



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
Extraordinary General Meeting**

Day, Date & Time

**Tuesday
May 22, 2018
10.00 AM**

Venue

Transportation Business Board Room,
Ground Floor, New Udaan Bhawan,
Opp. Terminal 3, IGI Airport,
New Delhi - 110 037

G.R.

THE UNIVERSITY OF
MICHIGAN LIBRARY
SERIALS ACQUISITION
300 NORTH ZEEB ROAD
ANN ARBOR, MICHIGAN 48106-1500
TEL: 734 763 1000

UNIVERSITY OF MICHIGAN LIBRARY
SERIALS ACQUISITION

Ann Arbor, Mich

Monday
May 13, 2013
10:00 AM

Ann Arbor

UNIVERSITY OF MICHIGAN LIBRARY
SERIALS ACQUISITION
300 NORTH ZEEB ROAD
ANN ARBOR, MICHIGAN 48106-1500

NOTICE TO SHAREHOLDERS

Notice is hereby given that the Extraordinary General Meeting of the Members of **GMR Highways Limited** will be held on **Tuesday, May 22, 2018, at 10.00 AM** at the Corporate Office of the Company situated at Transportation Business Board Room, Ground Floor, New Udaan Bhawan, Opp Terminal 3, IGI Airport, New Delhi - 110037 , to transact the following business:

Special Business

AGENDA ITEM NO 1

APPROVAL FOR CARRYING OUT ADDITIONAL CHANGE OF SCOPE WORKS OF GMR HYDERABAD VIJAYAWADA EXPRESSWAYS PRIVATE LIMITED

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

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013, if any, and Rules made thereunder, Memorandum and Articles of Association of the Company, (including any statutory amendment or modification thereof for the time being in force), the approval of the members be and is hereby accorded to carry out the Additional change of scope works for construction of Inupamula Public Under Pass (PUP), Kamineni Junction Vehicular Under Pass (VUP) and improvement of safety measures in accidental prone area (black spots) on back to back basis for GMR Hyderabad Vijayawada Expressways Private Limited, a related party, at an estimated cost of Rs. 44.16 Crores."

RESOLVED FURTHER THAT the Board be and is hereby authorized generally to do all such acts, deeds and things as may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution".

AGENDA ITEM NO 2

APPROVAL FOR CARRYING OUT ADDITIONAL CHANGE OF SCOPE WORKS OF GMR POCHANPALLI EXPRESSWAYS LIMITED

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

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013, if any, and Rules made thereunder, Memorandum and Articles of Association of the Company, (including any statutory amendment or modification thereof for the time being in force), the approval of the members be and is hereby accorded to carry out the Additional change of scope works for construction of Vehicular Under Pass (VUP) at Japthi Shivnoor village &

Nagulapalli, construction of service road at Masaipet and Ramayapalli ROB for GMR Pochanpalli Expressways Limited, a related party, at an estimated cost of Rs. 107.31 Crores."

RESOLVED FURTHER THAT the Board be and is hereby authorized generally to do all such acts, deeds and things as may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution".

AGENDA ITEM NO 3

APPROVAL FOR CARRYING OUT ADDITIONAL CHANGE OF SCOPE WORKS OF GMR CHENNAI OUTER RING ROAD PRIVATE LIMITED

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

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013, if any, and Rules made thereunder, Memorandum and Articles of Association of the Company, (including any statutory amendment or modification thereof for the time being in force), the approval of the members be and is hereby accorded to carry out the Additional change of scope works for development/installation of toll plazas at two locations in the Project Stretch along with weigh bridges and one new culvert for GMR Chennai Outer Ring Road Private Ltd (GCORRPL), a related party, at an estimated cost of Rs. 48.804 Crores."

RESOLVED FURTHER THAT the Board be and is hereby authorized generally to do all such acts, deeds and things as may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution".

**By the Order of the Board of Directors
For GMR Highways Limited**


**Paramjeet Singh
Company Secretary**

ACS-18789

Place: New Delhi

Date: April 28, 2018



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 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 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.

9. 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.
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.

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

AGENDA ITEM NO 1 TO 3

The Company carries out maintenance works on the site of GMR Hyderabad Vijayawada Expressways Private Limited (GHVEPL), GMR Pochanpalli Expressways Limited (GPEL) and GMR Chennai Outer Ring Road Private Limited (GCORRPL) (hereinafter collectively known as "**Subsidiaries**").

Further, GMR Hyderabad Vijayawada Expressways Private Limited and GMR Pochanpalli Expressways Limited needs to carry additional change of scope works as per the internal estimates provided by the respective subsidiaries and recommended by Independent Engineer and NHAI.

Also, Govt. of Tamil Nadu has declared the Chennai Outer Ring Road (CORR) as Toll Road and permitted TNRDC to develop/install toll plazas at two locations on the CORR Project Stretch. Accordingly, TNRDC requested GCORRPL to submit the estimate and design for the Toll Plaza works along with weigh bridges and one new culvert. Based on that, GCORR submitted the estimate to construct the additional change of scope works to TNRDC.

As such, the above subsidiaries had approached the Company to carry out the additional change of scope works based on the proposed cost as follows:

Sr. No	Name of the Company	Proposed Cost (in Rs. Crores)
1	GMR Hyderabad Vijayawada Expressways Private Limited	44.1588 crores
2	GMR Pochanpalli Expressways Limited	107.31 crores
3	GMR Chennai Outer Ring Road Private Limited	48.804 crores

Since the additional change of scope works is to be carried out with the subsidiaries/ related party, hence, Audit Committee and Board of Directors in their meetings held on April 28, 2018 have approved/recommended the said transaction with related party in line with the provisions of Section 177 & 188 of the Companies Act, 2013 read with rules made there under.

The value of the transaction with each of the subsidiaries exceeds the prescribed threshold (Rs. 9.07 crores which is 10% of more of the turnover of the Company or Rs. 50 crores whichever is less), hence approval of the Shareholders need to be obtained in this regard.

None of the Directors, Key Managerial Personnel of the Company and their relatives, is in any way, concerned or interested, financially or otherwise, in the Resolutions. Further, Mr. O. Bangaru Raju is Managing Director of Company and Director of GHVEPL & GCORR and Mr. Paramjeet Singh is CS/ KMP of GHWL and GPEL but are not interested financially or otherwise in the aforesaid resolutions.

The Board recommends the **Ordinary Resolutions** set out at **Item No. 1 to 3** of the Notice, for approval by the members.

**By the Order of the Board of Directors
For GMR Highways Limited**

Place: New Delhi

Date: April 28, 2018

Paramjeet Singh
Company Secretary

ACS 18-789

Seey

GMR HIGHWAYS LIMITED

CIN: U45203MH2006PLC287171

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

**ATTENDANCE
SLIP**

DP ID		FOLIO NO. / CLIENT ID		No. of shares	
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Name and address of the member(s) in full:

I/We hereby record my/our presence at the Extra Ordinary General Meeting of the Company held on **Tuesday, May 22 2018, at 10.00 AM** at Transportation Business Board Room, Ground Floor, New Udaan Bhawan, Opp. Terminal 3, IGI Airport, New Delhi - 110 037.

MEMBER

PROXY

Signature of Member / Proxy

GMR HIGHWAYS LIMITED

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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 LIMITED
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) and Registered Address	
Email Id	
DP ID and Client ID/ Folio No	

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

1	Name			
	Address			
	Email Id		Signature	

Or failing him

2	Name			
	Address			
	Email Id		Signature	

Or failing him

3	Name			
	Address			
	Email Id		Signature	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company, to be held on **Tuesday, May 22, 2018, at 10.00 AM** at Transportation Business Board Room, Ground Floor, New Udaan Bhawan, Opp. Terminal 3, IGI Airport, New Delhi – 110 037 and at any adjournment thereof in respect of such resolutions as are indicated below:

Special Business

1. Approval for carrying Additional Change of Scope works of GMR Hyderabad Vijayawada Expressways Private Limited
2. Approval for carrying Additional Change of Scope works of GMR Pochanpalli Expressways Limited
3. Approval for carrying Additional Change of Scope works of GMR Chennai Outer Ring Road Private Limited

Signed this _____ day of _____ 2018

Signature of Member

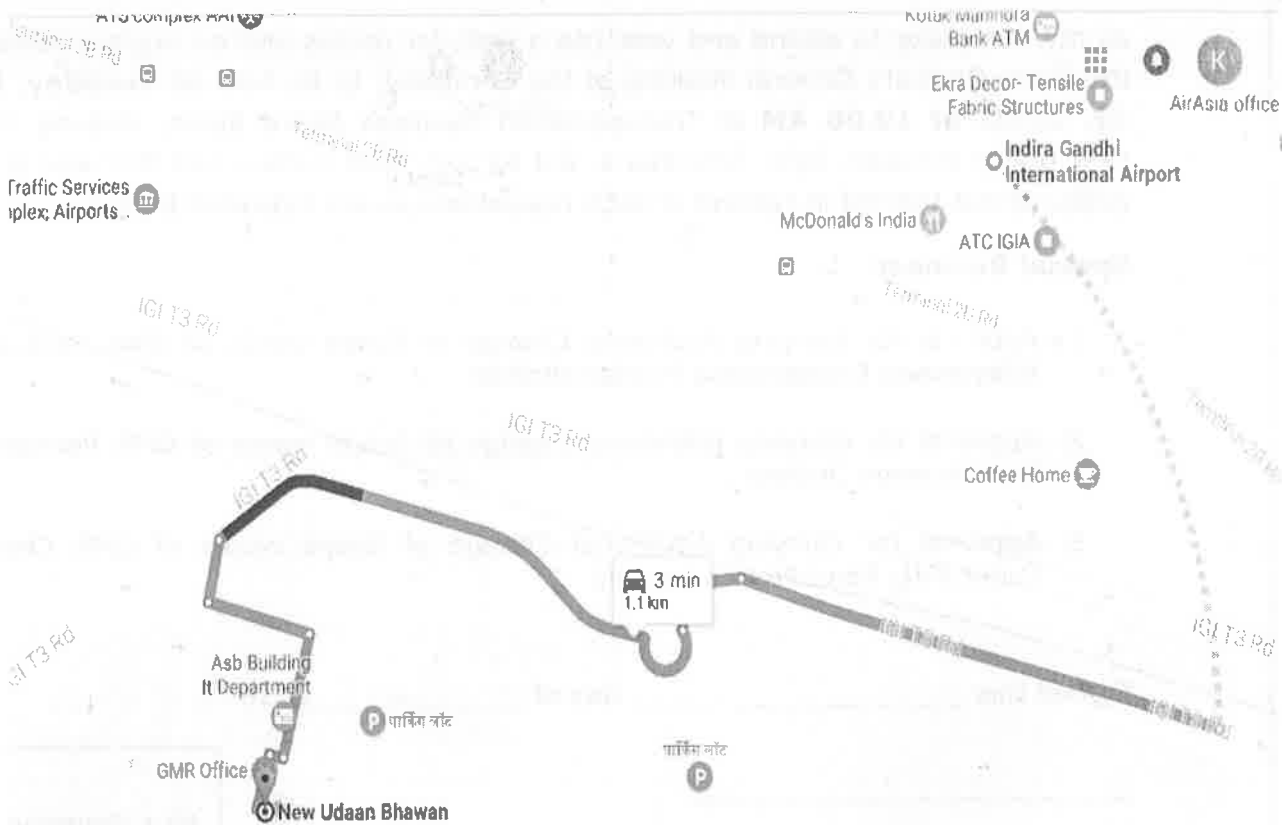
Affix Revenue
Stamp of Re.1

Signature of Proxy holder(s)

Notes:

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.

A proxy need not be a member of the Company.



Satellite

Baba Amar Kha Sayyad ☺
SAMSUNG
SMART CAFE ☺

Google

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