



**GMR AMBALA- CHANDIGARH EXPRESSWAYS PRIVATE LIMITED**

CIN: U45203KA2005PTC036773

Registered Office: 25/1, SKIP House, Museum Road, Bangalore – 560 025, Karnataka

E-mail: [highways.secretarial@gmrgroup.in](mailto:highways.secretarial@gmrgroup.in)

Phone No.: 080 - 40432000; Fax No.: 080 - 40432333

---

**Notice of  
Twelfth Annual General Meeting**

**Day, Date & Time**

**Friday, the 25<sup>th</sup> day of August, 2017**

**At**

**10.00 A.M.**

**Venue**

**25/1, SKIP House,  
Museum Road,  
Bangalore-560 025,  
Karnataka**

## **NOTICE TO SHAREHOLDERS**

NOTICE is hereby given that the Twelfth Annual General Meeting of the Members of **GMR Ambala-Chandigarh Expressways Private Limited** will be held on **Friday, the 25th day of August, 2017** at **10.00 A.M.** at the Registered Office of the Company situated at 25/1, SKIP House, Museum Road, Bangalore-560025 to transact the following business:

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the audited Financial Statements for the year ended March 31, 2017 together with the Reports of the Directors' and the Auditors' thereon.
2. To appoint Director in place of Mr. Arun Kumar Sharma (DIN 02281905) who retires from office by rotation and being eligible, offers himself for re-appointment.
3. To appoint Statutory Auditors and fix their remuneration and in this connection, to consider, and, if thought fit, to pass with or without modification, the following resolution as an Ordinary resolution:

**"RESOLVED THAT** M/s Luthra & Luthra, Chartered Accountants, (Firm Registration No. 002081N) be and are hereby appointed as Statutory Auditors of the Company for Financial Year 2017-18 on such remuneration, as may be determined by the Board of Directors or any Committee/ any person authorized by the Board thereof."

**"RESOLVED FURTHER THAT** the Board of Directors or any Committee thereof be and is hereby authorized to negotiate and agree upon the remuneration with M/s Luthra & Luthra, Chartered Accountants and approve the remuneration payable to them including any out of pocket expenses."

### **Special Business**

#### **4. Appointment of Mr. Iqbal Singh as Manager of the Company.**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013, and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013, and approval of the Shareholders of Company, be and is hereby accorded to the appointment of Mr. Iqbal Singh as 'Manager' of the Company, for a period of 3 (three) years w.e.f. January 24, 2017 with remuneration up to a maximum of Rs. 28,00,000 per annum with the authority to Board to fix the salary within the said maximum amount from time to time."

**"RESOLVED FURTHER THAT** all other terms and conditions including annual increment, earned/ privilege leave shall be as per the HR Policy of the Company and contribution to Provident Fund, Superannuation fund or Annuity Fund, Gratuity etc. shall be in terms of applicable provisions of the relevant statutes."

**“RESOLVED FURTHER THAT** that the Board of Directors, be and are hereby severally authorised to do all such acts and things and deal with all such matters and take all such steps and finalize, approve, modify and sign (including any modification thereof) and all such papers/forms/documents/ agreement/ contracts as may be necessary for giving effect to the above resolution.”

**By the Order of the Board of Directors**

**For GMR Ambala-Chandigarh Expressways Private Limited**

**Sd/-**  
**O. Bangaru Raju**  
**Director**  
DIN: 00082228

Place: Delhi  
Date: 17.07.2017

**NOTES:**

1. The Explanatory Statement pursuant to section 102(1) of the Companies Act, 2013, in respect of the Special Business is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE VALID AND EFFECTIVE MUST BE DELIVERED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
3. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights, provided that, a member holding more than ten percent of the total paid up share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
4. Members and/or proxies are requested to bring their copy of the notice to the meeting and should bring the attendance slips duly filled in at the meeting to avoid any inconvenience.
5. Corporate members are requested to send a duly certified copy of the Board resolution authorizing their representative(s) to attend and vote at the Annual General Meeting.
6. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. In terms of Section 20 of the Companies Act, 2013, the Notice along with a copy of the Annual Report is being sent to all the Members on the electronic mail address as provided by the Registrar or the Member from time to time for sending communications to the Member unless any Member has requested for a hard copy of the same. For Members who have not registered their e-mail address, physical copies of the Annual Report is being sent by courier. Members are requested to register their E-mail Id with their Depository Participant and inform them of any changes to the same from time to time. However, Members who prefer physical copy to be delivered may write to the Company at its Registered Office by providing their DP Id and Client Id as reference.
8. Members are requested to modify any change in their registered address along with pin code and quote their respective ledger folio number on every communication with the Company.
9. The Register of Directors and Key Managerial Personnel and their Shareholding, maintained under Section 170 of Companies Act, 2013 and the Register of Contracts and Arrangements in which Directors are Interested maintained under Section 189 of Companies Act, 2013 will be available for inspection by the members at the AGM.
10. All documents referred to in accompanying Notice and Explanatory statement are open for inspection at the registered office of the Company during the office hours on all working days except Saturdays/Sundays and holidays between 11.00 A.M. and 1.00 P.M.
11. In terms of the requirements of the Secretarial Standards -2 on "General Meetings" issued by the Institute of the Company Secretaries of India and approved & notified by the Central Government, Route Map for the location of the aforesaid meeting is enclosed.

\*\*\*\*\*

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 FOR THE ITEMS SET OUT IN THE ACCOMPANYING NOTICE ARE AS UNDER:**

---

**Item No 4:**

**Appointment of Mr. Iqbal Singh as Manager of the Company**

Mr. Iqbal Singh was appointed as Manager of the Company by the Board of Directors in their meeting held on January 24, 2017, based on the recommendation of Nomination and Remuneration Committee for a period of three year w.e.f. January 24, 2017, subject to approval of Shareholders.

**Brief Profile of Mr. Iqbal Singh:**

Mr. Iqbal Singh is a Commerce Graduate, ICAI (I) and MBA (Finance) from the Kurukshetra University, Kurukshetra. He possesses over 13 years of experience in the field of Project Management, Finance, Taxation, Operation & Liaison with the Govt. deptt. Prior to joining our Group, he was working with Omaxe Limited as Branch Commercial head. He has also worked with Era Infra Limited.

**Remuneration:**

In case the Company has no profit or its profits are inadequate in terms of Section 197 read with Schedule V of Companies Act 2013, managerial person can be paid remuneration within limit of Part II Section II (A) of the said Schedule, as approved by the Nomination & Remuneration Committee and where the company has not defaulted in repayment of debt or interest payments, subject to approval by the Members by way of resolution in their meeting.

Subject to approval of the shareholders, Nomination and Remuneration Committee & the Board have approved and recommended a remuneration up to Rs. 28,00,000/- per annum with the authority to Board to fix the salary within the said maximum amount from time to time.

The above remuneration is in terms of HR policy of the Company and he shall be eligible for all the benefits / perks including incremental remuneration as per the HR Policy of the Group. The appointment is in compliance of Section 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modifications(s) or re-enactment thereof).

Pursuant to Section 196(4) and other applicable provisions of the Companies Act, 2013, if any, the approval of his appointment and remuneration by the Shareholders of the Company is being sought.

Except Mr. Iqbal Singh, none of the Director, Key Managerial Personnel of the Company and their relatives is concerned or interested financially or otherwise in the resolution set out at item No. 4.

The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice, for approval by the members.

**By the Order of the Board of Directors**

**For GMR Ambala-Chandigarh Expressways Private Limited**

**Sd/-**

**O.Bangaru Raju  
Director**

DIN: 00082228

Place: Delhi

Date: 17.07.2017

**GMR AMBALA CHANDIGARH EXPRESSWAYS PRIVATE LIMITED**

CIN: U45203KA2005PTC036773

Registered Office: 25/1, SKIP House, Museum Road, Bangalore – 560 025, Karnataka

E-mail: highways.secretarial@gmrgroup.in

Phone No.: 080 - 40432000; Fax No.: 080 - 40432333

**ATTENDANCE  
SLIP**

DP ID		FOLIO NO. / CLIENT ID		No. of shares	
-------	--	--------------------------	--	------------------	--

Name(s) and address of the member in full:

I/We hereby record my/our presence at the 12<sup>th</sup> Annual General Meeting of the Company to be held **on Friday, the 25th day of August, 2017 at 10.00 A.M. at the Registered Office of the Company at, 25/1, Skip House, Museum Road, Bangalore – 560025, Karnataka**

MEMBER  PROXY

\_\_\_\_\_  
Signature of Member / Proxy

-----

# GMR AMBALA CHANDIGARH EXPRESSWAYS PRIVATE LIMITED

CIN: U45203KA2005PTC036773

Registered Office: 25/1, SKIP House, Museum Road, Bangalore – 560 025, Karnataka

E-mail: highways.secretarial@gmrgroup.in

Phone No.: 080 - 40432000; Fax No.: 080 - 40432333

## FORM NO.MGT-11

### PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rule, 2014]

CIN	U45203KA2005PTC036773
Name of the Company	GMR AMBALA CHANDIGARH EXPRESSWAYS PRIVATE LIMITED
Registered Address	25/1, Skip House, Museum Road, Bangalore – 560 025, Karnataka

Name of the member(s)	
Registered Address	
E-Mail ID	
DPID and Client ID /Folio No	

I/We, being the member(s) holding \_\_\_\_\_ shares of the above named Company, hereby appoint

1	Name			
	Address			
	E-Mail ID		Signature	

or failing him

2	Name			
	Address			
	E-mail ID		Signature	

or failing him

3	Name			
	Address			
	E-Mail ID		Signature	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 12<sup>th</sup> Annual General Meeting of the Company, to be held on **Friday, the 25th day of August, 2017** at

**10.00 A.M.** at 25/1, Skip House, Museum Road, Bangalore – 560025, Karnataka and at any adjournment thereof in respect of such resolutions as are indicated below:

<b>Ordinary Business</b>	
1.	To receive, consider and adopt the audited Financial Statements for the year ended March 31, 2017 together with the Reports of the Directors' and the Auditors' thereon.
2.	To appoint Director in place of Mr. Arun Kumar Sharma (DIN 02281905) who retires from office by rotation and being eligible, offers himself for re-appointment.
3.	To appoint M/s. Luthra & Luthra (Regn. No. 002081N), Chartered Accountants as Statutory Auditors of the Company for financial year 2017-18 and to fix their remuneration.
<b>Special Business</b>	
4.	To approve the appointment of Mr. Iqbal Singh as Manager of the Company.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2017

\_\_\_\_\_  
Signature of Member

\_\_\_\_\_  
Signature of Proxy holder(s)

Affix Revenue  
Stamp of Re.1

Notes:

- 1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**
- 2. A proxy need not be a member of the Company.**



## ROUTE MAP OF THE VENUE

