



**GMR HYDERABAD VIJAYAWADA EXPRESSWAYS PRIVATE
LIMITED**

CIN: U45201KA2009PTC050109

Regd Off: 25/1, SKIP House, Museum Road, Bangalore – 560025

E-mail: highways.secretarial@gmrgroup.in

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

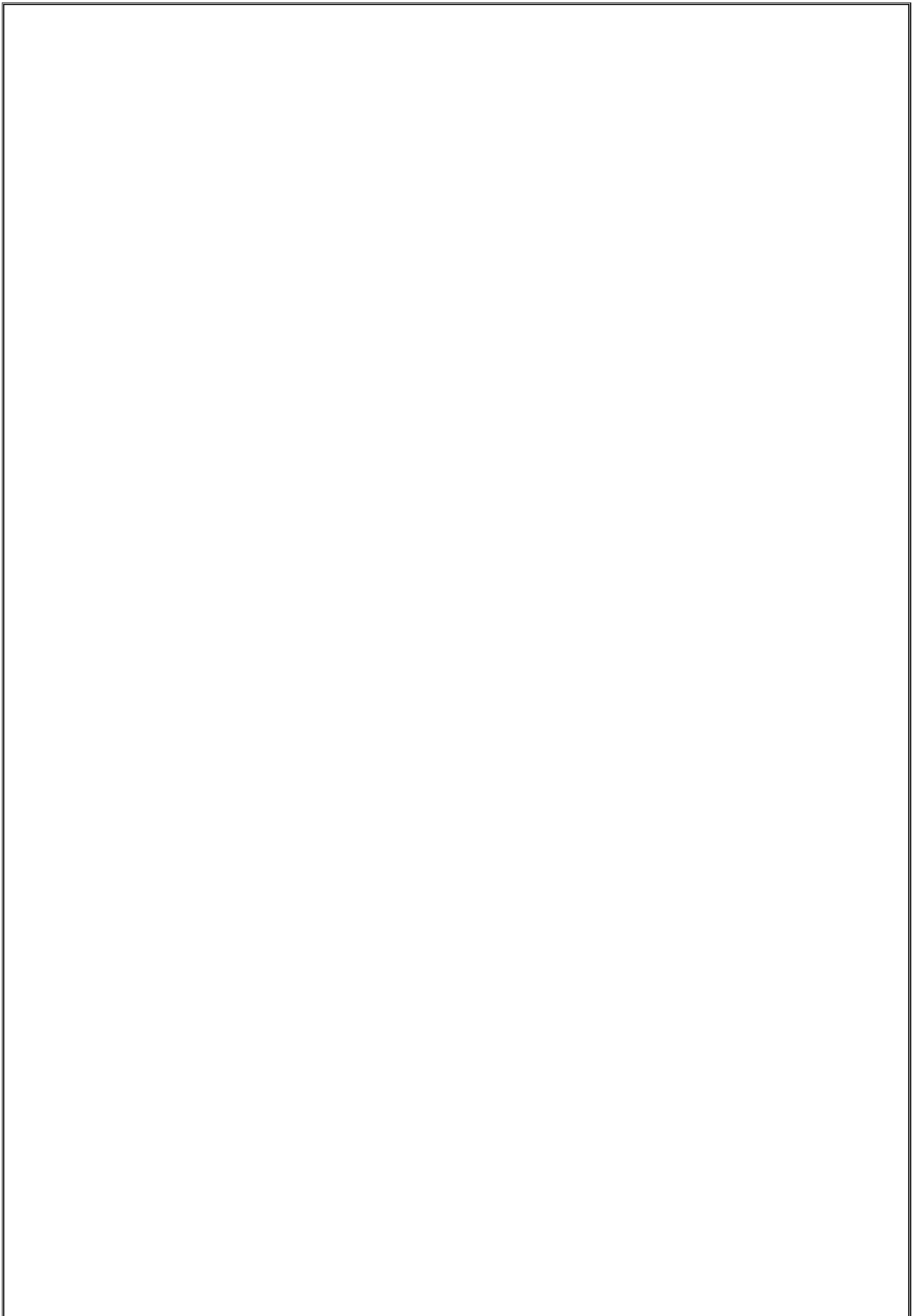
**Notice of
Tenth Annual General Meeting**

Day, Date & Time

Thursday,
August 29, 2019
12.30 PM

Venue

Transportation Business Board Room
GMR T&UI, Terminal-2, opp. Departure Gate No. 1, IGI Airport,
New Delhi-110037



NOTICE TO SHAREHOLDERS

Notice is hereby given that the Tenth Annual General Meeting of the Members of **GMR HYDERABAD VIJAYAWADA EXPRESSWAYS PRIVATE LIMITED** will be held on **Thursday, 29th day of August, 2019**, at **12:30 PM** at the Corporate Office of the Company situated at Transportation Business Board Room, GMR T&UI, Terminal-2, Opp. Departure Gate No. 1 IGI Airport, New Delhi -110037, to transact the following businesses:

Ordinary Business

1. To receive, consider and adopt the audited Financial Statements viz. Balance Sheet as at March 31, 2019 and Statement of Profit and Loss Account for the period ended on that date 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 Chaturvedi & Shah, Chartered Accountants, (Firm Registration No. 101720W) be and are hereby appointed as Statutory Auditors of the Company for a period of 5 consecutive years commencing from the financial year 2019-20, on such remuneration, as may be determined by the Board of Directors or any Committee/any person authorized by the Board on its behalf.”

“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 Chaturvedi & Shah, Chartered Accountants and approve the remuneration payable to them including any out of pocket expenses.”

Special Business

4. **Ratification of remuneration of the Cost Auditor of the Company for the financial year 2019-20.**

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

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. G.R. & Co., Cost Accountants, (Membership Number 30294) appointed by the Board of Directors of the Company as Cost Auditors, to conduct the audit of the cost records of the Company, for the financial year 2019-20, be paid a remuneration of Rs. 50,000/- plus applicable taxes and reimbursement of out of pocket expenses incurred by them in the course of audit.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

5. Appointment of Mr. Nallu Krishna Reddy as Manager of the Company.

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions, if any, 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 for the Companies Act, 2013, approval of the Shareholders of Company, be and is hereby accorded to the appointment of Mr. Nallu Krishna Reddy as Manager of the Company for a period of 3 (three) years with effect from August 01, 2019 on the following terms:

- a. Remuneration not exceeding Rs. 28,00,000/- p.a. inclusive of all perquisites and facilities with an annual increment of upto 10% of the gross remuneration and with the authority to Board to fix the salary within the said maximum amount from time to time.
- b. the following shall not be included for the purpose of computation of the Manager's gross remuneration as aforesaid:
 - i. The Company's contribution to Provident Fund and Superannuation Fund pursuant to the HR policy of the Company.
 - ii. Gratuity payable at the rate not exceeding half a month's salary for each completed year of service.
 - iii. Encashment of leave at the end of tenure or the time of ceasing to be Manager pursuant to the HR policy of the Company.”

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 the Board of Directors, be and are hereby 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

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

Place: New Delhi
Date: 22.07.2019

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. Corporate members are requested to send a duly certified copy of the Board resolution authorizing their representative(s) to attend and vote at the General Meeting.
4. 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.
5. 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.
6. 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.
7. 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.
8. In terms of Section 20 of the Companies Act, 2013, the Notice 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 copy of the Notice is being sent by courier. Members are requested to register their E-mail Id with their Depository Participant/the Company 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/Folio No. as reference.
9. Members are requested to notify any change in their registered address along with pin code and quote their respective DP Id and Client Id/Folio No. on every communication with the Depository Participant/the Company .
10. 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.

11. 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.

**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

Ratification of remuneration of the Cost Auditor of the Company for the financial year 2019-20.

The Board, on the recommendation of the Audit Committee, has approved the reappointment and remuneration of M/s G.R. & Co., Cost Accountants, (Membership Number 30294) to conduct the audit of the cost records of the Company for the financial 2019-20 at remuneration as detailed in the resolution.

In accordance with the provisions of Section 148(3) of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is being sought for ratification of the remuneration payable to the Cost Auditors for the financial year 2019-20.

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

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

Item No. 5

Appointment of Mr. Nallu Krishna Reddy as Manager of the Company

Mr. Chandrasekhar Barrenkalla, resigned as Manager of the Company w.e.f June 05, 2019 vide letter dated March 06, 2019. Consequent to his resignation, the Board of Directors in their meeting held on July 22, 2019, based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of Shareholders, approved the appointment of Mr. Nallu Krishna Reddy as Manager of the Company for a period of 3 years w.e.f. August 1, 2019 on the following terms and conditions:

- a. Gross Remuneration: upto Rs. 28,00,000/- (Rupees Twenty EightLacs only) per annum inclusive of all perquisites and facilities with an annual increment of upto 10% of the gross remuneration.
- b. The following shall not be included for the purpose of computation of the Manager's gross remuneration as aforesaid:
 - i. The Company's contribution to Provident Fund and Superannuation Fund pursuant to the HR policy of the Company.
 - ii. Gratuity payable at the rate not exceeding half a month's salary for each completed year of service.
 - iii. Encashment of leave at the end of tenure or the time of ceasing to be Manager pursuant to the HR policy of the Company.

Brief Profile

Mr. Nallu Krishna Reddy, aged about 48 years, is a B.Tech in Civil Engineering from Kakatiya Institute of Technology & Science/ Kakatiya University. He possesses around 24 years of professional experience in the area of Civil Engineering and has been associated with GMR Group for over 9 years. Prior to joining GMR Group, he has worked with MC Consulting Engineers Pvt Ltd, Siddartha Civil Works Pvt Ltd and JE Sverdrup Civil, Inc.

Having regard to his rich experience and knowledge, it is proposed to appoint Mr. Nallu Krishna Reddy, as "Manager" pursuant to the provisions of Section 196,197, 2013 read with schedule V of the Companies Act, 2013, for a period of 3 years w.e.f August 01, 2019.

Further, Net Profit of the Company calculated as per Section 198 of the Companies Act, 2013 is Rs. 1,66,50,88,671/- i.e. inadequate profit. Hence, it is required to obtain the approval of members of the Company in accordance with the Schedule V of the Companies Act, 2013.

As per Schedule V of the Companies Act, 2013, the effective capital of the Company (absolute figures) is calculated as follows:

Particulars	Amount (in Rs.)
Paid-up share capital (excluding share application money or advances against shares); amount, if any, for the time being standing to the credit of share premium account	3,025,274,000.00
Reserves and Surplus (excluding revaluation reserve)	(6,630,648,244.00)
Long-term loans and deposits repayable after one year (excluding working capital loans, over drafts, interest due on loans unless funded, bank guarantee, etc., and other short-term arrangements)	18,155,554,643.00
TOTAL (A)	14,550,180,399.00
Any investments (except in case of investment by an investment company whose principal business is acquisition of shares, stock, debentures or other securities)	-
Accumulated losses and preliminary expenses not written off	-
TOTAL (B)	-
Effective Capital (A-B)	14,550,180,399.00

The Effective capital of the Company is more than Rs. 250 Crores and as per Schedule V of the Companies Act, 2013, where the effective capital of the Company is Rs. 250 crores and above, the Company can pay a maximum remuneration in a year is Rs. 120 lakhs plus 0.01% of the effective capital in excess of Rs. 250 crores by obtaining the approval of members of the Company by way of ordinary resolution. Hence, for the proposed appointment, the approval of members of the Company is required by way of ordinary resolution.

Statement as per Schedule V of the Companies Act, 2013

I. General information:

- (1) Nature of industry: Infrastructure
- (2) Date or ~~expected date~~ of commencement of commercial production: 20.12.2012 (COD of Project)
- (3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: N.A.
- (4) Financial performance based on given indicators:

<u>Particulars</u>	<u>March 31, 2019</u> <u>(Rs. In Lakhs)</u>
Gross Income (including Other Income)	35,124.94
Expenditure	14875.5
Earnings before interest, depreciation and tax	20249.44
Depreciation & amortization expense	5051.04
Profit before Interest	15198.4
Interest & Finance costs	26479.68
Profit/ (Loss) before Tax	(11281.28)
Current Tax	Nil
Profit/ (Loss) after Tax	(11281.28)

- (5) Foreign investments or collaborations, if any: N.A.

II. Information about the appointee:

- (1) Background details

Mr. Nallu Krishna Reddy, aged about 48 years, is a B.Tech in Civil Engineering from Kakatiya Institute of Technology & Science/ Kakatiya University. He possesses around 24 years of professional experience in the area of Civil Engineering and has been associated with GMR Group for over 9 years. Prior to joining GMR Group, he has worked with MC Consulting Engineers Pvt Ltd, Siddartha Civil Works Pvt Ltd and JE Sverdrup Civil, Inc

- (2) Past remuneration- Rs. 22,82,978/- plus VPP of Rs.2,81,860/-

- (3) Recognition or awards

- (4) Job profile and his suitability-

Job Profile- To deal with the issues related to implementation of the Project at Project Site of the Company and to correspond with National Highways Authority of India (NHAI) and Independent Consultant and other statutory / government and other authorities/ entities for all technical and Project related issues.

Suitability- With his enriched experience in the infrastructure industry, his knowledge, and his long association with GMR Group, Mr. Nallu Krishna Reddy is very suitable candidate for the Job.

(5) Remuneration proposed- Not exceeding Rs. 28,00,000 p.a. inclusive of all perquisites and facilities with an annual increment of upto 10% of the gross remuneration and with the authority to Board to fix the salary within the said maximum amount from time to time

(6) 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 proposed to be paid to Mr. Nallu Krishna Reddy as Manager is commensurate with his ability and experience;
- Relationship of remuneration to expected performance is clear and meets appropriate performance benchmarks and is subject to periodic appraisal as per the Group HR policy; and
- The proposed remuneration reflects short and long-term performance objectives appropriate to the working of the company and its goals.

(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.- NIL

III. Other information:

(1) Reasons of loss or inadequate profits: Losses are primarily due to loss of revenue arising as a result of drop in commercial traffic due to bifurcation of state of Andhra Pradesh and ban on sand mining in the region. These events constitutes a Change in Law as per the Concession Agreement i.e. ban on transportation of sand by State Government of Telangana & Andhra Pradesh, levy of permit tax and bifurcation of erstwhile State of Andhra Pradesh.

(2) Steps taken or proposed to be taken for improvement: Company has filed a claim of INR 752.32 Crore calculated upto March 31, 2017 before the Tribunal against NHAI for the loss of revenue arising due to Change in Law. The management has also obtained a legal opinion which confirms that these events are Change in Law and Company is entitled to the claim for losses suffered on this account. NHAI has agreed that these events are falling under change in law and agreed to pay claim for loss, however not agreed on quantification methodology to determine claim amount against which Company has invoked Arbitration proceedings against NHAI which is in final stages of conclusion.

(3) Expected increase in productivity and profits in measurable terms: Management of the Company is confident of the receipt of compensation on account of Change in Law under Arbitration. As per the schedule of Arbitration, the same is expected to get concluded by October 2019.

None of the Directors and Key Managerial Personnel of the Company (*except Mr. Nallu Krishna Reddy himself*) & their relatives is in any way, concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Resolution set out at Item No. 5 of the Notice as an Ordinary Resolution, for approval by the members.

Place: New Delhi
Date: 22.07.2019

By the Order of the Board of Directors

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

GMR HYDERABAD VIJAYAWADA EXPRESSWAYS PVT. LTD.

CIN: U45201KA2009PTC050109

Registered Office: 25/1, SKIP House, Museum Road, Bangalore – 560025

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

I/We hereby record my/our presence at the 10th Annual General Meeting of the Company to be held on Thursday, 29th day of August, 2019, at 12:30 PM at the Transportation Business Board Room, GMR T& UI, Terminal-2, Opp Departure Gate No. 1 IGI Airport, New Delhi -110037.

MEMBER PROXY

Signature of Member / Proxy

GMR HYDERABAD VIJAYAWADA EXPRESSWAYS PVT. LTD.

CIN: U45201KA2009PTC050109

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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	U45201KA2009PTC050109
Name of the Company	GMR HYDERABAD VIJAYAWADA EXPRESSWAYS PVT. LTD.
Registered Address	25/1, 1 st Floor, 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 10th Annual General Meeting of the Company, to be held on Thursday, 29th day of August, 2019, at 12:30 PM at the Corporate Office of the Company situated at Transportation Business Board Room, GMR T& UI, Terminal-2, Opp Departure Gate No. 1 IGI Airport, New Delhi -110037 and at any adjournment thereof in respect of such resolutions as are indicated below:

Ordinary Business	
1.	To receive, consider and adopt the audited Financial Statements viz. Balance Sheet as at March 31, 2019 and Statement of Profit and Loss Account for the period ended on that date 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 and fix remuneration payable to the Statutory Auditors
Special Business	
4.	Ratification of remuneration of the Cost Auditor of the Company for the financial year 2019-20.
5.	Appointment of Mr. Nallu Krishna Reddy as a Manager.

Signed this _____ day of _____ 2019

Signature of Member

Affix Revenue
Stamp of Re.1

Signature of Proxy holder(s)

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

