



GMR HIGHWAYS LIMITED

U45203MH2006PLC287171

Registered Office: Naman Centre, 701, 7th Floor, Opp. Dena Bank,
Plot No. C-31, G Block, Bandra Kurla Complex, Bandra (East),
Mumbai – 400 051

Website: <https://gmrpui.com/gmr-highways-limited/>

E-mail: highways.secretarial@gmrgroup.in

Phone No.: 022 - 42028000; Fax No.: 022 – 42028004

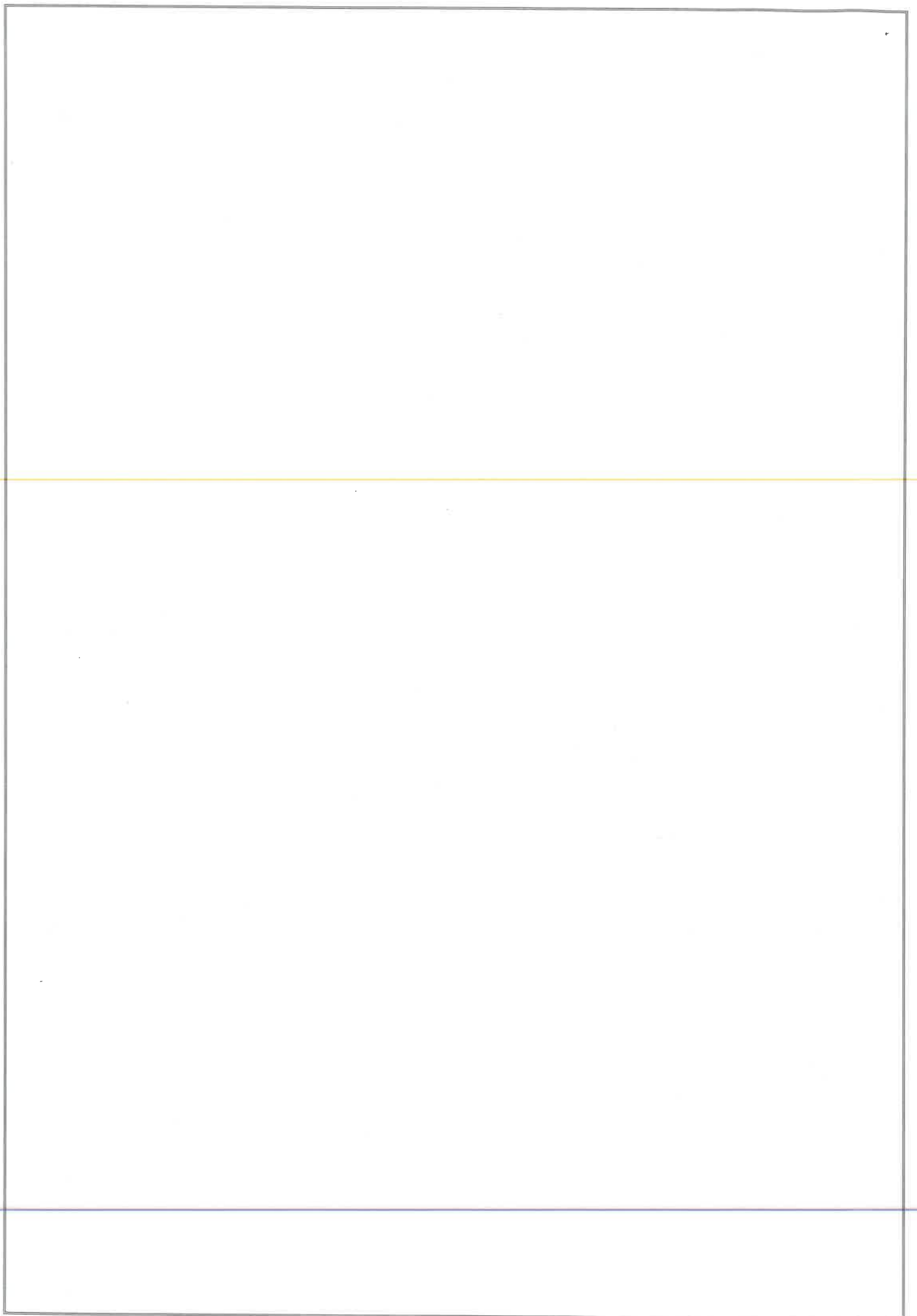
**Notice of
Sixteenth Annual General Meeting**

Day, Date & Time

Monday,
September 26, 2022
11.00 AM

Venue

Transportation Business Board Room,
GMR T&UI, Terminal-2,
Opp. Departure Gate No. 1, IGI Airport,
New Delhi – 110 037



NOTICE TO SHAREHOLDERS

Notice is hereby given that the Sixteenth Annual General Meeting of the Members of **GMR HIGHWAYS LIMITED** will be held at **shorter notice** on **Monday, September 26, 2022, at 11:00 AM** at the Corporate Office of the Company at Transportation Business Board Room, GMR T&UI, 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 restated Financial Statements viz. Balance Sheet as at March 31, 2022 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 (00082228), who retires from office by rotation and being eligible, offers himself for re-appointment.
3. To appoint Statutory Auditors and to 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 Girish Murthy & Kumar (Regn. No. 000934S), Chartered Accountants, be and are hereby appointed as Statutory Auditors of the Company for a period of 5 consecutive years commencing from the financial year 2022-23, and ending till the Annual General Meeting for the Financial Year ending on March 31, 2027 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 Girish Murthy & Kumar, 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 the Cost Auditor of the Company**

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 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 to conduct the audit of cost records of the Company for the financial year 2022-23.

RESOLVED FURTHER 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 additional remuneration of Rs. 25,000 plus applicable taxes and out of pocket expenses payable to M/s. G. R. & Co., Cost Accountants, (Membership Number 30294) for audit of cost records based upon the Restated Financial Statements of the Company for the financial year 2021-22."

5. Appointment of Mr. Mohan Rao Murthy (DIN 02506274) as Independent Director of the Company.

“RESOLVED THAT pursuant to the provisions of Section 149, 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) read with Schedule IV 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), Mr. Mohan Rao Murthy (DIN 02506274) who has submitted a declaration confirming that he meets the criteria of independence under Section 149(6) of the Act and whose candidature for the office of Director has been recommended by the Nomination and Remuneration Committee and the Board of Directors and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act, proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, to hold office for a term of five years, with effect from September 26, 2022 and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company, be and are hereby severally authorized, to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for giving effect to this resolution.”

6. Appointment of Mrs. Sridevi Venisheety (DIN: 02021653) as Women Director of the Company

“RESOLVED THAT pursuant to the provisions of Section 149, 152 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), Mrs. Sridevi Venisheety (DIN: 02021653) whose candidature for the office of Director has been recommended by the Nomination and Remuneration Committee and the Board of Directors 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, be and is hereby appointed as Women Director of the Company with effect from September 26, 2022, whose office shall be liable to retire by rotation.

RESOLVED FURTHER THAT Directors and the Company Secretary of the Company, be and are hereby severally authorized to take all such actions and to do all such acts and deeds including signing and filing of necessary forms, returns, applications, papers and documents with such authority(ies) as may be necessary to give effect to the above resolution.”

By the Order of the Board of Directors



Paramjeet Singh
Company Secretary
M No: A18789

Place: New Delhi
Date: 06.09.2022

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.
12. This meeting is being called at a **Shorter Notice** than the statutory required minimum of 21 clear days. Pursuant to the provisions of Section 101 of the Companies Act, 2013, a general meeting may be called after giving a **shorter notice** if consent is given in writing or by electronic mode by not less than 95% of the members entitled to vote at such meeting.

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

To ratify the remuneration of the Cost Auditor of the Company.

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 2022-23 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 2022-23.

Further, in the Annual General Meeting of the Company held on August 31, 2021, members of the Company had ratified the remuneration of Rs. 50,000/- plus applicable taxes and out of pocket expenses payable to 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 2021-22.

However, due to the sanctioning of the composite Scheme of Arrangement for amalgamation amongst GMR Tuni-Anakapalli Expressways Limited, GMR Tambaram Tindivanam Expressways Limited (Transferor Companies), GMR Highways Limited ("Transferee Company") and their respective shareholders & creditors by the Hon'ble NCLT, vide its order dated August 03, 2022, the Company is required to prepare the Restated Financial Statements for the Financial Year 2021-22 and accordingly, cost audit need to be done of the cost records as prepared on the basis of Restated Financial Statements for the Financial Year 2021-22.

The Board, on the recommendation of the Audit Committee, has approved the additional fee of 50% of the existing fee i.e. Rs. 25,000/- plus applicable taxes and out of pocket expenses for audit of Cost Records prepared on the basis of Restated Financial Statements for the Financial Year 2021-22.

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 additional remuneration payable to the Cost Auditors for the financial year 2021-22.

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. Mohan Rao Murthy (DIN 02506274) as Independent Director of the Company.

Mr. K P Rao and Dr. Kavitha Gudapati were appointed as an Independent Directors of the Company for second term of 5 years w.e.f. October 08, 2017 and their term is concluding w.e.f. closing hours of September 07, 2022. Hence, at least one Independent Director need to be appointed on the Board to meet the statutory requirement as prescribed under the provisions of Companies Act, 2013.

Mr. Mohan Rao Murthy (DIN: 02506274) fulfills the conditions specified in the Companies Act, 2013 ('the Act') and the Rules framed there under, for appointment as Independent Director and he is independent of the management, which is in compliance with the provisions of Section 149 read with Schedule IV of the Act.

Further, pursuant to the requirements of the Act and based on his expertise, skills, rich experience and knowledge, it is proposed to seek approval of the members by way of Ordinary Resolution to appoint Mr. Mohan Rao Murthy, as an Independent Director for a term of five years commencing from September 26, 2022. Further, Mr. Mohan Rao Murthy shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013.

Brief Profile of Mr. Mohan Rao Murthy

Mr. Mohan Rao Murthy is a Chartered Accountant and Company Secretary with rich experience of more than 38 years in Banking, Finance, Manufacturing and Infra sectors. Enriched his knowledge by participating in various National & International programs and shared his acumen through seminars and articles. He also contributed as Director in more than 25 companies.

He headed various functions of Credit, Risk management, Treasury, Merchant Banking, Strategic alliances, in Banking & Financial sectors. He established new business verticals of Financial Leasing and Merchant Banking in a leading Private Sector Bank. Board of the Bank appreciated his strategic contribution in Treasury management, capital raising assignment and successful strategic alliance with an International bank.

He also contributed more than 16 years in GMR Group as Head / Chief Financial Officer of Subsidiaries, Airports, Highways and Infra verticals. He participated very actively in various innovative fund raising exercises of the Group. He also made significant contribution in some of the divestment plans as Project Lead in the Group. As Joint Ventures Head, he played key role in establishment of various Joint Ventures and their funding in the Airport sector. As a Director, he nurtured those Joint Venture companies in terms of Corporate Governance, Business planning, Profitability, Systems & Processes, Internal controls etc.

Currently, he is appointed as Director on the Boards of following Companies:

1. GMR Pochanpalli Expressways Limited
2. GMR Krishnagiri SIR Limited
3. BSN Corporate Advisory Services Private Limited
4. GMR SEZ & Port Holdings Limited

Mr. Mohan Rao Murthy has given a declaration to the Board that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013. In terms of proviso to sub-section (5) of Section 152, the Board of Directors are of the opinion that Mr. Mohan Rao Murthy fulfils the conditions specified in the Act, for his appointment as an Independent Director.

The Company has also received the consent in writing to act as a Director, and an intimation that he is not disqualified under section 164(2) of the Companies Act, 2013.

The Company has received a notice in writing from a member, pursuant to Section 160(1) of the Companies Act, 2013, proposing the candidature of Mr. Mohan Rao Murthy for his appointment to the office of Independent Director.

Pursuant to Secretarial Standards-2 issued by the Institute of Company Secretaries of India, additional information about Mr. Mohan Rao Murthy is annexed in **Annexure I** to this Notice.

Mr. Mohan Rao Murthy does not hold any shares/securities in the Company, either in his individual capacity or on a beneficial basis for any other person.

Except Mr. Mohan Rao Murthy and his relatives, none of the other Directors and Key Managerial Personnel of the Company, or their relatives, are concerned or interested, financially or otherwise in this resolution.

The Board recommends the Ordinary Resolution at Item No. 5 for approval of the members.

Item No. 6

Appointment of Mrs. Sridevi Venisheety (DIN: 02021653) as Women Director of the company

Dr. Kavith Gudapati was appointed as an Independent Women Director of the Company for second term of 5 years w.e.f. September 08, 2017 and her term is concluding w.e.f. closing hours of September 07, 2022 and to meet the statutory requirement of Companies Act, 2013 of minimum one Women director on the Board of the Company, a women director is required to be appointed.

It is proposed to appoint Mrs. Sridevi Venisheety (DIN: 02021653), as the Women Director of the Company w.e.f. September 26, 2022 in accordance with the provisions of Section 149 read with Rule 3 of Companies (Appointment and Disqualification of Directors) Rules, 2014.

Brief Profile of Mrs. Sridevi Venisheety

Mrs. Sridevi Venisheety (holding DIN: 02021653), aged about 40 years, is a Graduate in Bachelor of Engineering in Computer Science from Venkateshwara College of Engineering. Presently, she is a Partner in M/s Visalakshi Marketing and also one of the Trustees on Srivatsa Charitable Trust. She is also on the Board of Dhruvi Securities Limited and GMR Aviation Private Limited, subsidiaries of GMR Power and Urban Infra Limited. She is also an active social worker.

Currently, she is appointed as Director on the Boards of following Companies:

1. Visalakshi Marketing Private Limited
2. Dhruvi Securities Limited
3. GMR Aviation Private Ltd

The Company has received a notice in writing from a member, pursuant to Section 160(1) of the Companies Act, 2013, proposing the candidature of Mrs. Sridevi Venisheety for her appointment to the office of Women Director.

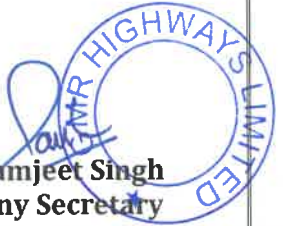
Pursuant to Secretarial Standards-2 issued by the Institute of Company Secretaries of India, additional information about Mrs. Sridevi Venisheety is annexed in **Annexure I** to this Notice.

Mrs. Sridevi Venisheety does not hold any shares/securities in the Company, either in his individual capacity or on a beneficial basis for any other person.

Except Mrs. Sridevi Venisheety and Mr BVN Rao and their relatives, none of the other Directors and Key Managerial Personnel of the Company, or their relatives, are concerned or interested, financially or otherwise in this resolution.

The Board recommends the Ordinary Resolution at Item No. 6 for approval of the members.

By the Order of the Board of Directors


Paramjeet Singh
Company Secretary
M No: A18789

Place: New Delhi
Date: 06.09.2022

ANNEXURE I

Details pursuant to the requirements of Secretarial Standards-2

Name of the Director or Manager	Mr. Mohan Rao Murthy	Mrs. Sridevi Venisheety
Age	65 Years	40 Years
Qualifications	Chartered Accountant and Company Secretary	Graduate in Bachelor of Engineering in Computer Science from Venkateshwara College of Engineering.
Experience	More than 38 years in Banking, Finance, Manufacturing and Infra sectors	She is on the Board of Dhruvi Securities Limited and GMR Aviation Private Limited, subsidiaries of GMR Power and Urban Infra Limited. She is also an active social worker.
Terms and conditions of appointment or reappointment along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable	Appointed as an Independent Director of the Company and will be paid sitting fees for attending Board and Committee meetings of the Company during his tenure.	As detailed in the resolution.
Date of First appointment on the Board	NA	NA
Shareholding in the Company	Nil	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	NA	Daughter of Mr. BVN Rao Director of the Company
Number of Board Meetings attended during the financial year 2021-22	NA	NA

Other Directorships	<ol style="list-style-type: none"> 1. GMR Pochanpalli Expressways Limited 2. GMR Krishnagiri SIR Limited 3. BSN Corporate Advisory Services Private Limited 4. GMR SEZ & Port Holdings Limited 	<ol style="list-style-type: none"> 1. Visalakshi Marketing Private Limited 2. Dhruvi Securities Limited 3. GMR Aviation Private Ltd 																							
Membership / Chairmanship of Committees of other Boards	<table border="1"> <thead> <tr> <th data-bbox="443 521 571 645">Name of the Company</th> <th data-bbox="571 521 730 645">Committee</th> <th data-bbox="730 521 861 645">Member /Chairman</th> </tr> </thead> <tbody> <tr> <td data-bbox="443 645 571 1048" rowspan="4">GMR Pochanpalli Expressways Limited</td> <td data-bbox="571 645 730 801">Nomination and Remuneration Committee</td> <td data-bbox="730 645 861 801" rowspan="4">Member</td> </tr> <tr> <td data-bbox="571 801 730 958">Corporate Social Responsibility Committee</td> </tr> <tr> <td data-bbox="571 958 730 1048">Management Committee</td> </tr> </tbody> </table>			Name of the Company	Committee	Member /Chairman	GMR Pochanpalli Expressways Limited	Nomination and Remuneration Committee	Member	Corporate Social Responsibility Committee	Management Committee	<table border="1"> <thead> <tr> <th data-bbox="893 481 1050 577">Name of the Company</th> <th data-bbox="1050 481 1241 577">Committee</th> <th data-bbox="1241 481 1396 577">Member /Chairman</th> </tr> </thead> <tbody> <tr> <td data-bbox="893 577 1050 1135" rowspan="6">Dhruvi Securities Limited</td> <td data-bbox="1050 577 1241 645">Audit Committee</td> <td data-bbox="1241 577 1396 1135" rowspan="6">Member</td> </tr> <tr> <td data-bbox="1050 645 1241 768">Nomination and Remuneration Committee</td> </tr> <tr> <td data-bbox="1050 768 1241 857">Asset Liability Management Committee</td> </tr> <tr> <td data-bbox="1050 857 1241 981">Corporate Social Responsibility Committee</td> </tr> <tr> <td data-bbox="1050 981 1241 1048">Management Committee</td> </tr> <tr> <td data-bbox="1050 1048 1241 1135">Risk Management Committee</td> </tr> </tbody> </table>			Name of the Company	Committee	Member /Chairman	Dhruvi Securities Limited	Audit Committee	Member	Nomination and Remuneration Committee	Asset Liability Management Committee	Corporate Social Responsibility Committee	Management Committee	Risk Management Committee
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E-mail: highways.secretarial@gmrgroup.in

Website: <https://gmrpui.com/gmr-highways-limited/>
Phone No.: 022 - 42028000; Fax No.: 022 - 42028004

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 16th Annual General Meeting of the Company to be held at a **shorter notice** on **Monday, September 26, 2022, at 11:00 AM** at the Corporate Office of the Company situated at Transportation Business Board Room, GMR T&UI, Opp. Departure Gate No. 1, IGI Airport, New Delhi -110037.

MEMBER PROXY

Signature of Member / Proxy

GMR HIGHWAYS. LTD.

CIN: U45203MH2006PLC287171

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E-mail: highways.secretarial@gmrgroup.in

Phone No.: 022 - 42028000; Fax No.: 022 - 42028004

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	U45203MH2006PLC287171
Name of the Company	GMR HIGHWAYS LTD.
Registered Address	Naman Centre 701, 7 th Floor, Opp. Dena Bank, Plot No. C-31, G Block, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051

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 16th Annual General Meeting of the Company, to be held at **shorter notice on Monday, September 26, 2022, at 11:00 AM** at the Corporate Office of the Company situated at Transportation Business Board Room, GMR T&UI, 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, 2022 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 (00082228), who retires from office by rotation and being eligible, offers himself for re-appointment.
3.	To appoint Statutory Auditors and to 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:
Special Business	
4.	To ratify the remuneration of the Cost Auditor of the Company.
5.	Appointment of Mr. Mohan Rao Murthy (DIN 02506274) as Independent Director of the Company.
6.	Appointment of Mrs. Sridevi Venisheety (DIN: 02021653) as Women Director of the company

Signed this _____ day of _____ 2022

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.**