



**GMR HYDERABAD VIJAYAWADA EXPRESSWAYS PRIVATE  
LIMITED**

CIN: U45201KA2009PTC050109

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

Corporate Office: GMR T& UI Office, Opposite Departure Gate No. 1, Terminal-2, IGI  
Airport, New Delhi - 110 037

Website: <https://gmrpui.com/hyderabad-vijaywada/>

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

Phone No.: 080 - 40432000

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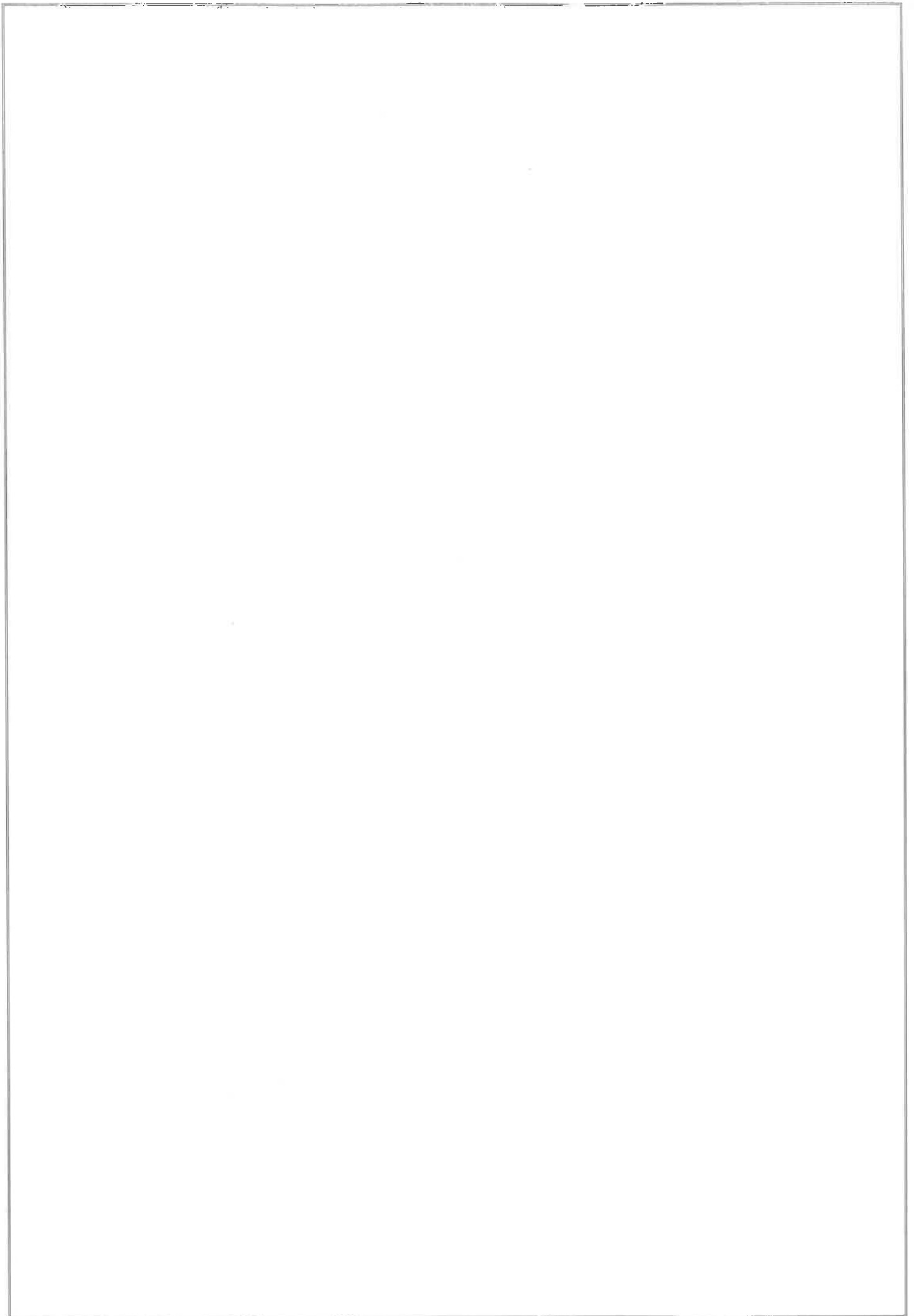
**Notice of  
Fifteenth Annual General Meeting**

**Day, Date & Time**

Friday,  
August 30, 2024  
03:00 PM

**Venue**

25/1, SKIP House, Museum Road,  
Bangalore – 560025



## NOTICE TO SHAREHOLDERS

Notice is hereby given that the Fifteenth Annual General Meeting of the Members of **GMR HYDERABAD VIJAYAWADA EXPRESSWAYS PRIVATE LIMITED** will be held on **Friday, August 30, 2024, at 3:00 PM** at the Registered Office of the Company situated at 25/1 Skip House, Museum Road, Bangalore, Karnataka, 560025, to transact the following businesses:

### **Ordinary Business:**

1. To receive, consider and adopt the audited Financial Statements viz. Balance Sheet as at March 31, 2024 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. O. Bangaru Raju (DIN: 00082228), who retires from office by rotation and being eligible, offers himself for re-appointment.
3. To consider and approval for re-appointment of M/s Chaturvedi & Shah, Chartered Accountants as statutory auditors of the company for the 2nd term.

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 139 and 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions of Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), 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 2024-25, and are entitled to hold office from the conclusion of this Annual General Meeting to the conclusion of 20<sup>th</sup> Annual General Meeting of the Company 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 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 as may be incurred by them in the course of audit.”

### **Special Business:**

4. **To ratify the remuneration of M/s. G. R. & Co., Cost Auditor of the Company for the financial year 2024-25.**

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, if any, and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Shareholders hereby ratify the remuneration of Rs. 60,000/- plus applicable taxes and out of pocket expenses payable to M/s. G. R. & Co., Cost Accountants, (Membership Number 30294)

as appointed by the Board of Directors as Cost Auditors of the Company to conduct the audit of cost records of the Company for the financial year 2024-25."

**"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."

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



**Priyanka Chawri**  
**Company Secretary**  
**M: No A65871**

Place: New Delhi  
Date: 19.07.2024

**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. 3**

**To ratify the remuneration of the Cost Auditor of the Company for the financial year 2024-25.**

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 year 2024-25 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 2024-25.

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. 3 of the Notice, for approval by the members.

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



**Priyanka Chawri  
Company Secretary  
M: No A65871**



Place: New Delhi

Date: 19.07.2024

**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. 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 till the date of meeting.

**GMR HYDERABAD VIJAYAWADA EXPRESSWAYS PVT. LTD.**

CIN: U45201KA2009PTC050109

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

Corporate Office: GMR T& UI Office, Opposite Departure Gate No. 1, Terminal-2, IGI Airport, New  
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Phone No.: 080 - 40432000

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 15<sup>th</sup> Annual General Meeting of the Company to be held on **Friday, August 30, 2024**, at **03:00 PM** at registered office of the Company situated at 25/1, SKIP House, Museum Road, Bangalore – 560025.

MEMBER  PROXY

Signature of Member / Proxy

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**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 <sup>st</sup> 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	
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as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 15<sup>th</sup> Annual General Meeting of the Company, to be held on **Friday, August 30, 2024**, at **03:00 PM** at registered office of the Company situated at 25/1, SKIP House, Museum Road, Bangalore – 560025 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 viz. Balance Sheet as at March 31, 2024 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. O. Bangaru Raju (DIN: 00082228), who retires from office by rotation and being eligible, offers himself for re-appointment.
3.	To consider and approval for re-appointment of M/s Chaturvedi & Shah, Chartered Accountants as statutory auditors of the company for the 2nd term
<b>Special Business</b>	
4.	To ratify the remuneration of the Cost Auditor of the Company for the financial year 2024-25.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2024

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

Affix Revenue Stamp of Re.1
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\_\_\_\_\_  
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

