



GMR POCHANPALLI EXPRESSWAYS LIMITED

CIN No. U45200KA2005PLC049327

Registered Office: 25/1, SKIP House, Museum Road, Bengaluru-560 025,
Karnataka,

Corporate office: GMR T&UI office, Terminal-2, Opp. Departure Gate No.1, IGI
Airport, New Delhi-110037, Tel: 011 40052455

E-mail: highways.secretarial@gmrgroup.in, Website: www.gmrpui.com

**Notice of
20th Annual General Meeting**

Day, Date & Time

Monday, the 18th day of August, 2025

At

4:00 P.M

Venue

**Transportation Business Board Room,
GMR T&UI Office, Terminal-2, Opp. Departure Gate No. 1,
IGI Airport, New Delhi-110037**

NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the 20th (twentieth) Annual General Meeting ("AGM") of the Members of **GMR Pochanpalli Expressways Limited** will be held on Monday, **the 18th day of August 2025** at 04.00 PM at Transportation Business Board Room, GMR T&UI Office, Terminal-2, Opp. 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 of the Company together with the report of Board of Directors and Auditors' Report thereon for the Financial Year ended March 31, 2025.
2. To appoint Director in place of Mrs. Ramadevi Bommidala, Director (DIN-00575031), 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 2025-26.**

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 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 ₹ 65,000/- (Indian Rupees Sixty Five Thousand Only) plus applicable taxes and out of pocket expenses as may be incurred, payable to M/s. G. R. & Co., Cost Accountants (Firm Registration No: 101504), 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 2025-26.

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."

4. **Appointment of Mr. Ramkrishnan Ramamurthy (DIN-00680202) as Independent Director of the Company.**

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 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. Ramkrishnan Ramamurthy (DIN-00680202), who was appointed as an Additional Independent Director of the Company and 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 December 24, 2024 and whose office shall not be liable to retire by rotation.

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

5. Appointment of Mr. Upendra Kumar as Manager 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 Sections 179, 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications(s) or re-enactment thereof) read with Rules made thereunder and other applicable provisions of the Companies Act, 2013, if any, the consent of the members of Company be and is hereby accorded to the appointment of Mr. Upendra Kumar as 'Manager' of the Company for a period of 3 (three) years with effect from 1st May, 2025 on the following terms:

- a. Remuneration not exceeding ₹53,82,419/- (Rupees Fifty-Three Lakh Eighty Two Thousand Four Hundred Nineteen Only) p.a. inclusive of all perquisites and facilities with an annual increment as per HR Policy of the Company and with the authority to the Board to fix the salary within the said maximum amount from time to time.
- b. the following shall not be included for the purpose of computation of the Manager's gross remuneration as aforesaid:
 - i. The Company's contribution to Provident Fund and Superannuation Fund pursuant to the HR policy of the Company.
 - ii. Gratuity payable at the rate not exceeding half a month's salary for each completed year of service.
 - iii. Encashment of leave at the end of tenure or the time of ceasing to be Manager pursuant to the HR policy of the Company."

RESOLVED FURTHER THAT all other terms and conditions including annual increment, earned/ privilege leave shall be as per the HR Policy of the Company and contribution to Provident Fund, Superannuation fund or Annuity Fund, Gratuity, etc. shall be in terms of applicable provisions of the relevant statutes.

RESOLVED FURTHER THAT Mr. Upendra Kumar shall be responsible, inter-alia, to discharge his duties as may be assigned by the Board from time to time and to manage the day to day affairs and general management of the Company subject to superintendence and control of the Board of Directors of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to take all the actions and to do all such acts, deeds and things including filing of requisite Forms, returns, applications with the Ministry of Corporate Affairs, Government of India as may be necessary to give effect to the resolution."

6. Re-Appointment of Mrs. Ramadevi Bommidala (DIN 00575031), as Whole Time Director of the Company.

To consider and, if thought fit, to pass with or without modification/(s), the following Resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section of 196 and 197 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule V of the Companies Act, 2013, consent of the members be and is hereby accorded for the re-appointment of Mrs. Ramadevi Bommidala (DIN 00575031), as Whole Time Director of the Company, for a period of 2 (two) years with effect from August 01, 2025, liable to retire by rotation, on such remuneration and upon such terms and conditions as set out below, with an authority to the Board of Directors to alter and vary terms of appointment and remuneration, during the continuance of her tenure from time to time, so as the remuneration and other terms remain compliant to the terms as specified in Schedule V to the Companies Act, 2013:

Remuneration:

- a. Gross Remuneration: ₹1,17,80,000/- (Rupees One Crore Seventeen Lakh Eighty Thousand Only) per annum inclusive of all perquisites and facilities with an annual increment of 10% of the gross remuneration.
- b. In addition to gross monthly remuneration as above, the Company will reimburse Mrs. Ramadevi Bommidala, travelling and other expenses incurred by her in furtherance of or in connection with the business of the Company.
- c. The following shall not be included for the purpose of computation of the Whole-time Director's gross remuneration as aforesaid:

- i. The Company's contribution to Provident Fund and Superannuation Fund pursuant to the HR policy of the Company.
- ii. Gratuity payable at the rate not exceeding half a month's salary for each completed year of service.
- iii. Encashment of leave at the end of tenure or the time of ceasing to be Whole-time Director pursuant to the HR policy of the Company."

RESOLVED FURTHER THAT all other terms and conditions including annual increment, earned/privilege leave shall be as per the prevalent HR Policy of the Company and contribution to Provident Fund, Superannuation fund or Annuity Fund, Gratuity, etc. shall be in terms of applicable provisions of the relevant statutes.

RESOLVED FURTHER THAT Mrs. Ramadevi Bommidala shall be responsible, inter-alia, to discharge her duties as may be assigned by the Board from time to time and to manage the day to day affairs and general management of the company subject to superintendence and control of the Board of Directors of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to take all such actions and to do all acts, deeds and things including filing of requisite forms, returns, applications with the Ministry of Corporate Affairs, Government of India as may be necessary to give effect to the resolution."

By the Order of the Board
For GMR Pochanapalli Expressways Limited




Paramjeet Singh
Company Secretary
M. No. A18789

**GMR T&UI Office, Terminal-
2 Opp. Departure Gate No.-1,
IGI Airport, New Delhi-110037**

Place: New Delhi
Date: 19/07/2025

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 2025-26.

M/s. G.R & Co., Practicing Cost Accountants, is carrying out the Cost Audit of the Company since the Financial Year 2014-15. 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 2025-26 at remuneration as detailed in the resolution.

In accordance with the provisions of Section 148(3) of the Act read with the Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors needs 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 2025-26.

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 Item No. 3 for approval of the members by an **Ordinary Resolution**.

Item No 4

Appointment of Mr. Ramkrishnan Ramamurthy (DIN-00680202) as Independent Director of the Company

Mr. Mohan Rao M was appointed as an Independent Director of the Company for the second term of 5 years with effect from September 01, 2022 and he has resigned with effect from conclusion of the Board Meeting held on October 17, 2024. Hence, another Independent Director need to be appointed on the Board to fill the intermittent vacancy and to meet the statutory requirement as prescribed under the provisions of Companies Act, 2013.

Further in order to meet the statutory requirement of two Independent Directors on the Board of the Company, the Board of the Directors on the recommendation of the Nomination and Remuneration Committee had appointed Mr. Ramakrishnan Ramamurthy (DIN 00680202), as an Additional Independent Director w.e.f. December 24, 2024 and pursuant to the requirements of the Act, it is being proposed to seek approval of the members for the above appointment of Mr. Ramakrishnan Ramamurthy (DIN 00680202), as an Independent Director for a term

of five years commencing from December 24, 2024. Further, Mr. Ramakrishnan Ramamurthy (DIN 00680202) shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013.

“Brief profile of Mr. Ramakrishnan Ramamurthy:

Mr. Ramakrishnan Ramamurthy holds a degree in Commerce & Post-Graduation in Business Management from Bangalore University, Diploma in Mechanical Engineering, Post-Graduate in Business Management and a Certified Family Business adviser through FFI – Boston. Post Graduate Diploma - Non-Executive Independent Director course with Financial Times –London.

He has over 54 years of Industry/Corporate experience and working with some of the best Family businesses -Murugappa group, Amalgamations, Sanmar, Mythra and also with GMR group. He has also Exposure & experience in Auto sector, Industrial capital and consumer goods, Industrial valves, Renewable energy, Infrastructure - Airport, Energy and Urban infrastructure, Geospatial segment.

He started his career with Bosch India (9 years) then with Murugappa Group (20 years) and with Sanmar Group (Industrial valves) for 5 years.

He joined GMR Group as MD for Agri business and built the business and divested the same to get the promoters a good value in the year 2010. He started the renewable energy business for GMR and completed few projects from 2014. He took the role with Group Chairman office and worked with him at the group and the family level. Then after he moved to Geokno (JV of GMR) as MD in the month of November 2019. He retired from the corporate world in the end of the month December, 2022 and continue to be active on Leadership Development, Coaching, Family business, advising on family & business side.

Currently he is engaged as a Principal Advisor in GMR Group for Family-owned companies and working with the 3rd Generation family members.

He has also worked as part of the Advisory committee for APSSDC – Skill development in Structuring the State Skilling program.

He has worked with BITS – Hyderabad on curriculum review of post-graduation course on Manufacturing Technology and rolled out a new course design.

He was former Non-Executive Chairman of the Board of Heidelberg Cement India (German MNC) a listed Company in India- and part of all Board committees.

Currently, he is working with Education institutions – Kumaran’s- Bangalore, Padma Seshadri- Chennai and Lakshmi Vidhya Sangham (TVS group) in training Teachers / Vice-Principles and Principles and also, with Colleges in Andhra Pradesh (AP).”

Mr. Ramakrishnan Ramamurthy (DIN 00680202) 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. Ramakrishnan Ramamurthy 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. Ramakrishnan Ramamurthy for his appointment to the office of Independent Director.

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

Mr. Ramakrishnan Ramamurthy 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. Ramakrishnan Ramamurthy 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 Item No. 4 for approval of the members by way of an Ordinary Resolution.

Item No. 5

Approval for the appointment of Mr. Upendra Kumara as Manager of the Company.

Section 196 (4) of the Companies Act, 2013 provides that Subject to the provisions of Section 197 and Schedule V, a managing director, whole-time director or manager shall be appointed and the terms and conditions of such appointment and remuneration payable be approved by the Board of Directors at a meeting which shall be subject to approval by a resolution at the next general meeting of the company and by the Central Government in case such appointment is at variance to the conditions specified in Part I of that Schedule.

Further, Section 179 (3) of the Companies Act 2013 read with rule 8 of the Companies (Meetings of Board and its Powers) Rules, 2014, which states that the Board of Directors of a company shall exercise the powers, to appoint or remove key managerial personnel (KMP), on behalf of the company by means of resolutions passed at meetings of the Board.

Further, in terms of provisions of Section 203 of the Companies Act, 2013 & the Companies (Appointment & Remuneration of Managerial Personnel) Rules 2014, every listed company and every other public company having a paid-up share capital of ten crore rupees or more shall have the following whole-time key managerial personnel-

- (i) Managing Director; or Chief Executive Officer or **Manager** and in their absence, a whole-time Director
- (ii) Company Secretary; and
- (iii) Chief Financial Officer

Also, no person shall be appointed as manager for a term exceeding five years at a time.

Further pursuant to the provision contained in Part II of Schedule V, remuneration payable to managing director, whole-time director or manager shall be approved at the general meeting of the company for a period not exceeding three years.

Further as prescribed in para 1 of Part III of Schedule-V of the Companies Act, 2013, the appointment and remuneration referred to in Part I and Part II of Schedule-V shall be subject to approval by a resolution of the shareholders in general meeting, hence, for the proposed appointment, the approval of members of the Company is required by way of an Ordinary Resolution.

Mr. Jannela Venkata Ramana was appointed as Manager of the Company w.e.f. 1st December, 2024 for a period of 3 years. He has submitted his resignation from the position of Manager of the Company, w.e.f. 22nd February, 2025 due to personal reasons. Hence, it is required to appoint a Manager in compliance with the applicable provisions of the Companies Act, 2013.

As per the recommendations of the Nomination and Remuneration Committee, the Board, at its meeting held on April 21, 2025, had appointed Mr. Upendra Kumar as Manager of the Company for a term of three years with effect from 1st May, 2025, subject to the approval of Shareholders on the following terms & conditions:

- a. Remuneration not exceeding ₹53,82,419/- (Rupees Fifty-Three Lakhs Eighty-Two Thousand Four Hundred Nineteen Only) p.a inclusive of all perquisites and facilities with an annual increment as per HR Policy of the Company and with the authority to the Board to fix the salary within the said maximum amount from time to time.
- b. the following shall not be included for the purpose of computation of the Manager's gross remuneration as aforesaid:
 - i. The Company's contribution to Provident Fund and Superannuation Fund pursuant to the HR policy of the Company.

- ii. Gratuity payable at the rate not exceeding half a month's salary for each completed year of service.
- iii. Encashment of leave at the end of tenure or the time of ceasing to be Manager pursuant to the HR policy of the Company

Brief Profile of Mr. Upendra Kumar

Mr. Upendra Kumar is a B.E (CIVIL) from Bangalore University, Bangalore. He possesses over 21 years of professional experience in the Construction of Interchanges, Bridges, ROBs, Flyovers with deep & shallow foundations like cast-in-situ pile foundation, and open foundation with superstructure like RCC, PSC I Girders and Box girders with RCC Deck slab, Composite Steel Girder with RCC Deck slab and approach roads with Retaining structure like Retaining wall, Reinforced concrete wall and Gabion wall. Before joining us on September 01, 2015, he has extensive experience in the infrastructure industry and worked with various reputed Indian and multi-national infrastructure companies including L&T Limited, Soma Enterprises Limited, Hindustan Construction Co Ltd, RBM-PATI (JV) a Malaysian Company, etc.

Further, the Net Profit, as at 31 March, 2025, of the Company, calculated as per Section 198 of the Companies Act, 2013, is ₹(22,99,634)/- which indicates inadequacy of profit/net loss.

As per Schedule V of the Companies Act, 2013, the effective capital of the Company (absolute numbers) is calculated as follows:

Particulars	Amount (in ₹)
Paid-up share capital (excluding share application money or advances against shares); amount, if any, for the time being standing to the credit of share premium account	1,38,00,00,000
Reserves and Surplus (excluding revaluation reserve)	1,65,60,20,506
Long-term loans and deposits repayable after one year (excluding working capital loans, over drafts, interest due on loans unless funded, bank guarantee, etc., and other short-term arrangements)	87,74,34,163
TOTAL (A)	3,91,34,54,669
Any investments (except in case of investment by an investment company whose principal business is acquisition of shares, stock, debentures or other securities)	0
Accumulated losses and preliminary expenses not written off	0
TOTAL (B)	0
Effective Capital (A-B)	3,91,34,54,669

The Effective Capital of the Company is ₹391.34 crores. Accordingly, as per Schedule V of the Companies Act, 2013, since the effective capital of the Company is more than ₹250 crores, the Company can pay a maximum remuneration in a year of ₹120 lakhs plus 0.01% of the effective capital in excess of ₹250 crores by obtaining the approval of members of the Company by way of ordinary resolution

In terms of Section 196(4) and Schedule V of the Companies Act, 2013 read with rules made there under, it is proposed to obtain the approval of Shareholders for appointment including terms and conditions, of Mr. Upendra Kumar as Manager of the Company with effect from 1st May, 2025.

Hence, for the proposed appointment, the approval of members of the Company is required by way of an ordinary resolution.

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

Except Mr. Upendra Kumar 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 resolution as mentioned in Item No 3 for the approval of the members by way of an **Ordinary Resolution**.

Item No. 6

Re-Appointment of Mrs. Ramadevi Bommidala (DIN 00575031), as Whole Time Director of the Company.

The provisions as contained under Section 196(3) of the Companies Act, 2013, states that no company shall appoint or **continue** the employment of any person as managing director, **whole-time director** or manager who —

(a) is below the age of twenty-one years or has attained the age of seventy years:

Provided that appointment of a person in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such person.

(b) is an undischarged insolvent or has at any time been adjudged as an insolvent;

(c) has at any time suspended payment to his creditors or makes, or has at any time made, a composition with them; or

(d) has at any time been convicted by a court of an offence and sentenced for a period of more than six months.

Further, Section 196(4) of the Companies Act, 2013 states that subject to the provisions of section 197 and Schedule V, a managing director, **whole-time director** or manager shall be appointed and the terms and conditions of such appointment and remuneration payable be approved by the Board of Directors at a meeting which shall be **subject to approval by a resolution at the next general meeting of the company** and by the Central Government in case such appointment is at variance to the conditions Specified in Part I of that Schedule.

Provided that a notice convening Board or general meeting for considering such appointment shall include the terms and conditions of such appointment, remuneration payable and such other matters including interest, of a director or directors in such appointments, if any:

As per Section 197 (1) of the Companies Act, 2013 the total managerial remuneration payable by a public company, to its directors, including managing director and whole-time director, and its manager in respect of any financial year shall not exceed eleven per cent. of the net profits of that company for that financial year computed in the manner laid down in section 198 except that the remuneration of the directors shall not be deducted from the gross profits:

Provided that the company in general meeting may, authorise the payment of remuneration exceeding eleven percent of the net profits of the company, subject to the provisions of Schedule V:

Provided further that, except with the approval of the company in general meeting, by a special resolution—

(i) the remuneration payable to any one managing director; or whole-time director or manager shall not exceed five per cent. of the net profits of the company and if there is more than one such director remuneration shall not exceed ten per cent. of the net profits to all such directors and manager taken together;

(ii) the remuneration payable to directors who are neither managing directors nor whole-time directors shall not exceed,—

(A) one per cent. of the net profits of the company, if there is a managing or whole-time director or manager;

(B) three per cent. of the net profits in any other case.

Provided also that, where the company has defaulted in payment of dues to any bank or public financial institution or non-convertible debenture holders or any other secured creditor, the prior approval of the bank or public financial institution concerned or the non-convertible debenture holders or other secured creditor, as the case may be, shall be obtained by the company before obtaining the approval in the general meeting.

Further, Section 197(3) of the Companies Act, 2013 states that notwithstanding anything contained in sub-sections (1) and (2), but subject to the provisions of Schedule V, if, in any financial year, **a company has no profits or its profits are inadequate**, the company shall not pay to its directors, including any managing or wholetime director or manager, by way of remuneration any sum exclusive of any fees payable to directors under sub-section (5) hereunder **except in accordance with the provisions of Schedule V.**

Remuneration to Directors including Managing or Whole-Time Director or a Manager as provided in Section II of Part-II of Schedule V of the Companies Act, 2013 may be paid as follows:

Sl. No	Where the effective capital (in rupees) is	Limit of yearly remuneration payable shall not exceed (in Rupees) in case of a managerial person	Limit of yearly remuneration payable shall not exceed (in rupees) in case of other director
i	Negative or less than 5 crores.	60 lakhs	12 Lakhs
ii	5 crores and above but less than 100 crores.	84 lakhs	17 Lakhs
iii	100 crores and above but less than 250 crores.	120 lakhs	24 Lakhs
iv	250 crores and above.	120 lakhs plus 0.01% of the effective capital in excess of ₹250 crores:	24 Lakhs plus 0.01% of the effective capital in excess of ₹250 crores:

Provided that the remuneration in excess of the above Limits may be paid if the resolution passed by the shareholders is a special resolution.

Provided further that the limits specified in Schedule V as above shall apply, if the payment of remuneration is approved by a resolution passed by the Board and, in that case of a company covered under sub-section (1) of section 178 also by the Nomination and Remuneration Committee;

Background / Facts:

Mrs. Ramadevi Bommidala was appointed as Whole-time Director w.e.f August 01, 2022 for a period of 3 years. Therefore, the tenure of Mrs. Ramadevi Bommidala as Whole-time Director is concluding on July 31, 2025. Hence, it is being proposed to re-appoint Mrs. Ramadevi Bommidala, as Whole Time Director pursuant to the provisions of Section 178, 196 and 197 of the Companies Act, 2013, for a period of 2 years w.e.f. August 1, 2025 on the following terms and conditions:

- a. Gross Remuneration: ₹1,17,80,000/- (Rupees One Crore Seventeen Lakh Eighty Thousand Only) per annum inclusive of all perquisites and facilities with an annual increment of 10% of the gross remuneration.
- b. In addition to gross monthly remuneration as above, the Company will reimburse Mrs. Ramadevi Bommidala, travelling and other expenses incurred by her in furtherance of or in connection with the business of the Company.
- c. The following shall not be included for the purpose of computation of the Whole time Director's gross remuneration as aforesaid:
 - i. The Company's contribution to Provident Fund and Superannuation Fund pursuant to the HR policy of the Company.
 - ii. Gratuity payable at the rate not exceeding half a month's salary for each completed year of service.
 - iii. Encashment of leave at the end of tenure or the time of ceasing to be Whole-time Director pursuant to the HR policy of the Company.

Brief Profile of Mrs. Ramadevi Bommidala

Mrs. Ramadevi Bommidala, age about 52 years, is a graduate in B.Sc. Home Science from Andhra University, Visakhapatnam.

Mrs. Ramadevi Bommidala was on the Board of various GMR Group Companies. Between 1998 and 2004, she was the Director – Administration in GMR Generation Assets Limited (Formerly GMR Renewable Energy Limited).

In June 2004, Mrs. Ramadevi Bommidala was inducted as Director in GMR Varalakshmi Foundation. GMR Varalakshmi Foundation is GMR Group's non-profit arm working for society in the field of Corporate Social Responsibility. The foundation is actively engaged in the areas of Education, Health, Hygiene & Sanitation, Community Development and Empowerment. Mrs. Bommidala is also a Director in Parampara Family Business Institute (PFBI) since November 2014. PFBI is a non-profit Company which serves as an educational, engagement and research platform for business families to enable them to sustain, grow and perpetuate their family businesses through generations.

Mrs. Ramadevi Bommidala was also served as Director of GMR Airport Developers Limited and GMR Energy Trading Limited.

Mrs. Ramadevi Bommidala possesses strong leadership and entrepreneur skills and has rich and vast experience in the areas of Business management and Administration and has played pivotal role in the areas of business planning and development, strengthening of governance practices, setting up and monitoring of policies and procedures, etc.

Having regard to her enriched & vast experience and knowledge, and her immense contribution in the running businesses, Mrs. Ramadevi Bommidala will play a crucial

role in the growth of the Company. It is hence, being proposed to reappoint Mrs. Ramadevi Bommidala, as "Whole Time Director" pursuant to the provisions of Section 196 and 197 of the Companies Act, 2013, for a period of 2 years w.e.f. August 01, 2025 as per the Nomination & Remuneration Policy of the Company.

Since, the Net Profit of the Company calculated as per Section 198 of the Companies Act, 2013 except that the remuneration of the Directors shall not be deducted from the gross profits is ₹(22,99,634/-) i.e. inadequate profit. Hence, it is required to obtain the approval of members of the Company in accordance with the Schedule V of the Companies Act, 2013 by way of ordinary resolution.

As per Schedule V of the Companies Act, 2013, the effective capital of the Company based on the audited Financial Statement as at 31.03.2025, as per INDAS (Absolute Value) is calculated as follows:

Particulars	Amount (in ₹)
Paid-up share capital (excluding share application money or advances against shares); amount, if any, for the time being standing to the credit of share premium account	1,38,00,00,000
Reserves and Surplus (excluding revaluation reserve)	1,65,60,20,506
Long-term loans and deposits repayable after one year (excluding working capital loans, over drafts, interest due on loans unless funded, bank guarantee, etc., and other short-term arrangements)	87,74,34,163
TOTAL (A)	3,91,34,54,669
Any investments (except in case of investment by an investment company whose principal business is acquisition of shares, stock, debentures or other securities)	-
Accumulated losses and preliminary expenses not written off	-
TOTAL (B)	3,91,34,54,669
Effective Capital (A-B)	3,91,34,54,669

The Effective capital of the Company is ₹391 crore (approx) and as per Schedule V of the Companies Act, 2013, where the effective capital of the Company is ₹250 crores and above, the Company can pay a maximum remuneration in a year of ₹120 lakhs plus 0.01% of the effective capital in excess of ₹250 crores by obtaining the approval of members of the Company by way of ordinary resolution.

Hence, for the proposed appointment and payment of remuneration alongwith annual increments which may be in excess of the above Limits during her tenure, the approval of members of the Company is required by way of special resolution.

Accordingly, for the proposed appointment and payment of remuneration in excess of the above limit, the approval of members of the Company is required by way of special resolution.

The appointment is in compliance of Section 196, 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modifications(s) or re-enactment thereof).

Statement as per Schedule V of the Companies Act, 2013

I. General information:

- (1) Nature of industry: Infrastructure
- (2) Date or expected date of commencement of commercial production/Operation: 26.03.2009
- (3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: N.A.
- (4) Financial performance based on given indicators:

(₹ in Lakh)	
<u>Particulars</u>	<u>31.03.2025</u>
Gross Income	10,955.31
Less: Expenditure	5,229.99
Earnings before depreciation, Finance Cost and tax	5,725.32
Less: Depreciation & amortization expense	120.34
Profit before Interest and Finance Cost	5,604.98
Less: Finance costs	4,697.58
Profit/ (Loss) before Tax	907.40
Less: Current Tax	339.65
Profit/ (Loss) after Tax	567.75
Other Comprehensive Income	0.74
Re-measurement gains (losses) on defined benefit plans	
Income Tax effect	-
Total Comprehensive income for the year	568.49

- (5) Foreign investments or collaborations, if any: N.A.

II. Information about the appointee:

(1) Background details

Mrs. Ramadevi Bommidala, age about 52 years, is a graduate in B.Sc. Home Science from Andhra University, Visakhapatnam.

Mrs. Ramadevi Bommidala was on the Board of various GMR Group Companies. Between 1998 and 2004, she was the Director – Administration in GMR Generation Assets Limited (Formerly GMR Renewable Energy Limited).

In June 2004, Mrs. Ramadevi Bommidala was inducted as Director in GMR Varalakshmi Foundation. GMR Varalakshmi Foundation is GMR Group's non-profit arm working for society in the field of Corporate Social Responsibility. The foundation is actively engaged in the areas of Education, Health, Hygiene & Sanitation, Community Development and Empowerment. Mrs. Bommidala is also a Director in Parampara Family Business Institute (PFBI) since November 2014. PFBI is a non-profit Company which serves as an educational, engagement and research platform for business families to enable them to sustain, grow and perpetuate their family businesses through generations.

Mrs. Ramadevi Bommidala was also served as Director of GMR Airport Developers Limited and GMR Energy Trading Limited.

Mrs. Ramadevi Bommidala possesses strong leadership and entrepreneur skills and has rich and vast experience in the areas of Business management and Administration and has played pivotal role in the areas of business planning and development, strengthening of governance practices, setting up and monitoring of policies and procedures, etc.

(2) Past remuneration:

- a. Gross Remuneration: Rs. 1,07,08,500/- (Rupees One Crore Seven Lakhs Eight Thousand Five Hundred only) per annum inclusive of all perquisites and facilities with an annual increment of 10% of the gross remuneration.
- b. In addition to gross monthly remuneration as above, the Company will reimburse Mrs. Ramadevi Bommidala, travelling and other expenses incurred by her in furtherance of or in connection with the business of the Company.
- c. The following shall not be included for the purpose of computation of the Whole time Director's gross remuneration as aforesaid:
 - i. The Company's contribution to Provident Fund and Superannuation Fund pursuant to the HR policy of the Company.
 - ii. Gratuity payable at the rate not exceeding half a month's salary for each completed year of service.
 - iii. Encashment of leave at the end of tenure or the time of ceasing to be Whole-time Director pursuant to the HR policy of the Company.

(3) Recognition or awards – NA

(4) Job profile and his suitability-

Job Profile- To provide superintendence, control and direction to the affairs of the company.

Suitability- Having regard to her enriched & vast experience and knowledge and her immense contribution in the running businesses Mrs. Ramadevi Bommidala played a crucial role in efficiently running the operations of the Company. Hence, it is proposed to approve the re-appointment of Mrs. Ramadevi Bommidala, as "Whole Time Director" pursuant to the provisions of Section 196, 197 read with schedule V of the Companies Act, 2013, for a period of 2 years w.e.f August 01, 2025.

(5) Remuneration proposed

- a. Gross Remuneration: ₹1,17,80,000/- (Rupees One Crore Seventeen Lakh Eighty Thousand Only) per annum inclusive of all perquisites and facilities with an annual increment of 10% of the gross remuneration.

- b. In addition to gross monthly remuneration as above, the Company will reimburse Mrs. Ramadevi Bommidala, travelling and other expenses incurred by her in furtherance of or in connection with the business of the Company.
- c. The following shall not be included for the purpose of computation of the Whole time Director's gross remuneration as aforesaid:
 - i. The Company's contribution to Provident Fund and Superannuation Fund pursuant to the HR policy of the Company.
 - ii. Gratuity payable at the rate not exceeding half a month's salary for each completed year of service.
 - iii. Encashment of leave at the end of tenure or the time of ceasing to be Whole-time Director pursuant to the HR policy of the Company.

(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)

The remuneration proposed to be paid to Mrs. Ramadevi Bommidala as Whole Time Director is commensurate with her ability and experience and:

- Relationship of remuneration to expected performance is clear and meets appropriate performance benchmarks and is subject to periodic appraisal as per the Group HR policy; and
- The proposed remuneration reflects short and long-term performance objectives appropriate to the working of the company and its goals.

(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any. - NIL

III. Other information:

(1) Reasons of loss or inadequate profits -

During the year ended March 31, 2025, the Company made profit of ₹ 568.49 Lakh as compared to a loss of ₹ 61.35 Lakh during the previous year. Profit during the Financial Year 2024-25 are mainly on account of decrease in finance cost

(2) Steps taken or proposed to be taken for improvement – NA

(3) Expected increase in productivity and profits in measurable terms –

Disclosures as per Rule 6 of (Appointment and Remuneration of Managerial Personnel) Rule, 2024

Parameters for Consideration of Remuneration

- (1) the Financial and operating performance of the company during the three preceding financial years.**

Particulars	31.03.2025 (₹ in Lakh)	31.03.2024 (₹ in Lakh)	31.03.2023 (₹ in Lakh)
Gross Income	10,955.31	11,573.85	14,298.47
Less: Expenditure	5,229.99	5,295.38	4,601.91
Earnings before depreciation, Finance Cost and tax	5,725.32	6,278.47	9,696.56
Less: Depreciation & amortization expense	120.34	99.62	136.43
Profit before Interest and Finance Cost	5,604.98	6,178.85	9,560.13
Less: Finance costs	4,697.58	5,806.98	4,232.31
Profit/ (Loss) Exceptional Item and Tax	907.40	371.87	5,327.82
Less: Current Tax	339.65	441.44	932.70
Profit/ (Loss) after Tax	567.75	(69.57)	4,395.12
Other Comprehensive Income Re-measurement gains/(losses) on defined benefit plans	0.74	8.22	10.21
Income Tax effect	-	-	-
Total Comprehensive Income for the year	568.49	(61.35)	4405.33

(2) the relationship between remuneration and performance.

As mentioned in the heading "Background and Facts"

(3) the principle of proportionality of remuneration within the company, ideally by a rating methodology which compares the remuneration of directors to that of other directors on the board who receives remuneration and employees or executives of the company-

Apart from the remuneration being proposed hereunder none of the Directors being paid any remuneration except the sitting fees as being paid to the Independent Directors of the Company.

(4) whether remuneration policy for directors differs from remuneration policy for other employees and if so, an explanation for the difference.

There is no difference in the remuneration policy of the Directors and that of the KMPs. The company has only one Nomination and remuneration policy for all the Directors, KMPs and the Senior Management Personnel.

(5) the securities held by the director, including options and details of the shares pledged as at the end of the preceding financial year.

Mrs. Ramadevi Bommidala and the other Board members do not hold any share of the company and the company does not have any stock option or other share options or schemes for Directors, KMPs, the Senior Management Personnel and other

employees, etc. of the company. No Securities of the Company are pledged as at the end of the preceding financial year.

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

Except Mrs. Ramadevi Bommidala and her 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 resolution as contained in Item No. 6 of the Notice for approval by the members by way of **Special Resolution** set out at.

**By the Order of the Board of Directors
For GMR Pochanpalli Expressways Limited**



A handwritten signature in blue ink, appearing to read "Paramjeet Singh", written over the circular stamp.

**Paramjeet Singh
Company Secretary
M. No. A18789**

**GMR T&UI Off Terminal-2
Opp. Departure Gate No. 1, IGI
Airport, New Delhi – 110037**

Place: New Delhi
Date: 19/07/2025

ANNEXURE I

Details pursuant to the requirements of Secretarial Standards-2

Name of the Director or Manager	Mrs. Ramadevi Bommidala	Mr. Upendra Kumar	Mr. Ramakrishnan Ramamurthy
Age	52 Years	57 Years	74 Years
Qualifications	Graduate in B.Sc. Home Science from Andhra University, Visakhapatnam.	He holds an MBA degree from ICFAI National College.	Degree in Commerce & Post-Graduation in Business Management from Bangalore University, Diploma in Mechanical Engineering, Post-Graduate in Business Management and a Certified Family Business adviser through FFI – Boston
Experience	More than 25 years of experience in a wide range of industries and project.	He possesses over 21 years of professional experience in the Construction of Interchanges, Bridges, ROBs, Flyovers with deep & shallow foundations like cast-in-situ pile foundation, and open foundation with superstructure likw RCC, PSC I Glders and Box girders with RCC Deck slab, Composite Steel Glder with RCC Deck slab and approach roads with Retaining structure like Retaining wall,	He has over 54 years of Industry/Corporate experience and working with some of the best Family businesses - Murugappa group, Amalgamations, Sanmar, Mythra and also with GMR group. He has also Exposure & experience in Auto sector, Industrial capital and consumer goods, Industrial valves, Renewable energy, Infrastructure -Airport, Energy and Urban infrastructure, Geospatial segment

		Reinforced with wall and Gabion wall. Before joining us on 1 st September, 2015, he has extensive experience in the infrastructure industry and worked with various reputed Indian and multi-national infrastructure companies including L&T Limited, Soma Enterprises Limited, Hindustan Construction Co Ltd, RBM-PATI (JV) a Malaysian Company, et	
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	<p>a. Gross Remuneration: ₹1,17,80,000/- Rupees One Crore Seventeen Lakh Eighty Thousand Only) per annum inclusive of all perquisites and facilities with an annual increment of 10% of the gross remuneration.</p> <p>b. In addition to gross monthly remuneration as above, the Company will reimburse Mrs. Ramadevi Bommidala, travelling and other expenses incurred by her in furtherance of or</p>	<p>a. Remuneration not exceeding ₹53,82,419/- p.a. inclusive of all perquisites and facilities with an annual increment as per HR Policy of the Company and with the authority to Board to fix the salary within the said maximum amount from time to time.</p> <p>b. the following shall not be included for the purpose of computation of the Manager's</p>	Proposed to be re-appointed as Independent Director; will be paid sitting fees for attending Board and Committee meetings of the Company during his tenure.

	<p>in connection with the business of the Company.</p> <p>c. The following shall not be included for the purpose of computation of the Whole time Director's gross remuneration as aforesaid:</p> <p>i. The Company's contribution to Provident Fund and Superannuation Fund pursuant to the HR policy of the Company.</p> <p>ii. Gratuity payable at the rate not exceeding half a month's salary for each completed year of service.</p> <p>iii. Encashment of leave at the end of tenure or the time of ceasing to be Whole-time Director pursuant to the HR policy of the Company.</p>	<p>gross remuneration as aforesaid:</p> <p>i. The Company's contribution to Provident Fund and Superannuation Fund pursuant to the HR policy of the Company.</p> <p>ii. Gratuity payable at the rate not exceeding half a month's salary for each completed year of service.</p> <p>iii. Encashment of leave at the end of tenure or the time of ceasing to be Manager pursuant to the HR policy of the Company.</p>	
Date of First appointment on the Board	01.08.2022	NA	NA
Shareholding in the Company	Nil	Nil	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	NA	NA	NA

Number of Board Meetings attended during the financial year 2024-25	1	NA	1						
Other Directorships	1. GMR Energy Trading Limited 2. GMR Enterprises Private Limited 3. BSR Holdings Private Limited 4. GMR Varalakshmi Foundation. 5. Parampara Family Business Institute 6. Parampara Family Business Institute 7. GMR Airport Developers Limited 8. GMR Hyderabad Aerotropolis Limited	NA	1. Parampara Family Business Institute 2. GMR Varalakshmi Foundation						
Membership / Chairmanship of Committees of other Boards	<table><tr><th>Name of Company</th><th>Committee</th><th>(Chairman/Member)</th></tr><tr><td>GMR Varalakshmi Foundation</td><td>Audit committee</td><td>Member</td></tr></table>	Name of Company	Committee	(Chairman/Member)	GMR Varalakshmi Foundation	Audit committee	Member	NA	Nil
Name of Company	Committee	(Chairman/Member)							
GMR Varalakshmi Foundation	Audit committee	Member							

GMR POCHANPALLI EXPRESSWAYS LIMITED

CIN: U45200KA2005PLC049327

Registered Office: 25/1, SKIP House, Museum Road, Bengaluru-560 025, Karnataka,

Corporate office: GMR T&UI Office, Terminal-2, Opp. Departure Gate No.1, IGI

Airport, New Delhi-110037, Tel: 011 40052455

E-mail: highways.secretarial@gmrgroup.in, Website: www.gmrpui.com

**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 20th Annual General Meeting of the Company to be held **on Monday the 18th day of August 2025 at 4.00 P.M** at **Transportation Business Board Room, GMR T&UI Office, Terminal-2, Opp. Departure Gate No. 1, IGI Airport, New Delhi – 110037.**

☐

MEMBER

☐

PROXY

Signature of Member / Proxy

GMR POCHANPALLI EXPRESSWAYS LIMITED**CIN:** U45200KA2005PLC049327

Registered Office: 25/1, SKIP House, Museum Road, Bengaluru-560025, Karnataka,

Corporate office: GMR T&UI office, Terminal-2, Opp. Departure Gate No.1, IGI

Airport, New Delhi-110037, Tel: 011 40052455

E-mail: highways.secretarial@gmrgroup.in, Website: www.gmrpui.com**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	U45200KA2005PLC049327
Name of the Company	GMR Pochanpalli Expressways Limited
Registered Address	25/1, Skip House, Museum Road, Bengaluru-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 19th Annual General Meeting of the Company, to be held on, the **18th Day of August, 2025 at 4:00 PM** at **Transportation Business Board Room, GMR T&UI Office, Terminal-2, 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 of the Company together with the report of Board of Directors and Auditors' Report thereon for the Financial Year ended March 31, 2025.
2.	To appoint Director in place of Mrs. Grandhi Ragini, Director (DIN- 00582227), 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 2025-26.
4	Appointment of Mr. Ramkrishnan Ramamurthy (DIN-00680202) as Independent Director of the Company.
5	Appointment of Mr. Upendra Kumar as Manager of the Company.
6	Re-Appointment of Mrs. Ramadevi Bommidala (DIN 00575031), as Whole Time Director of the Company.

Signed this _____ day of _____ 2025

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

