



GMR HIGHWAYS LIMITED

U45203MH2006PLC287171

Registered Office: Naman Centre, 7th Floor, Opp. Dena Bank, Plot
No.C-3, G Block, Bandra Kurla Complex, Bandra (East) Mumbai -
400051

E-mail: highways.secretarial@gmrgroup.in

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

**Notice of
Thirteenth Annual General Meeting**

Day, Date & Time

Friday,
August 30, 2019
11.30 AM

Venue

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

9.0

1. The first part of the document is a list of the names of the members of the committee.

2. The second part of the document is a list of the names of the members of the committee who have been elected to the office of chairperson.

3. The third part of the document is a list of the names of the members of the committee who have been elected to the office of secretary.

Director

General Manager

1. The first part of the document is a list of the names of the members of the committee.

2. The second part of the document is a list of the names of the members of the committee who have been elected to the office of chairperson.

3. The third part of the document is a list of the names of the members of the committee who have been elected to the office of secretary.

4. The fourth part of the document is a list of the names of the members of the committee who have been elected to the office of treasurer.

5. The fifth part of the document is a list of the names of the members of the committee who have been elected to the office of clerk.

6. The sixth part of the document is a list of the names of the members of the committee who have been elected to the office of auditor.

7. The seventh part of the document is a list of the names of the members of the committee who have been elected to the office of assessor.

8. The eighth part of the document is a list of the names of the members of the committee who have been elected to the office of collector.

9. The ninth part of the document is a list of the names of the members of the committee who have been elected to the office of recorder.

NOTICE TO SHAREHOLDERS

Notice is hereby given that the Thirteenth Annual General Meeting of the Members of **GMR HIGHWAYS LIMITED** will be held at **shorter notice** on **Friday, 30th day of August, 2019**, at **11:30 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, 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. O. Bangaru Raju (DIN 00082228), who retires from office by rotation and being eligible, offers himself for re-appointment.

Special Business

3. **To Ratify the 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 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), 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 is 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



O. Bangaru Raju
Managing Director
DIN: 00082228

Place: New Delhi
Date: 03.08.2019

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. 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 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 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.
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 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 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 number as reference.
9. Members are requested to notify any change in their registered address along with pin code and quote their respective ledger folio number/DP Id and Client Id on every communication with the Company/Depository Participant.
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.
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. 3

Approval of remuneration of the Cost Auditor.

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

By the Order of the Board of Directors




O. Bangaru Raju
Managing Director
DIN: 00082228

Place: New Delhi
Date: 03.08.2019

GMR HIGHWAYS. LTD.

CIN: U45203MH2006PLC287171

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Plot No. C-3 G Block, Bandra Kurla Complex, Bandra (East) Mumbai - 400051

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

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 13th Annual General Meeting of the Company to be held at a shorter notice on Friday, 30th day of August, 2019, at 11:30 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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Plot No.C-3 G Block, Bandra Kurla Complex, Bandra (East) Mumbai -400051

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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 | U45203MH2006PLC287171 |
| Name of the Company | GMR HIGHWAYS LTD. |
| Registered Address | Naman Centre, 7th Floor, Opp. Dena Bank, Plot No.C-3, G Block, Bandra Kurla Complex, Bandra (East) Mumbai-400051 |

| | |
|------------------------------|--|
| 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 13th Annual General Meeting of the Company, to be held at shorter notice on Friday, 30th day of August, 2019, at 11:30 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, 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. O. Bangaru Raju (DIN 00082228), who retires from office by rotation and being eligible, offers himself for re-appointment. |
| Special Business | |
| 3. | To Ratify the remuneration of the Cost Auditor of the Company for the financial year 2019-20. |

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



