. Record Date and Dividend:

The Company has fixed **8th September, 2025** as the 'Record Date' for determining entitlement of Members to Dividend for the financial year ended March 31, 2025, if approved at the AGM.

The Dividend of Rs.2/- per equity share on the face value of Rs.2/- each (100%), if approved at the AGM, will be paid subject to deduction of tax at source (TDS) on or after 15th September, 2025 by way of electronic mode as under:

  - a) For shares held in electronic form: To all the Beneficial Owners as of close of the business hours on 8th September, 2025, 2025 as per the list of beneficial owners to be furnished by the NSDL and CDSL and
  - b) For shares held in physical form: To all Members whose names appear in the Company's Register of Members, after giving effect to valid transmission and transposition in respect of valid requests lodged with the Company on or before the close of business hours on 8th September, 2025.

9. Pursuant to the Finance Act, 2020, dividend income is taxable in the hands of the shareholders and the Company is required to deduct TDS from dividend paid to the Members at prescribed rates in the Income Tax Act, 1961 ('the IT Act'). In general, to enable compliance with TDS requirements, Members are requested to complete and/or update their Residential Status, Permanent Account Number ('PAN'), Category as per the IT Act with their DPs or in case shares are held in physical form, with the Company / Venture capital and Corporate Investment Private Limited by sending documents along with the request in Form ISR-1 at its e-mail ID:info@vccipl.com or update the same by visiting the link: <https://www.vccipl.com/investorkiosk/investorLogin.html-form-15g-15h.html> or send email to investor.relations@vccipl.com on or before 5th September, 2025 in order to enable the Company to determine and deduct appropriate TDS / withholding tax rate. No communication/documents on the tax determination/ deduction shall be considered post 11:59 PM (IST) of 5th September, 2025. For the detailed process, please click here: <https://tajgvk.in/AGM-FY2024-25>.

A communication providing information and detailed instructions with respect to tax on the dividend for the financial year ended March 31, 2025 is also being sent separately to the Members of the Company whose e-mail addresses are registered with the Company/Depositories.

10. Members holding shares in electronic form are advised to keep the bank details updated with the respective Depositories, viz., NSDL and CDSL. Member holding shares in physical form are requested to update bank details with the Company's Registrar and Share Transfer Agents.
11. SEBI vide Circular dated November 3, 2021 (subsequently amended by circulars dated December 14, 2021, March 16, 2023 and November 17, 2023) mandated that security holders (holding securities in physical form), whose folio(s) do not have PAN, KYC details or Contact Details or Mobile Number or Bank Account Details or Specimen Signature updated, shall be eligible for any dividend payment in respect of such folios, only through electronic mode with effect from April 1, 2024, only upon furnishing the PAN, contact details including mobile number, bank account details and specimen signature.
12. Members are requested to submit PAN, or intimate all changes pertaining to their bank details, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, specimen signature (as applicable) etc., to their Depository Participant ("DP") in case of holding in dematerialized form or to Company's RTA through Form ISR-1, Form ISR-2 and Form ISR-3 (as applicable) available at <https://www.vccipl.com/investorkiosk/investorLogin.html> in case of holdings in physical form.
13. As per the provisions of the Act and applicable SEBI Circular, Members holding shares in physical form may file nomination in the prescribed Form SH-13 with RTA or make changes to their nomination details through Form SH-14 and Form ISR-3. In respect of shares held in dematerialised form, the nomination form may be filed with the respective DP. For relevant forms, please visit the Company's website at Shareholder's Corner - [www.tajgvk.in](http://www.tajgvk.in).
14. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Share Transfer Agents, M/s.Venture Capital and Corporate Investments Private Limited for assistance in this regard.
15. Members may please note that SEBI vide its Circular dated January 25, 2022 has mandated Listed Companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal / Exchange of securities certificate; Endorsement; Sub-division / Splitting of securities certificate; Consolidation of securities certificates / folios; Transmission and Transposition. Further SEBI vide its circular No.SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/65 dated May 18, 2022 has simplified the procedure and standardized the format of documents for transmission of securities. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4 & ISR-5, as the case may be. The format of which is available on the Company's website under the 'Investors' section.
16. SEBI vide Circular no. SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/131 dated July 31, 2023 (updated as on December 20, 2023) has specified that a Member shall first take up his/her/their grievance with the listed entity by lodging a complaint directly with the concerned listed entity and if the grievance is not redressed satisfactorily, the Member may, in accordance with the SCORES guidelines, escalate the same through the SCORES Portal in accordance with the process laid out therein. Only after exhausting all available options for resolution of the grievance, if the Member is not satisfied with the outcome, he / she / they can initiate dispute resolution through the Online Dispute Resolution ("ODR Portal"). Members are requested to take note of the same.
17. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to cancel the earlier nomination and record fresh nomination, he/she may submit the same in Form ISR-3 or Form SH-14. The said form can be downloaded from the Company's website at <https://www.tajgvk.in>

www.tajgvk.in. (under 'Investor Relations' section). Members are requested to submit the said form to their DP in case the shares are held by them in electronic form and to the RTA in case the shares are held in physical form, quoting your folio no.

18. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company's Registrar and Share Transfer Agents, the details of such folios together with the share certificates along with the requisite KYC documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.
19. Members holding shares in electronic form may please note that their bank details as furnished by the respective Depositories of dividend as per the applicable regulations of the Depositories and the Company will not entertain any direct request from such Members for change / deletion in such bank details. Further, instructions, if any, already given by them in respect of shares held in physical form, will not be automatically applicable to the dividend paid on shares held in electronic form. Members may, therefore, give instructions regarding bank accounts in which they wish to receive dividend to their Depository Participants ('DPs').
20. The Notice of AGM along with Annual Report for FY 2024-25, is available on the website of the Company at [www.tajgvk.in](http://www.tajgvk.in), on the website of Stock Exchanges i.e., Bombay Stock Exchange Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
21. In accordance with the provisions of Regulation 39(4) and Schedule VI of the SEBI (LODR) Regulations, the Company maintains a demat account namely 'Unclaimed Suspense Shares Demat Account' with Zen Securities Limited, Hyderabad.
22. Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unclaimed Dividend Account of the company, is liable to be transferred to the Investor Education and Protection Fund ("IEPF"). The shares in respect of such unclaimed dividend were also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members/Claimants are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority, in Form No. IEPF-5 available on [www.iepf.gov.in](http://www.iepf.gov.in). The Members/Claimants can file only one consolidated claim in a financial year as per the IEPF Rules.
23. All Corporate benefits on such shares including dividend shall be credited to the account of the IEPF Authority. The voting rights on shares lying in the Unclaimed Suspense Account shall remain frozen till the rightful owner of such shares establishes his / her title of ownership to claim the shares.

**Procedure for attending the AGM through VC / OAVM:**

24. Members will be able to attend the AGM through VC / OAVM or view the live webcast of AGM provided by NSDL at <https://www.evoting.nsdl.com> by using their remote e-voting login credentials and selecting the EVEN for Company's AGM. Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice. Further, Members can also use the OTP based login for logging into the e-voting system of NSDL.
25. Members are requested to join the Meeting through Laptops for better experience and will be required to allow camera and use internet with a good speed to avoid any disturbance during the meeting. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connected via mobile hotspot may experience audio/ video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of glitches.
26. Members may note that the VC / OAVM facility, provided by NSDL, allows participation of at least 1,000 Members on a first-come first-served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. can attend the AGM without any restriction on account of first-come-first served principle.
27. Members who need assistance before or during the AGM, can contact NSDL on [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)/ 1800-222-990 or contact Mr. Swapneel Puppala, Assistant Manager, NSDL at [swapneelp@nsdl.co.in](mailto:swapneelp@nsdl.co.in)/ +91 8951022700.

**Procedure to Raise Questions / Seek clarifications with respect to Annual Report:**

28. As the AGM is being conducted through VC / OAVM, members are encouraged to express their views / send their queries in advance mentioning their name, DP Id and Client Id/Folio No., e-mail id, mobile number at [tajgvkshares.hyd@tajhotels.com](mailto:tajgvkshares.hyd@tajhotels.com) to enable smooth conduct of proceedings at the AGM. Questions / Queries received by the Company on or before 10th September, 2025 on the aforementioned e-mail id shall only be considered and responded to during the AGM.

29. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP Id and Client Id / Folio No., PAN, mobile number at [tajgvkshares.hyd@tajhotels.com](mailto:tajgvkshares.hyd@tajhotels.com) on or before 10th September, 2025. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. Speakers are requested to submit their questions at the time of registration, to enable the Company to respond appropriately.

30. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, to ensure the smooth conduct of the AGM.

**Procedure for remote E-Voting and E-voting during the AGM:**

31. In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Members have been provided with the facility to cast their vote electronically through the e-voting provided by National Securities Depository Limited (NSDL), on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below.

32. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on 5th September, 2025, i.e. the date prior to the commencement of book closure, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice of AGM for information purpose only.

33. The remote e-voting period commences on **Tuesday, the 9th September, 2025 (9:00 A.M. IST) and ends on Thursday, the 11th September, 2025 (5:00 P.M. IST)**. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., **5th September, 2025**, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Members, the Member shall not be allowed to change it subsequently.

34. In addition, the facility for voting through electronic voting system shall also be made available during the AGM. Members attending the AGM who have not cast their vote by remote e-voting shall be eligible to cast their vote through e-voting during the AGM. Members who have voted through remote e-voting shall be eligible to attend the AGM, however, they shall not be eligible to vote at the meeting.

**The details of the process and manner for remote e-voting are explained herein below:**

**Step 1: Log-in to NSDL e-Voting system**

**A) Login method for e-Voting for Individual shareholders holding securities in demat mode:**

In terms of SEBI circular dated 9th December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.



Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider – NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>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 e-Voting service provider – NSDL and you will be redirected to e-Voting website of NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>4) Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol>
Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to 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.</li> <li>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN from a link in <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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Help desk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL

Login type	Help desk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL help desk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 022-48867000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL help desk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 1800225533

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. cast your vote electronically.
4. Your User ID details are given below:
  - a) For Members who hold shares in demat account with NSDL: 8 Character DP ID followed by 8 Digit Client ID (For example if your DP ID is IN300\*\*\* and Client ID is 12\*\*\*\*\* then your user ID is IN300\*\*\*12\*\*\*\*\*).
  - b) For Members who hold shares in demat account with CDSL: 16 Digit Beneficiary ID (For example if your Beneficiary ID is 12\*\*\*\*\* then your user ID is 12\*\*\*\*\*).
  - c) For Members holding shares in Physical Form: EVEN Number followed by Folio Number registered with the company (For example if folio number is 001\*\*\* and EVEN is 134991 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, your 'initial password' is communicated to you on your postal address
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](https://www.evoting.nsdl.com).
  - b. "Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](https://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.**

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. Select "EVEN" of company 134991 for which you wish to cast your vote during the remote e-voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC / OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-voting as the Voting page opens
4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### General Guidelines for shareholders

35. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority Letter etc., with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by email to [vidyaraniassociates@gmail.com](mailto:vidyaraniassociates@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). 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.
36. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on <https://www.evoting.nsdl.com> to reset the password.
37. In case of any queries, you may refer to the FAQs for Shareholders and e-voting user manual for Shareholders available at the download section of <https://www.evoting.nsdl.com> or call on 022-48867000 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

### C) 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) For Physical shareholders: Please provide necessary details like 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 Company's RTA at [info@vccipl.com](mailto:info@vccipl.com) or [tajgvkshares.hyd@tajhotels.com](mailto:tajgvkshares.hyd@tajhotels.com).
- 2) For Demat shareholders: Please update your email ID and mobile number with your respective Depository Participant (DP). Then provide DPID-Client ID (16-digit DPID + Client ID 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) by email to Company's RTA at [info@vccipl.com](mailto:info@vccipl.com) or [tajgvkshares.hyd@tajhotels.com](mailto:tajgvkshares.hyd@tajhotels.com).
- 3) If you are an individual member 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 and joining virtual meeting for Individual members holding securities in demat mode.
- 4) Alternatively, members may send a request to NSDL at [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring User ID and password for e-voting by providing above mentioned documents.
- 5) In terms of SEBI Circular dated 9th December 2020 on e-Voting facility provided by listed companies, individual members holding securities in demat mode are allowed to vote through their demat account maintained with Depository Participant(s). Members are required to update their mobile number and email address correctly in their demat account in order to access e-Voting facility.

### Step 3: Instructions for members for participating in the AGM through VC / OAVM are as under:

- a) The members will be provided with a facility to attend the AGM through VC/ OAVM through the NSDL e-Voting system. Members may access the same by following the steps mentioned above for "Access to NSDL e-Voting system". The link for VC/ OAVM will be available in "Shareholder/ Member login" where the EVEN ("E-voting Event Number") of the Company will be displayed. After successful login, the members will be able to see the link of ("VC/ OAVM") placed under the tab "Join Meeting" against the name of the Company. On clicking this link, the members will be able to attend the AGM. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID/ Password may retrieve the same by following the remote e-Voting instructions mentioned above in the notice, to avoid last minute rush.
- b) Members may join the Meeting through Laptops, Desktops, Smartphones and Tablets. Further, members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the Meeting. Members will need the latest version of Chrome, Safari, MS Edge or Firefox. Please note that participants connecting from Smartphones or Tablets or through Laptops connecting via mobile hotspot may experience Audio / Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to avoid any glitches.
- c) Member Queries with Respect to Annual Report or Businesses as Stated in the AGM Notice:
  - (i) For smooth conduct of AGM proceedings, Members who wish to receive information with respect to Company's Annual Report for the year 2024-25 or have questions with regard to the financial statements and the matters to be placed at this AGM, can send their request by providing their name, demat account number / folio number from their registered e-mail ID to [tajgvkshares.hyd@tajhotels.com](mailto:tajgvkshares.hyd@tajhotels.com) at least 48 hours in advance before the start of meeting i.e. by 10th September, 2025, before 1430 Hours (IST).
  - (ii) Members who wish to ask questions or express their views at the AGM may register themselves as a 'Speaker' by sending their request by providing their name, demat account number / folio number and mobile number from their registered e-mail ID to [tajgvkshares.hyd@tajhotels.com](mailto:tajgvkshares.hyd@tajhotels.com), at least 48 hours in advance before the start of meeting i.e. by 10th September, 2025, before 14.30 Hours (IST).

Those Members who have registered themselves as a speaker will only be allowed to speak at the Meeting. Members may note that the Company reserves the right to restrict the number of questions and number of speakers during the AGM, depending upon availability of time and for conducting the proceedings of the meeting smoothly.

- d) When a pre-registered speaker is invited to speak at the meeting, but he/ she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good internet speed.
- e) Instructions for members for e-Voting during the AGM:
- (i) Members may follow the same procedure for e-Voting during the AGM as mentioned above for remote e-Voting.
  - (ii) The facility of e-voting shall also be made available at the Meeting. Members attending the Meeting who have not already cast their vote by remote e-voting facility shall be able to exercise their right at the Meeting. If any votes are cast by the Member through the e-voting available during the AGM but the Member does not participate in the meeting through VC/OAVM facility, then the votes cast by such Member shall be considered invalid as the facility of e-voting during the meeting is available only to the Member attending the meeting.
  - (iii) The Members who have cast their vote by remote e-voting facility prior to the Meeting may also attend the Meeting but shall not be entitled to cast their vote again at the Meeting. If a Member cast their vote again, then votes cast through remote e-voting facility shall prevail and voting at the Meeting will be treated invalid.

The voting rights of the Members shall be in proportion to their share of the paidup Equity Share Capital of the Company as on the **cut-off date of Friday, the 5th September, 2025**. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting or voting at the AGM. Any person who has ceased to be the Member of the Company before the cut-off date will not be entitled for remote e-voting or voting at the Meeting. Any person, who becomes Member of the Company after dispatch of the Notice and holding shares as on the cut-off date, may obtain the login ID and password by sending a request at [info@vccipl.com](mailto:info@vccipl.com) or [tajgvkshares.hyd@tajhotels.com](mailto:tajgvkshares.hyd@tajhotels.com). However, if any Member is already registered with NSDL for e-voting then he/ she can use his/her existing user ID and password / PIN for casting their vote.

### 38. Other Instructions

- a. The e-voting period commences on **Tuesday, the 9th September, 2025 (9:00 A.M. IST) and ends on Thursday, the 11th September, 2025 (5:00 P.M. IST)**. During this period, Members holding shares either in physical form or in dematerialized form, as on **cut-off date i.e., 5th September, 2025**, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast the vote again.
- b. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of voting, either through remote e-voting or voting at the AGM through electronic voting system.
- c. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.
- d. The Company has appointed Mrs. V Vidya Rani, Practicing Company Secretary, (Membership No. ACS10897), Proprietor of M/s. Vidya Rani & Associates as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
- e. The result declared along with the Scrutinizer's Report shall be placed on the Company's website [www.tajgvk.in](http://www.tajgvk.in) and on the website of NSDL <https://www.evoting.nsdl.com> immediately. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and Bombay Stock Exchange Limited, where the shares of the Company are listed.

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

Place : Hyderabad  
Date : 01.08.2025

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



# Explanatory statement

In respect of the Special Business Pursuant to section 102(1) of the Companies Act, 2013 and also additional disclosures on appointment of Auditors for a regular term.

## Item No. 4:

Dr. GVK Reddy (DIN:00005212) is 88 years and he is Non-Executive & Non Independent Director, whose term of office is liable to retire by rotation. In order to comply with the provisions of Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, applicable from 1st April, 2019, the company passed the necessary special resolution through postal ballot approval dated 30th March, 2019 for his continuance as Director liable to retire by rotation. As per the approval of the members and in terms of section 152 of the Companies Act, 2013, Dr. GVK Reddy is liable to retire by rotation and he offered himself for reappointment at the ensuing AGM.

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

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

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

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

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

Dr. GVK Reddy's contribution to the growth of the company is immense and the Board felt his vast expertise, knowledge and guidance is required for the company. Accordingly, the Board of Directors of the Company recommend the resolution at **Item No.4** for approval of the members as **Special Resolution**. Apart from Dr. GVK Reddy, who is interested himself, Mrs. G Indira Krishna Reddy, Vice Chairperson, Mrs. Shalini Bhupal, Managing Director and Mr. Krishna Ram Bhupal, Joint Managing Director, are interested in the resolution being relatives, to the extent of their shareholding. Mr. Anoop Vrajlal Mehta, Director part of the Promoter Group is also interested in the resolution to the extent of his shareholding, if any. Apart from them none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way concerned or interested, financially or otherwise in the said resolution.

## Item No. 5:

In accordance with Section 204 of the Companies Act 2013, read with the rules framed thereunder, and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") as amended to date, every listed entity is required to undertake Secretarial Audit by a Peer Reviewed Secretarial Auditor who shall be appointed by the Members of the Company, on the recommendation of the Board of Directors, for a period of five consecutive years.

Based on the recommendation of the Audit Committee, the Board, at its Meeting held on 1st August, 2025, subject to the approval of the Members of the Company, approved appointment M/s. Vidya Rani & Associates, Practicing Company Secretaries (Certificate of Practice No.15135) (Peer review Certificate No.4157/2023) as Secretarial Auditors of the Company, for a term of five (5) consecutive years, to hold office of the Secretarial Auditor from the conclusion of the Financial Year 2025–2026 to the Financial Year 2029–2030.

The appointment was recommended following a thorough evaluation of key factors such as independence, industry experience, technical expertise and the quality of past Audit reports.

M/s. Vidya Rani & Associates, Firm is registered as a Practicing Company Secretaries with The Institute of Company Secretaries of India (ICSI) and has Peer Review Certificate No. 4157/2023 issued by the Institute of Company Secretaries of India (ICSI). The firm is primarily engaged in providing professional services in the field of Corporate Laws, SEBI Regulations, FEMA Regulations including carrying out Secretarial Audits, Due Diligence Audits and Compliance Audits for various reputed companies. The firm is Peer Reviewed and Quality Reviewed by the Institute of the Company Secretaries of India.

M/s. Vidya Rani & Associates have given their consent to act as the Secretarial Auditors of the Company and have confirmed that their appointment, if made, will be within the limit specified under section 204 of the Companies Act, 2013. They have also confirmed that they are not disqualified to be appointed as Secretarial Auditors in terms of the provisions of the Section 204 of the Companies Act, 2013 and the Rules made thereunder, read with Regulation 24A (1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and other applicable Regulations.

In view of their qualifications and experience in undertaking Secretarial Audit, it is proposed to appoint M/s. Vidya Rani & Associates as Secretarial Auditors of the Company. The Board, based on the recommendations of the Audit Committee, approved the appointment has Secretarial Auditor subject to approval of the members of the company.

Accordingly, consent of the Members is sought for approval of the aforesaid appointment of the Secretarial Auditors. The Board recommends the approval of the Members for appointment of Secretarial Auditors and passing of the **Ordinary Resolution** set out at **Item No. 5** of this Notice.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this resolution.

#### **Item No. 6:**

Mrs. Dinaz Noria (DIN: 00892342) who appointed as Independent Director of the Company pursuant to Section 149 of the Companies Act, 2013 ("the Act") read with Companies (Appointment and Qualification of Directors) Rules, 2014, by the Shareholders at the 25th Annual General Meeting of the Company held on 25th August, 2020 as per the terms of appointment she completed her first term on 24th June, 2025 ("first term") as per the explanation to Section 149(10) and 149(11) of the Act).

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 Independent Director of the Company. Based on the recommendation of the NRC, the Board has determined that she continue to possess the identified core skills, expertise and competencies fundamental for effective discharge of her role as an Independent Director of the Company and her continued association would be of immense benefit to the Company. Accordingly, the Board of Directors have recommended the re-appointment of Mrs. Dinaz Noria as Independent Director.

The Board of Directors at their meeting held on 1st August, 2025 appointed and recommend the Resolutions at Item No.6 for re-appointment of the Independent Director for approval and pass the necessary resolutions as **Special Resolution**.

Based on the above, the Nomination & Remuneration Committee and the Board has recommended the re-appointment of Mrs. Dinaz Noria as Independent Director on the Board of the Company, to hold office for the second term of five consecutive years commencing from 1st August, 2025 to 31st July, 2030 and not liable to retire by rotation subject to the approval of the members at the ensuing Annual General Meeting by passing a Special Resolution.

#### **A brief profile of Mrs. Dinaz Noria is as follows:**

She is the Founder and Principal of 3D-Design & Décor by Dinaz. She founded the firm in 1990 as a wedding design studio, 3D filled a niche in an emerging wedding décor and planning market by pushing the boundaries and changing the rules. This Hyderabad based company forayed in to all markets and designs and manages events pan India and overseas. The firm is a pioneer and leader in the wedding market industry, Dinaz has brought her entrepreneurial passion to take aesthetically curated concepts, signature to her extensive body of work, and transform them into experience, using her strengths of project, people and time management. Dinaz is a voracious reader, an avid collector of books, an anthophile, who loves to travel the world in search of flowerscapes.

Mrs. Dinaz Noria has given a declaration to the Board that she meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16 of the SEBI Listing Regulations. In terms of proviso to sub-section (5) of Section 152, the Board of Directors is of the opinion that Mrs. Dinaz Noria fulfils the conditions specified in the Act for her appointment as Independent Director.

The Company has also received from the above 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).

In compliance with the provisions of Section 149 read with Schedule IV to the Act, Regulation 17 of the SEBI Listing Regulations and other applicable regulations, the re-appointment of Mrs. Dinaz Noria as Independent Director is being placed for approval of the Members of the Company.

Mrs. Dinaz Noria is not related to any other Director or Key Managerial Personnel of the Company. Except and/or her 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.6 of the Notice.

The Board recommends the Special Business set out at Item No.6 of the Notice for the approval of the shareholders as **Special Resolution**.

**Item No. 7:**

Section 197 of the Act permits payment of remuneration to Non-Executive Directors of a Company by way of commission, if the Company authorizes such payment by passing a resolution by the Members. Regulation 17(6)(a) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 authorizes the Board of Directors to recommend all fees and compensation, if any, to Non-Executive Directors, including Independent Directors subject to approval of Members in general meeting.

However, under the current legal framework, post the amendments notified by the Ministry of Corporate Affairs on March 18, 2021, the Company may now pay a fixed remuneration to its Non-Executive Directors and Independent Directors to provide incentive to their time, contribution, rich experience and critical guidance provided at Board Meetings.

In view of the valuable services being rendered by the Independent Director's to the Company, as recommended by the Nomination and Remuneration Committee, the Board of Directors at their meeting held on 13th May, 2025 approved payment of remuneration to the Independent Directors of the Company for the Financial Year 2024-25, in accordance with the limits provided under Schedule V to the Act. Approval of Members is sought for payment of remuneration to Independent Director's for the Financial Year 2024-25.

The Company's Non-Executive Directors are professionals with high level of expertise and have rich experience in functional areas such as business strategy, business development, corporate governance, finance & taxation, risk management amongst others. Considering the rich experience and expertise brought to the Board by the Non-Executive Independent Director(s), it is proposed to pay the remuneration not exceeding one percent of the net profits of the Company calculated in accordance with provisions of the Act. Such payment will be in addition to the sitting fees for attending Board / Committee meetings. The break up of payment of commission to Independent Directors is as follows:

Name of the Independent Director	Amount (Rs.in Lakhs)
Dr. D R Kaarthikeyan	10.00
Mr. M B N Rao	10.00
Mr. N. Sandeep Reddy	10.00
Mr. N. Anil Kumar Reddy	10.00
Mr. L V Subrahmanyam	10.00
Mr. N Ramesh Kumar	10.00
Mrs. Dinaz Noria	10.00
<b>TOTAL</b>	<b>70.00</b>

The remuneration in accordance with the said limits can be paid upon satisfaction of the following conditions:

- i) payment of remuneration is approved by a resolution passed by the Board and, in the case of a Company covered under sub-section (1) of Section 178, also by the Nomination and Remuneration Committee;
- ii) The Company has not committed any default in payment of dues to any bank or public financial institution or non-convertible debenture holders or any other secured creditor, and in case of default, the prior approval of the bank or public financial institution concerned or the non-convertible debenture holders or other secured creditor, as the case may be, has been obtained by the Company before obtaining the approval of the shareholders in the general meeting
- iii) Payment of remuneration is approved by the shareholders by way of an Ordinary Resolution.

The Board recommends the **Special Resolution** set out at **Item No. 7** of the Notice for approval by the Members. Accordingly, Members' approval is sought by way of a Special Resolution for payment of remuneration to the Non-Executive Independent Directors of the company as set out in the said resolution.

None of the Directors, Key Managerial Personnel or their respective relatives, are concerned or interested in the resolution mentioned at Item No. 7 of the Notice, except the Non-Executive Independent Directors, to the extent of the commission that may be received by them.

#### Item No. 8:

The Board of Directors of the Company (the "Board"), at its meeting held on 24th April, 2025 on the recommendation of Nomination and Remuneration Committee and subject to the approval of members, appointed Mrs. Shalini Bhupal (DIN:00005431) as Managing Director and CEO of the Company, for a period of 5 years from 25th April, 2025 at the remuneration recommended by the Nomination and Remuneration Committee (NRC) of the Board.

It is proposed to seek the members approval for the appointment of Mrs. Shalini Bhupal (DIN:00005431) as Managing Director & CEO of the company in terms of the applicable provisions of the Companies Act, 2013. Additional information in respect of Mrs. Shalini Bhupal pursuant to SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings is appended to the Notice. The Resolution set out at Item No.8 of the notice is put forth for consideration of the members as a Special Resolution pursuant to Section 2(54), 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Schedule V thereto for appointment of Mrs. Shalini Bhupal as the Managing Director and CEO of the Company. The company proposes to pass the resolution as Special resolution because in any financial year in case of loss or the profits of the company are in-adequate, then the remuneration payable to her as per the resolution and terms of appointment shall be the minimum remuneration. The approval of the members of the company is hereby requested for the said resolution.

Dr. GVK Reddy, Mrs. G Indira Krishna Reddy, Mr. Krishna Ram Bhupal and Mr. Anoop Vrajlal Mehta being related to Mrs. Shalini Bhupal, are interested and concerned in the above resolution along with the incumbent, to the extent of their shareholding in the company.

Save and except Mrs. Shalini Bhupal (DIN:00005431) and her relatives to the extent of their shareholding interest, if any in the Company, none of the Directors / Key Managerial Personnel of the Company / their relatives or in any way concerned or interested Financially or otherwise in the Resolution set out at Item No.8 of the Notice.

The Board of Directors of the Company recommend's the resolution at **Item No.8** for approval of the members as **Special Resolution**.

### THE STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED UNDER SCHEDULE V TO THE ACT IN CONNECTION WITH THE PROPOSED RESOLUTION NO. 8 OF THE NOTICE:

#### I. General Information:

- Nature of Industry: Hospitality Industry.
- Date or expected date of commencement of commercial production: The company was incorporate on 2nd February 1995.
- In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus : Not Applicable
- Financial Performance based on given indicators: Rs. In Crores

Particulars	2022-23	2023-24	2024-25
Total Revenue	412.36	410.89	461.32
Profit ( Loss) Before Tax	117.70	105.05	128.59
Profit ( Loss) after Tax	79.48	74.40	94.85
Reserves and surplus	324.66	392.78	477.72

Note: Above amounts are extracted from financial statements of the Company on standalone basis.

- Foreign Investment or collaborations, if any: NIL

#### II. Information about the Appointee as provided under Schedule V to the Act

- Background Details: The details for Director forms part of this notice and also form part of the corporate governance report attached.
- Past Remuneration: Rs. In Crores

Particulars	2022-23	2023-24	2024-25
Remuneration	372.39	372.37	465.39
Commission	110.16	74.41	-
Bonus	68.00	138.22	-
Total	550.55	585.00	465.39



iii) Remuneration Proposed :

Rs. In Lakhs

Particulars	2025-26	2026-27	2027-28	2028-29	2029-30
Remuneration	729.00	783.00	837.00	891.00	945.00
Commission	1% of Profits after Tax				
Bonus	Depending on the performance of the company and overall limit of 5% of the net profits of the company calculated as per section 197 and 198 of the Act.				

iv) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):

The remuneration has been considered by the NRC and the Board of Directors of the Company and is in line with the remuneration being drawn by similar positions in the hotel industry.

v) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:

Other than the remuneration received, she has no other pecuniary relationship with the company directly or indirectly.

### III. Other Information:

**a) Reason of loss or inadequate profits:**

The company has generated profits for the past 3 years and there are no accumulated losses.

**b) Steps taken or proposed to be taken for improvement:**

The company is in the hospitality sector and right now the industry is showing resilience and performance improved on year on year basis. The company expects the same trend will continue in near future and the management is taking steps to optimise the fixed cost across the departments in order to generate higher margins. We expect these initiatives will significantly improve the Company's performance and its profitability in the coming years.

**c) Expected increase in productivity and profits:**

The Company is focused on implementing various strategic initiatives aimed at stimulating revenue growth, re-enforcing operational excellence and continuing the optimisation in fixed costs in order to emerge stronger. With revival and growth in the tourism industry, along with the steps taken/to be taken as mentioned in point no b of 'Other Information', it is expected to significantly improve the Company's performance and its profitability in the coming years.

### IV. Disclosures:

The necessary disclosures required under Part IV of Section II of Part II of Schedule V to the Companies Act, 2013 are disclosed in the Corporate Governance report to the extent applicable.

In terms of Section (II)(B)(ii) of Section II of Schedule V to the Act, the Company confirms that it has not committed any default in payment of dues to any bank or public financial institution or non-convertible debenture holders or other secured creditors.

The Board recommends the Special Resolution at Item No.8 of the accompanying Notice for approval by the Members of the Company.

Other than the concerned Director of the Company and their relatives, none of the other Directors and KMP of the Company or their respective relatives, are in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 8 of the accompanying Notice.

#### Item No. 9

The Board of Directors of the Company (the "Board"), at its meeting held on 24th April, 2025 on the recommendation of Nomination and Remuneration Committee and subject to the approval of members, appointed Mr. Krishna Ram Bhupal (DIN:00005442) as Joint Managing Director and Key Managerial Personnel of the Company, for a period of 5 years from 25th April, 2025, at the remuneration recommended by the Nomination and Remuneration Committee of the Board.

It is proposed to seek the members approval for the appointment of Mr. Krishna Ram Bhupal (DIN:00005442) as Joint Managing Director of the Company in terms of the applicable provisions of the Companies Act, 2013. Additional information in respect of Mr. Krishna Ram Bhupal pursuant to SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings is appended to the Notice. The Resolution set out at Item No.9 of the notice is put forth for consideration of the members as a Special Resolution pursuant to Section 2(54), 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Schedule V thereto for appointment of Mr. Krishna Ram Bhupal as the Joint Managing Director of the Company. The company proposes to pass the resolution as Special resolution because in any financial year in case of loss or the profits of the company are in-adequate, then the remuneration payable to her as per the resolution and terms of appointment shall be the minimum remuneration. The approval of the members of the company is hereby requested for the said resolution.

Dr. GVK Reddy, Mrs. G Indira Krishna Reddy, Mrs. Shalini Bhupal and Mr. Anoop Vrajlal Mehta being related to Mr. Krishna Ram Bhupal, are interested and concerned in the above resolution along with the incumbent, to the extent of their shareholding in the company.

Save and except Mr. Krishna Ram Bhupal (DIN:00005442) and his relatives to the extent of their shareholding interest, if any in the Company, none of the Directors / Key Managerial Personnel of the Company / their relatives or in any way concerned or interested Financially or otherwise in the Resolution set out at Item No.9 of the Notice.

The Board of Directors of the Company recommend's the resolution at **Item No.9** for approval of the members as **Special Resolution**.

## THE STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED UNDER SCHEDULE V TO THE ACT IN CONNECTION WITH THE PROPOSED RESOLUTION NO. 9 OF THE NOTICE:

### I. General Information:

- Nature of Industry: Hospitality Industry.
- Date or expected date of commencement of commercial production: The company was incorporate on 2nd February 1995.
- In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus : Not Applicable
- Financial Performance based on given indicators:

Rs. In Crores

Particulars	2022-23	2023-24	2024-25
Total Revenue	412.36	410.89	461.32
Profit ( Loss) Before Tax	117.70	105.05	128.59
Profit ( Loss) after Tax	79.48	74.40	94.85
Reserves and surplus	324.66	392.78	477.72

Note: Above amounts are extracted from financial statements of the Company on standalone basis.

- Foreign Investment or collaborations, if any: NIL

### II. Information about the Appointee as provided under Schedule V to the Act

- Background Details: The details for Director forms part of this notice and also form part of the corporate governance report attached.
- Past Remuneration:

Rs. In Lakhs

Particulars	2022-23	2023-24	2024-25
Remuneration	-	-	-
Commission	-	-	-
Bonus	-	-	-
Sitting fee	2.30	1.90	2.40
Total	2.30	1.90	2.40

#### iii) Remuneration Proposed :

Rs. In Lakhs

Particulars	2025-26	2026-27	2027-28	2028-29	2029-30
Remuneration	621.00	675	729.00	783.00	837.00
Commission	1% of Profits after Tax				
Bonus	Depending on the performance of the company and overall limit of 5% of the net profits of the company calculated as per section 197 and 198 of the Act.				

- Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):

The remuneration has been considered by the NRC and the Board of Directors of the Company and is in line with the remuneration being drawn by similar positions in the hotel industry.

- Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:  
Other than the remuneration received, she has no other pecuniary relationship with the company directly or indirectly.

### **III. Other Information:**

#### **a) Reason of loss or inadequate profits:**

The company has generated profits for the past 3 years and there are no accumulated losses.

#### **b) Steps taken or proposed to be taken for improvement:**

The company is in the hospitality sector and right now the industry is showing resilience and performance improved on year on year basis. The company expects the same trend will continue in near future and the management is taking steps to optimise the fixed cost across the departments in order to generate higher margins. We expect these initiatives will significantly improve the Company's performance and its profitability in the coming years.

#### **c) Expected increase in productivity and profits:**

The Company is focused on implementing various strategic initiatives aimed at stimulating revenue growth, re-enforcing operational excellence and continuing the optimisation in fixed costs in order to emerge stronger. With revival and growth in the tourism industry, along with the steps taken/to be taken as mentioned in point no b of 'Other Information', it is expected to significantly improve the Company's performance and its profitability in the coming years.

### **IV. Disclosures:**

The necessary disclosures required under Part IV of Section II of Part II of Schedule V to the Companies Act, 2013 are disclosed in the Corporate Governance report to the extent applicable.

In terms of Section (II)(B)(ii) of Section II of Schedule V to the Act, the Company confirms that it has not committed any default in payment of dues to any bank or public financial institution or non-convertible debenture holders or other secured creditors.

The Board recommends the Special Resolution at Item No.9 of the accompanying Notice for approval by the Members of the Company.

Other than the concerned Director of the Company and their relatives, none of the other Directors and KMP of the Company or their respective relatives, are in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 9 of the accompanying Notice.

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

Place : Hyderabad  
Date : 01.08.2025

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

## Profile Of Directors

Details of Directors Seeking Re-appointment at the 30th Annual General Meeting of the Company (Pursuant to Regulation 36(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India)

Name of the Director	Dr. GVK Reddy	Mr. Anoop Vrajlal Mehta	Mrs. Dinaz Noria
DIN	00005212	00107044	00892342
Date of Birth and Age	22.03.1937 (88 years)	08.11.1956 (69 Years)	16.06.1963 (62 years)
Date of first Appointment in the Board	02.02.1995	03.08.2022	25.06.2020
Qualifications	B.A.	Graduate	B.A, PG Diploma in Travel & Tourism
Expertise in specific functional areas	Project Development and Execution	Promoting and developing Diamond Trade	Wedding Deign and 3D-Design events Pan India and Overseas
Relationship with other Directors and other Key Managerial Personnel of the Company	Mrs. G Indira Krishna Reddy, Mrs. Shalini Bhupal, Mr. Krishna Ram Bhupal and Mr. Anoop Vrajlal Mehta	Dr GVK Reddy, Mrs. G Indira Krishna Reddy, Mrs. Shalini Bhupal and Mr. Krishna Ram Bhupal	Not related to Directors and other Key Managerial Personnel of the Company
Nature of appointment (appointment/ reappointment)	Retires by rotation and offers himself for re-appointment	Retires by rotation and offers himself for re-appointment	Appointment as Independent Director for second term of 5 years
Terms and Conditions of appointment/ reappointment	Appointment as a Non-Executive & Non-Independent Director subject to retirement by rotation	Appointment as a Non-Executive & Non-Independent Director subject to retirement by rotation	Terms and conditions of re-appointment are as per the resolution at Item No.6 of the Notice convening AGM read with explanatory statement thereto.
Remuneration last drawn by such person, if applicable and remuneration sought to be paid	Sitting fees paid to Dr. GVK Reddy, the details are given in Corporate Governance Report.	Sitting fees paid to Mr. Anoop Vrajlal Mehta, the details are given in Corporate Governance Report.	Sitting fees and remuneration paid to Mrs. Dinaz Noria details are given in Corporate Governance Report.
Shareholding in the Company	Nil	Nil	Nil
The number of Meetings of the Board attended during the year	5 out of 5	4 out of 5	5 out of 5
List of Companies in which outside Directorship held as on 31.03.2025	1) GVK Power & Infrastructure Ltd 2) Crescent EPC Projects and Technical Services Ltd 3) GVK Natural Resources Pvt Ltd 4) Cygnus Real Estates Pvt Ltd 5) Novopan Industries Pvt Ltd 6) Green Woods Palaces and Resorts Pvt Ltd 7) GVK Properties and Management Company Pvt Ltd 8) GVK City Pvt Ltd 9) Greenpathways Consultants Pvt Ltd	1) DESAI Equipment Finance Pvt Ltd 2) DIA Precious Jewellery Pvt Ltd 3) EMAAR Diamonds Pvt Ltd 4) Mohit Diamonds Pvt Ltd 5) Desai Trade Credits Pvt Ltd 6) Morse Trading Company Pvt Ltd 7) Nyati Retreat Pvt Ltd 8) DESAI Home Finance Pvt Ltd 9) DESAI Built-IN Finance Pvt Ltd	Estella India Pvt Ltd
Chairman/Member of the *Committees of other Companies on which he is a Director as on 31.03.2025	Nil	Nil	Nil

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



Details of Directors Seeking Appointment at the 30th Annual General Meeting of the Company (Pursuant to Regulation 36(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India)

Name of the Director	<b>Mrs. Shalini Bhupal</b>	<b>Mr. Krishna Ram Bhupal</b>
DIN	00005431	00005442
Date of Birth and Age	21.07.1963 (62 years)	16.03.1983 (39 Years)
Date of first Appointment in the Board	25.04.2025	25.04.2025
Qualifications	B.A.	Graduate in Finance & Accounting
Expertise in specific functional areas	Project Development and Execution	Finance & Accounting and Project development
Relationship with other Directors and other Key Managerial Personnel of the Company	Dr. G V K Reddy, Mrs. G Indira Krishna Reddy, Mr. Krishna Ram Bhupal and Mr. Anoop Vrajlal Mehta	Dr. GVK Reddy, Mrs. G Indira Krishna Reddy, Mrs. Shalini Bhupal and Mr. Anoop Vrajlal Mehta
Nature of appointment (appointment/reappointment)	Appointment of Managing Director of the company for a period of 5 years	Appointment of Joint Managing Director of the company for a period of 5 years
Terms and Conditions of appointment/reappointment	Terms and conditions of appointment is as per the resolution at Item No.8 of the Notice convening AGM read with explanatory statement thereto.	Terms and conditions of appointment is as per the resolution at Item No.9 of the Notice convening AGM read with explanatory statement thereto.
Remuneration last drawn by such person, if applicable and remuneration sought to be paid	Remuneration paid to Mrs. Shalini Bhupal details are given in Corporate Governance Report.	Remuneration paid to Mr. Krishna Ram Bhupal details are given in Corporate Governance Report.
Shareholding in the Company	5000 equity shares	Nil
The number of Meetings of the Board attended during the year	5 out of 5	4 out of 5
List of Companies in which outside Directorship held as on 31.03.2025	Pinakini Share and Stock Brokers Ltd	1) GVK Technical and Consultancy Services Pvt Ltd 2) Green Woods Palaces and Resorts Pvt Ltd 3) Novopan Industries Pvt Ltd 4) Som Krishna Bhupal Real Estate Pvt Ltd
Chairman/Member of the *Committees of other Companies on which he is a Director as on 31.03.2025	Stakeholders Relationship Committee – Member Risk Management Committee – Member	Nil

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