



TAJGVK Hotels & Resorts Limited

CIN: L40109AP1995PLC019349

Road No.1, Banjara Hills, Hyderabad - 500 034.

E-mail:tajgvkshares.hyd@tajhotels.com www.tajgvk.in, Ph No.040-66293664.

NOTICE OF POSTAL BALLOT

[Notice pursuant to Section 110 of the Companies Act, 2013, read with Rule 22(1) of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 ("Act") and other applicable provisions, if any, of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), including any statutory modification or re-enactment thereof for the time being in force, that the Special Resolutions appended below for continuation of following Directors are proposed to be passed by the Members by way of Postal Ballot including voting through electronic means ("Remote E-Voting"). The Explanatory Statement pursuant to Section 102 read with Section 110 of the Act pertaining to the said Resolutions setting out the material facts concerning each item and the reasons there of is annexed hereto along with a Postal Ballot Form for your consideration.

The Board of Directors of the Company ("the Board"), in compliance with Rule 22(5) of the Rules, has appointed Mr. Narender Gandhari, Practicing Company Secretary (Membership No. FCS4898) as Scrutinizer, for conducting the Postal Ballot and Remote E-voting process in a fair and transparent manner, on all resolutions set forth in this Notice.

The Company in compliance with the provisions of Section 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and read with para 16 of the Secretarial Standard of General Meeting ("SS-2"), the Company is also offering remote e-voting facility arranged by National Securities Depository Limited (NSDL) to all its Members to enable them to cast their votes electronically on all resolutions. Members are requested to follow the procedure as stated in the Notes printed overleaf the Postal Ballot Form for casting of votes by remote e-voting.

Members are requested to carefully read the instructions printed on this Postal Ballot Notice and the Postal Ballot Form and record their assent (for) or dissent (against) in the Postal Ballot Form and return the same, in original duly completed and signed, in the enclosed postage prepaid self addressed Business Reply Envelope, so as to reach the Scrutinizer, at Venture Capital & Corporate Investments Private Limited, Unit: "TAJGVK Hotels & Resorts Limited" #12-10-167, Bharat Nagar, Hyderabad – 500 018 on or before 5:00 p.m. (IST) on Friday, March 29, 2019, which is last date for receipt of completed Postal Ballot Forms. Postal Ballot Form(s) received after this date and time will be considered as invalid.

Upon completion of the scrutiny of the Postal Ballot Forms and votes cast through remote e-voting in a fair and transparent manner, the Scrutinizer will submit his report to the Chairman of the Company. The result of the Postal Ballot will be announced on Saturday, March 30, 2019 at the Registered Office of the Company. After declaration, the result of the Postal Ballot will be intimated to the NSE and BSE, where the shares of the Company are listed and also uploaded on the Company's website viz: www.tajgvk.in and on the website of NSDL at www.evoting.nsdl.com.

In accordance with Secretarial Standard on General Meetings (SS-2), issued by the Institute of Company Secretaries of India, the resolutions as set out below, if approved with the requisite majority, shall be deemed to have been passed on the last date specified by the Company for receipt of duly completed Postal Ballot forms or remote e-voting i.e. March 29, 2019.

SPECIAL RESOLUTIONS FOR APPROVAL OF THE MEMBERS OF THE COMPANY:

Item No.1: Approval for Continuation of the directorship of Dr. GVK Reddy as Non-Executive Non-Independent Director liable to retire by rotation

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

"RESOLVED THAT pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 and the applicable provisions of the Companies Act, 2013 and relevant Rules made there under, including any statutory modification(s) or re-enactment thereof, for the time being in force, approval of the Members be and is hereby accorded to Dr. GVK Reddy, (DIN:00005212) Non-Executive Non-Independent Director of the Company who has already attained the age above 75 years to continue to hold office liable to retire by rotation from 1st April, 2019 till the date of ensuing 24th Annual General Meeting of the company as Non Executive Non Independent Director of the company."

"RESOLVED FURTHER THAT the Mrs. G. Indira Krishna Reddy, Managing Director of the company and /or Mr. J. Srinivasa Murthy, CFO & Company Secretary of the company be and are hereby authorized to do all acts, deeds, matters and things as may be necessary, proper or desirable or expedient to give effect to the above resolution."

Item No.2: Approval for Continuation of the directorship of Mr. K Jayabharath Reddy as Non-Executive Independent Director

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

"RESOLVED THAT pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 and the applicable provisions of the Companies Act, 2013 and relevant Rules made there under, including any statutory modification(s) or re-enactment thereof, for the time being in force, approval of the Members be and is hereby accorded to Mr. K Jayabharath Reddy (DIN:00038342), Non-Executive Independent Director of the company, who has already attained the age above 75 years to continue to hold office of Independent Director of the Company from 1st April, 2019 till the expiry of his present term, i.e. 27.07.2020.

"RESOLVED FURTHER THAT the Mrs. G. Indira Krishna Reddy, Managing Director of the company and /or Mr. J. Srinivasa Murthy, CFO & Company Secretary of the company be and are hereby authorized to do all acts, deeds, matters and things as may be necessary, proper or desirable or expedient to give effect to the above resolution."

Item No.3: Approval for Continuation of the directorship of Dr. D R Kaarthikeyan as Non-Executive Independent Director.

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

"RESOLVED THAT pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 and the applicable provisions of the Companies Act, 2013 and relevant Rules made there under, including any statutory modification(s) or re-enactment thereof, for the time being in force, approval of the Members be and is hereby accorded to Dr. D R Kaarthikeyan (DIN:00327907), Non-Executive Independent Director of the company, who has already attained the age above 75 years to continue to hold office of Independent Director of the Company from 1st April, 2019 till the expiry of his present term, i.e. 27.07.2020

"RESOLVED FURTHER THAT the Mrs. G. Indira Krishna Reddy, Managing Director of the company and /or Mr. J. Srinivasa Murthy, CFO & Company Secretary of the company be and are hereby authorized to do all acts, deeds, matters and things as may be necessary, proper or desirable or expedient to give effect to the above resolution."

Item No.4: Approval for Continuation of the directorship of Mr. Ch G Krishna Murthy as Non-Executive Independent Director.

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

"RESOLVED THAT pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 and the applicable provisions of the Companies Act, 2013 and relevant Rules made there under, including any statutory modification(s) or re-enactment thereof, for the time being in force, approval of the Members be and is hereby accorded to Mr. Ch G Krishna Murthy (DIN:01667614), Non-Executive Independent Director of the company, who has already attained the age above 75 years to continue to hold office of Independent Director of the Company from 1st April, 2019 till the expiry of his present term, i.e. 27.07.2020."

"RESOLVED FURTHER THAT the Mrs. G. Indira Krishna Reddy, Managing Director of the company and /or Mr. J. Srinivasa Murthy, CFO & Company Secretary of the company be and are hereby authorized to do all acts, deeds, matters and things as may be necessary, proper or desirable or expedient to give effect to the above resolution."

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

J Srinivasa Murthy
CFO & Company Secretary
M.No.FCS4460

Place : Hyderabad
Date: 21.02.2019

Notes:

1. The Postal Ballot Notice along with the Postal Ballot Form is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/depositories, unless any Member has registered for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent to them by permitted mode, along with a postage prepaid self addressed Business Reply Envelope. This Notice will be available on the Company's website www.tajgvk.in.
2. Members whose names appear on the Register of Members / List of Beneficial Owners as on February 21, 2019 will be considered for the purpose of voting.
3. Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a general meeting of the Members.
4. Members who have received the Postal Ballot Notice by e-mail and who wish to vote through Physical Form may download the Postal Ballot Form attached in the e-mail or from the link www.evoting.nsdl.com or from the Company's website www.tajgvk.in.
5. In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an e-mail to tajgvkshares.hyd@tajhotels.com or info@vccipl.com. The Company / Registrar shall forward the same along with postage prepaid self addressed Business Reply Envelope to the Member.
6. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Members as on February 21, 2019.
7. A Member cannot exercise his vote by proxy on postal ballot.
8. Members desiring to exercise their vote by physical postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Postal Ballot Form duly completed and signed, in the enclosed self addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than close of working hours (i.e. 5.00 p.m. IST) on Friday, March 29, 2019. The postage will be borne by the Company. However, envelopes containing postal ballots, if sent by courier or registered / speed post at the expense of the Members will also be accepted. If any postal ballot is received after 5.00 P.M. IST on Friday, March 29, 2019 it will not be considered for counting of votes and it will be treated as no reply from the Members.
9. The Scrutinizer will submit his combined report to the Chairman after the completion of scrutiny of Postal Ballot Form and votes cast through remote e-voting and the combined result will be announced by the Chairman, on Saturday, March 30, 2019 and will be displayed on the website of the Company i.e. www.tajgvk.in besides being communicated to the stock exchanges on the said date.
10. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch until the last date for receipt of votes by postal ballot/e-voting i.e. March 29, 2019.
11. Member are requested to notify changes in address, if any, in case of shares held in Electronic form to the concerned Depository Participant and in case of Physical shares to the Registrar and Transfer Agent of the Company.

INSTRUCTIONS FOR VOTING:

Kindly note that each Member can opt for only one mode for voting i.e. either by Physical Ballot or by E-Voting. If you opt for E-Voting, then please do not vote by Physical Ballot and vice versa. In case Member(s) cast their vote via both modes i.e. Physical Ballot as well as E-Voting, then voting done through E-Voting shall prevail and Physical Voting of that Member shall be treated as invalid notwithstanding whichever option is exercised first.

PHYSICAL VOTING:

Members are requested to refer to the instructions printed behind the Postal Ballot Form for exercising their vote in physical form.

E-VOTING:

In compliance with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, the Company is pleased to offer E-Voting facility as an alternate, for its Members, to enable them to cast their votes electronically instead of voting through Postal Ballot Form. The Company has engaged National Securities Depository Limited ('NSDL'), to provide E-Voting facility to its Members. E-Voting is optional. The E-Voting period begins on Thursday, February, 28, 2019 at 9:00 a.m. and ends on Friday, March 29, 2019 at 5:00 p.m. The E-Voting module shall be disabled by NSDL for voting after 5:00 p.m. on Friday, March 29, 2019. During this period, the Members of the Company, holding shares in Physical form or in Demat form, as on the cut-off date viz. February 21, 2019, may cast their vote electronically. Once the vote on a resolution is cast by the Member, the Member is not allowed to change it subsequently.

i) The process and manner for remote e-voting are as under: NSDL e-Voting system consists of "Two Steps" which are mentioned below:

A. Step 1: Log-in to NSDL E-Voting system at <https://www.evoting.nsdl.com>

- a) 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.

- b) Once the home page of e-Voting system is launched, click on the icon “Login” which is available under 'Shareholders' section.
- c) A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

- d) Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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 1 2 * * * * * 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 101456 then user ID is 101456001**.

- e) Your password details are given below:
 - i. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - ii. 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. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - iii. How to retrieve your 'initial password'?
 - A. 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'.
 - B. If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
- f) If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - i. 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.
 - ii. “Physical User: Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - iii. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
- g) After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
- h) Now, you will have to click on “Login” button.
- i) After you click on the “Login” button, Home page of e-Voting will open.
 - B. Step 2: cast your vote electronically on NSDL e-Voting system:
 - a. After successful login at Step 1, you will be able to see the Home page of E-Voting. Click on E-Voting. Then, click on Active Voting Cycles.
 - b. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
 - c. Select “EVEN” of company for which you wish to cast your vote.
 - d. Now you are ready for e-Voting as the Voting page opens.
 - e. 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.
 - f. Upon confirmation, the message “Vote cast successfully” will be displayed.
 - g. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
 - h. Once you confirm your vote on the resolutions, you will not be allowed to modify your vote.

ii) General Guidelines for shareholders:

- a. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send 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 e-mail to narenderg99@gmail.com with a copy marked to evoting@nsdl.co.in.
- b. 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 www.evoting.nsdl.com to reset the password.
- c. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in.

Explanatory Statement

The following Explanatory Statement pursuant to Section 102(1) read with Section 110 of the Companies Act, 2013 ("the Act"), sets out all material facts relating to the business mentioned under Item Nos.1 to 4 of the accompanying Notice dated 21st February, 2019.

Item No.1:

Dr. GVK Reddy (DIN:00005212), Non-Executive Non Independent Director, whose term of office is liable to retire by rotation, was re-appointed as Director by Shareholders in the 21st Annual General Meeting held on 04.08.2016. Dr. GVK Reddy (DIN:00005212) is 81 years old. As per Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, with effect from 1st April, 2019, a listed entity is required to obtain the approval of Members by way of Special Resolution to appoint or continue the directorship of any Non-Executive Director, who has attained the age of 75 years.

In order to continue the directorship of Dr. GVK Reddy (DIN:00005212), as Non-Executive Non Independent Director liable to retire by rotation with effect from 1st April, 2019, since he had already crossed the age of 75 years, the Nomination and Remuneration Committee of the Board and Board of Directors of the company have approved through Circular Resolution on February 21, 2019 and recommended the continuation of Dr. GVK Reddy, (DIN:00005212) as Non Executive Non Independent director of the company subject to approval of shareholders by way of special resolution through Postal Ballot.

A brief profile of Dr. GVK Reddy is attached to the Postal Ballot notice.

All the existing terms and conditions of appointment of Dr. GVK Reddy (DIN:00005212), Non-Executive Non-Independent Director, shall remain unchanged.

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.

Dr. GVK Reddy, is the Promoter Director and the company has grown from 2 hotels to 7 hotels with presence in Hyderabad, Chennai, Chandigarh and Mumbai. His vision and guidance is required for the company and his continuation as Director will benefit the company and shareholders. Hence the Directors recommend the resolution at Item No. 1 of the Notice for approval of the members by special resolution through postal ballot.

Apart from Dr. GVK Reddy, who is interested himself, Mrs. G Indira Krishna Reddy, Managing Director, Mrs. Shalini Bhupal, Executive Director, Mr. G V Sanjay Reddy, and Mr. Krishna R Bhupal, Directors, are interested in the resolution being relatives. 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.2:

Mr. K Jayabharath Reddy, (DIN:00038342) Non-Executive Independent Director was appointed by the Shareholders in the 20th Annual General Meeting held on 28.07.2015, to hold office for a period of 5 years from the date of appointment. His current term will expire on 27.07.2020.

Mr. K Jayabharath Reddy (DIN:00038342), Non-Executive Independent Director, is 82 years old. As per Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, with effect from 1st April, 2019, a listed entity is required to obtain the approval of Members by way of Special Resolution to appoint or continue the directorship of any non-executive director, who has attained the age of 75 years.

In order to continue the directorship of Mr. K Jayabharath Reddy (DIN:00038342), as Non-Executive Independent Director, with effect from 1st April, 2019, since he had already crossed the age of 75 years, the Nomination and Remuneration Committee of the Board and Board of Directors of the company have approved through Circular Resolution dated February 21, 2019 and recommended the continuation of Mr. K. Jayabharath Reddy (DIN:00038342) as Non Executive Independent Director of the company subject to approval of shareholders by way of special resolution through Postal Ballot.

A brief profile of Mr. K. Jayabharath Reddy (DIN:00038342) is attached to the Postal Ballot notice.

All the existing terms and conditions of appointment of Mr. K Jayabharath Reddy (DIN:00038342), Non-Executive Independent Director, shall remain unchanged.

The terms and conditions of appointment of Mr. K Jayabharath Reddy (DIN:00038342), Non-Executive Independent Director shall be open for inspection by the Members at the registered office of the Company during business hours on any working day.

Mr. K. Jayabharath Reddy, is the Independent Director of the company, he is chairman of the Audit Committee and Nomination and Remuneration Committee of the Board. His contribution to the company is immense and his guidance is required for the company and his continuation as Independent Director will benefit the company and shareholders. Hence the Directors recommend the resolution at Item No. 2 of the Notice for approval of the members by special resolution through postal ballot.

Apart from Mr. K Jayabharath Reddy (DIN:00038342), who is interested himself, 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.3:

Dr. D R Kaarthikeyan (DIN:00327907), Non-Executive Independent Director was appointed by the Shareholders in the 20th Annual General Meeting held on 28.07.2015, to hold office for a period of 5 years from the date of appointment. His current term will expire on 27.07.2020.

Dr. D R Kaarthikeyan (DIN:00327907), Non-Executive Independent Director, is 79 years old. As per Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, with effect from 1st April, 2019, a listed entity is required to obtain the approval of Members by way of Special Resolution to appoint or continue the directorship of any non-executive director, who has attained the age of 75 years.

In order to continue the directorship of Dr. D R Kaarthikeyan (DIN:00327907), as Non-Executive Independent Director, with effect from 1st April, 2019, since he had already crossed the age of 75 years, the Nomination and Remuneration Committee of the Board and Board of Directors of the company have approved through Circular Resolution dated February 21, 2019 and recommended the continuation of Dr. D R Kaarthikeyan (DIN:00327907) as Non Executive Independent Director of the company subject to approval of shareholders by way of special resolution through Postal Ballot.

A brief profile of Dr. D R Kaarthikeyan (DIN:00327907) is attached to the Postal Ballot notice.

All the existing terms and conditions of appointment of Dr. D R Kaarthikeyan (DIN:00327907) Non-Executive Independent Director, shall remain unchanged.

The terms and conditions of appointment of Dr. D R Kaarthikeyan (DIN:00327907) Non-Executive Independent Director shall be open for inspection by the Members at the registered office of the Company during business hours on any working day.

Dr. D R Kaarthikeyan, is the Independent Director of the company, he is member of Nomination and Remuneration Committee and CSR committee of the Board. His contribution to the company is immense and his guidance is required for the company and his continuation as Independent Director will benefit the company and shareholders. Hence the Directors recommend the resolution at Item No. 3 of the Notice for approval of the members by special resolution through postal ballot.

Apart from Dr. D R Kaarthikeyan, who is interested himself, none of the 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.4:

Mr. Ch G Krishna Murthy (DIN:01667614), Non-Executive Independent Director was appointed by the Shareholders in the 20th Annual General Meeting held on 28.07.2015, to hold office for a period of 5 years from the date of appointment. His current term will expire on 27.07.2020.

Mr. Ch G Krishna Murthy (DIN:01667614), Non-Executive Independent Director, is 88 years old. As per Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, with effect from 1st April, 2019, a listed entity is required to obtain the approval of Members by way of Special Resolution to appoint or continue the directorship of any non-executive director, who has attained the age of 75 years.

In order to continue the directorship of Mr. Ch G Krishna Murthy (DIN:01667614) as Non-Executive Independent Director, with effect from 1st April, 2019, since he had already crossed the age of 75 years, the Nomination and Remuneration Committee of the Board and Board of Directors of the company have approved through Circular Resolution dated February 21, 2019 and recommended the continuation of Mr. Ch. G Krishna Murthy (DIN:01667614) as Non Executive Independent Director of the company subject to approval of shareholders by way of special resolution through Postal Ballot.

A brief profile of Mr. Ch. G Krishna Murthy (DIN:01667614) is attached to the Postal Ballot notice.

All the existing terms and conditions of appointment of Mr. Ch G Krishna Murthy (DIN:01667614), Non-Executive Independent Director, shall remain unchanged.

The terms and conditions of appointment of Mr. Ch G Krishna Murthy (DIN:01667614), Non-Executive Independent Director shall be open for inspection by the Members at the registered office of the Company during business hours on any working day.

Mr. Ch. G Krishna Murthy, is the Independent Director of the company, he is member of Audit committee, Chairman of CSR committee and Stakeholders Relationship Committee of the Board. His contribution to the company is immense and his guidance is required for the company and his continuation as Independent Director will benefit the company and shareholders. Hence the Directors recommend the resolution at Item No. 4 of the Notice for approval of the members by special resolution through postal ballot.

Apart from Mr. Ch G Krishna Murthy, who is interested himself, 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.

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

J Srinivasa Murthy
CFO & Company Secretary
M.No.FCS4460

Place : Hyderabad
Date: 21.02.2019

PROFILE OF DIRECTORS

Details of Directors seeking continuation of Directorship in the Company
(Pursuant to Regulation 36(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015)

Name of the Director	Dr GVK Reddy	Mr. K Jayabharath Reddy
DIN	00005212	00038342
Date of Birth	22-03-1937 (81 years)	12-04-1937 (82 Years)
Date of Appointment	04-08-2016	28-07-2015
Qualifications	B.A	IAS Retired
Expertise in specific functional areas	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 contracting major irrigation projects including bridges, dams and irrigation canals. GVK group has today emerged as one of the key players in India's infrastructure development, including Airports, Roads & Power, Life Sciences. Under his leadership the TAJGVK 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. Dr GVK Reddy also heads GVK EMRI, one of the most significant Corporate Social Responsibility initiatives of GVK. This is an emergency response services provider under a Public Private Partnership model spread across 15 states and two UTs of India. Dr. Reddy is a philanthropist and a keen supporter of India's budding sporting talent.	Mr. K Jayabharath Reddy, is a retired IAS officer. Mr. Reddy served the Government of Andhra Pradesh as Chief Secretary and accumulated a wealth of versatile experience in General and Public Administration, Financial and Industrial Management. He has held positions under State and Central Government with immediate and direct responsibility for policy formulation and decision making. He had considerable exposure to the Corporate Sector since 1976 both as a member in the Boards of Companies and Corporations as well as managing large undertakings and development organization as Chief Executive. He was also a visiting fellow of Oxford University.
List of Companies in which outside Directorship held as on 01.02.2019	TAJGVK Hotels & Resorts Ltd GVK Power & Infrastructure Ltd GVK Airport Developers Ltd GVK Airport Holdings Ltd Crescent EPC Projects and Technical Services Ltd Mumbai International Airport Pvt Ltd GVK Natural Resources Pvt Ltd Inogent Laboratories Pvt Ltd Navi Mumbai International Airport Pvt Ltd GVK Davix Technologies Pvt Ltd GVK Properties and Management Company Pvt Ltd GVK City Pvt Ltd Green Woods Palaces and Resorts Ltd	TAJGVK Hotels & Resorts Ltd Facor Alloys Ltd
Chairman/Member of the *Committees of other Companies on which he is a Director as on 01.02.2019	Nil	TAJGVK Hotels & Resorts Ltd (ACM and NRC) Facor Alloys Ltd (ACM)

PROFILE OF DIRECTORS

Details of Directors seeking continuation of Directorship in the Company
(Pursuant to Regulation 36(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015)

Name of the Director	Dr. D R Kaarthikeyan	Mr. Ch G Krishna Murthy
DIN	00327907	01667614
Date of Birth	02-10-1939 (79 Years)	09-02-1931 (88 Years)
Date of Appointment	28-07-2015	28-07-2015
Qualifications	IPS Retired	CA, LL.B, MA
Expertise in specific functional areas	Dr. D R Kaarthikeyan is a retired IPS Officer, Graduate in Science (Chemistry and Agriculture) and also in Law and appointed as Director in the year 2001, Practiced as Lawyer for three years and then joined the Indian Police Service and held challenging positions like Chief of Investigation of former Prime Minister Rajiv Gandhi assassination case; Director-General of Central Reserve Police Force, the largest para-military force in India and perhaps in the entire world; Director of the prestigious Central Bureau of Investigation of India; and Director General in the National Human Rights Commission.	Mr. Ch G Krishna Murthy, is a Chartered Accountant and holds a Master Degree in Arts and a LL.B degree. Has been a Member, Law Commission India and has served on the Income Tax Appellate Tribunal in various capacities including President. He has also been a Chairman of the Oil Selection Board, Ministry of Petroleum for the states of Karnataka, Andhra Pradesh and Orissa. He is also a practicing Chartered Accountant.
List of Companies in which outside Directorship held as on 01.02.2019	TAJGVK Hotels & Resorts Ltd Texmaco Infrastructure & Holdings Ltd Lotus Eye Hospital and Institute Ltd Star Health and Allied Insurance Company Ltd Raj Television Network Ltd Life Positive Private Ltd Roots Auto Products Pvt Ltd	TAJGVK Hotels & Resorts Ltd GVK Power & Infrastructure Ltd GVK Energy Ltd Apollo Health and Lifestyle Ltd Green Woods Palaces and Resorts Ltd
Chairman/Member of the *Committees of other Companies on which he is a Director as on 01.02.2019	TAJGVK Hotels & Resorts Ltd (NRC and CSR) Texmaco Infrastructure & Holdings Ltd (ACM) Lotus Eye Hospital and Institute Ltd Ltd (ACM and NRC) Star Health and Allied Insurance Company Ltd Ltd (ACM) Raj Television Network Ltd (ACM)	TAJGVK Hotels & Resorts Ltd (ACM, CSR and SRC) GVK Power & Infrastructure Ltd (ACM, NRC, CSR and SRC) GVK Energy Ltd (ACM)

*The Committees include the Audit Committee (ACM), Nomination and Remuneration Committee (NRC), Stakeholders Relationship Committee (SRC) and CSR Committee (CSR)



TAJGVK Hotels & Resorts Limited

CIN: L40109AP1995PLC019349

Taj Krishna, Road No.1, Banjara Hills, Hyderabad - 500 034.

E-mail:tajgvkshares.hyd@tajhotels.com www.tajgvk.in, Ph No.040-66293664.

POSTAL BALLOT FORM

(To be returned to scrutinizor)

1. Name(s) of Shareholder(s)/ (In Block letters) :
(including joint holders if any)

2. Registered Address of the sole / :
first named Shareholder

3. Registered Folio No: / DP ID / Client ID No.* :
(*Applicable to investors holding shares in demat form)

4. Number of shares held :

I/We hereby exercise my / our vote in respect of the Resolution(s) to be passed through Postal Ballot for the business stated in the Notice dated February 21, 2019 of the Company by sending my / our assent or dissent to the said Resolution(s) by placing the tick (✓) mark at the appropriate box below.

(Ticks in both the boxes would render your Ballot Form invalid)

Item No	Description of the Resolution	No. of Shares Held	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Special Resolution for continuation of the Directorship of Dr.GVK Reddy, Non-Executive Non Independent Director of the Company			
2.	Special Resolution for continuation of the Directorship of Mr. K Jayabharath Reddy, Non-Executive Independent Director of the Company			
3.	Special Resolution for continuation of the Directorship of Dr. D R Kaarthikeyan, Non-Executive Independent Director of the Company			
4.	Special Resolution for continuation of the Directorship of Mr. Ch G Krishna Murthy, Non-Executive Independent Director of the Company			

Place:

Date:

Signature of the Shareholder

ELECTRONIC VOTING PARTICULARS

EVEN (Electronic Voting Event Number)	USER ID	PASSOWRD/PIN

INSTRUCTIONS

1. A Member desiring to exercise vote by Postal Ballot should complete this Postal Ballot Form (no other form or photocopy thereof is permitted) and send it to the Scrutinizer, in the attached self-addressed postage pre-paid envelope. Postage will be borne and paid by the Company; However, envelopes containing Postal Ballot Form(s), if delivered by hand or courier or registered/speed post at the expense of the Shareholders will also be accepted.
2. The self-addressed postage pre-paid envelop bears the postal address of the Scrutinizer appointed by the Company.
3. The Postal Ballot Form should be completed and signed by the Shareholder (as per the specimen signature registered with the Company/Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Shareholder and in his absence, by the next named Shareholder.
4. Duly completed Postal Ballot Form should reach the Scrutinizer by 5:00 p.m. (IST) Friday, March 29, 2019. All the Postal Ballot Forms received after this date will be strictly treated as if reply from such Shareholder has not been received and shall be invalid.
5. There will be only one Postal Ballot Form for every Folio/Client ID irrespective of the number of joint-holders.
6. In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form must be accompanied by a certified true copy of Board Resolution/Authority Letter/Power of Attorney, etc., along with attested specimen signature of the duly authorized signatory(ies) who is authorized to vote, failing which the Postal Ballot Form will be treated as invalid.
7. Members are entitled to cast their votes differently i.e. all the votes either in favour or against or partly in favour or partly in against.
8. Votes will be considered invalid on the following grounds:
 - (a) If the postal ballot is unsigned;
 - (b) If the Member's signature does not tally;
 - (c) If the Member has marked all his/her shares both in favour and also against the resolution(s);
 - (d) If voting is done through any other form.
9. The Scrutinizer's decision on the validity of a Postal Ballot shall be final.
10. The results of voting by Postal Ballot will be declared on Saturday, March 30, 2019 at the Registered office at Road No.1, Banjara Hills, Hyderabad – 500 034. The result along with the scrutinizer's Report will be displayed at the Registered Office of the Company. The result shall be communicated to the Stock Exchange and the same will be displayed on Companies website www.tajgvk.in as well as on the NSDL website www.evoting.nsdl.com. In addition, the result will also be published in the newspaper for information of shareholders.