



**GMR CHENNAI OUTER RING ROAD PRIVATE LIMITED**

CIN: U45203KA2009PTC050441

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

E-mail: highways.secretarial@gmrgroup.in

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

---

**Notice of  
14<sup>th</sup> Annual General Meeting**

**Day, Date & Time**

**Thursday, the 31<sup>st</sup> day of August, 2023**

**At**

**02.00 PM**

**Venue**

Transportation Business Board Room,  
GMR Transportation and Urban Infra Office, Terminal-2, Opp.  
Departure Gate No. 1,  
IGI Airport, New Delhi – 110037

## **NOTICE TO SHAREHOLDERS**

NOTICE is hereby given that 14<sup>th</sup> Annual General Meeting of the Members of **GMR Chennai Outer Ring Road Private Limited** will be held on **Thursday, the 31<sup>st</sup> day of August 2023 at 02.00 PM** at Transportation Business Board Room, GMR Transportation and Urban Infra Office, Terminal-2, opposite Departure Gate No. 1, IGI Airport, New Delhi-110037 to transact the following business:

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the audited Financial Statements for the year ended March 31, 2023 together with the Reports of the Directors' and the Auditors' thereon.
2. To appoint Director in place of Mrs. Grandhi Varalakshmi (DIN 00061699), who is liable to retire by rotation and being eligible offers herself for re-appointment.

### **SPECIAL BUSINESS:**

3. **To ratify the remuneration of M/s. G. R. & Co., Cost Auditor of the Company for the Financial Year 2023-24.**

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 (Indian Rupees Sixty Thousand Only) plus applicable taxes and out of pocket expenses payable to M/s. G. R. & Co., Cost Accountants, 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 2023-24.

**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  
For GMR Chennai Outer Ring Road Private Limited**

  
**Suranjan Barik**  
Company Secretary  
M.No. A36495



Place: New Delhi  
Date: 25.07.2023

**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. 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/ledger 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/corporate 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.

\*\*\*\*\*

**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 M/s. G. R. & Co., Cost Accountant of the Company for the financial year 2023-24.**

M/s. G.R & Co., Practicing Cost Accountants, is carrying out the Cost Audit of the Company since the Financial Year 2015-16. The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s. G. R. & Co., Cost Accountant to conduct the audit of the cost records of the Company for the financial year 2023-24 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 ending 2023-24.

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 at Item No. 3 for approval of the members.

**By the Order of the Board of Directors  
For GMR Chennai Outer Ring Road Private Limited**



*Suranjan Barik*

**Suranjan Barik  
Company Secretary  
M.No. A36495**

Place: New Delhi  
Date: 25.07.2023

**GMR CHENNAI OUTER RING ROAD PRIVATE LIMITED**

CIN NO U45203KA2009PTC050441

Registered Office: 25/1, SKIP House, Museum Road, Bangalore – 560 025, Karnataka

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	
-------	--	--------------------------	--	------------------	--

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

**I/We hereby record my/our presence at the 14<sup>th</sup> Annual General Meeting of the Company to be held** on Thursday, the 31<sup>st</sup> day of August 2023 at 02.00 PM at Transportation Business Board Room, GMR Transportation and Urban Infra Office, Terminal-2, opposite Departure Gate No. 1, IGI Airport, New Delhi-110037.

MEMBER

PROXY

Signature of Member / Proxy

-----

**GMR CHENNAI OUTER RING ROAD PRIVATE LIMITED**

CIN NO U45203KA2009PTC050441

Registered Office: 25/1, SKIP House, Museum Road, Bangalore – 560 025, Karnataka

E-mail: highways.secretarial@gmrgroup.in

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	U45203KA2009PTC050441
Name of the Company	GMR Chennai Outer Ring Road Private Limited
Registered Address	25/1, Skip House, Museum Road, Bangalore – 560025, 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 14<sup>th</sup> Annual General Meeting of the Company, to be held on **Thursday, the 31<sup>st</sup> Day of August 2023 at 02.00 PM** at Transportation Business Board Room, GMR Transportation and Urban infra office, Terminal-2, opposite 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 for the year ended March 31, 2023 together with the Reports of the Directors' and the Auditors' thereon. |
| 2. | To appoint Director in place of Mrs. Grandhi Varalakshmi (DIN 00061699), who is liable to retire by rotation and being eligible offers herself for re-appointment.       |

**Special Business**

- |    |   |
|----|---|
| 3. | To ratify the remuneration of M/s. G. R. & Co., Cost Auditor of the Company for the financial year 2023-24. |
|----|---|

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2023

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

\_\_\_\_\_  
Signature of Proxy holder(s)

Notes:

Affix  
Revenue  
Stamp of  
Re.1

- 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

