



**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](mailto:highways.secretarial@gmrgroup.in), Website: [www.gmrpui.com](http://www.gmrpui.com)

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**Notice of  
Extraordinary General Meeting**

**Day, Date & Time**

**Friday, the 29<sup>th</sup> day of May, 2026**

**At**

**04:00 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 Extraordinary General Meeting of the Members of **GMR Pochanpalli Expressways Limited** will be held on **Friday, the 29<sup>th</sup> day of May, 2026** at **04.00 PM** at the Corporate Office of the Company situated 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:

### **SPECIAL BUSINESS:**

1. To consider and approve shifting of registered office of the company from State of Karnataka, Bangalore, to State of Maharashtra, Mumbai and consequent alteration of Memorandum of Association 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 12 & 13 of the Companies Act, 2013 and all other applicable provisions, if any, of Companies Act, 2013 read with Companies (Incorporation) Rules, 2014, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof, for the time being in force) and subject to approval of the Central Government (powers delegated to Regional Director) and/or any other authority(ies) as may be prescribed from time to time and such other sanctions and approvals as may be required, the approval of the Members of the Company be and is hereby accorded for shifting the **Registered Office of the Company from "25/1, SKIP House, Museum Road Bangalore, Karnataka - 560025" to the State of Maharashtra, Mumbai within the jurisdiction of ROC-I, Mumbai"**

**"RESOLVED FURTHER THAT** pursuant to the confirmation of Central Government and such other sanctions and approvals as may be required, Clause II of the Memorandum of Association of the Company pertaining to the situation of the Registered Office of the Company be substituted by the following clause:

**II. The Registered Office of the Company will be situated in the State of Maharashtra, Mumbai within the jurisdiction of ROC-I, Mumbai.**

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as it may in its

absolute discretion deem necessary or desirable and to settle all questions and difficulties to give effect to this resolution.”

**By the Order of the Board**  
For **GMR Pochanapalli Expressways Limited**



A handwritten signature in blue ink, appearing to read "Paramjeet Singh".

**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: 29/04/2026

**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:**

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**To consider and approve shifting of registered office of the company from State of Karnataka, Bangalore, to State of Maharashtra, Mumbai and consequent alteration of Memorandum of Association of the Company.**

The Registered Office of the Company is presently situated at 25/1, SKIP House, Museum Road Bangalore, Karnataka - 560025. Further, the Registered office of GMR Highways Limited, the holding Company, is situated in Mumbai. Accordingly, in order to have an effective administrative control and business requirements, it is proposed to shift the Registered Office from Bangalore to Mumbai i.e. from the jurisdiction of Registrar of Companies, Bangalore, Karnataka to Registrar of Companies-I, Mumbai, Maharashtra.

The proposed shifting of Registered Office will facilitate the Company to function more effectively and efficiently and will also result in operational convenience.

The shifting of Registered Office from the State of Karnataka to Maharashtra shall be subject to the approval of the shareholders, creditors, other persons concerned with the company and the Central Government. As a result of shifting of the Registered Office, no employee shall be retrenched and no creditors and other stakeholders shall be affected.

Pursuant to the provisions as contained under Section 12, 13 and other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed thereunder, the shifting of the Registered Office from one State to another, requires the approval of the Members of the Company by means of a **Special Resolution** and confirmation of the Central Government.

In light of the above facts, the approval of the Members is being sought for shifting of the Registered Office from Bangalore in the State of Karnataka to Mumbai in the State of Maharashtra and consequently for altering Clause II of the Memorandum of Association of the Company.

The Memorandum of Association with proposed alteration will be available for inspection at the Registered Office of the Company to any Member during office hours on all working day except Saturday and Sunday and other holiday, between 11:00 A.M and 4:00 P.M.

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 proposed resolution.

Your Directors recommend the Resolution for your approval as a **Special Resolution**.

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



**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: 29/04/2026

**GMR POCHANPALLI EXPRESSWAYS LIMITED**

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**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 Extra Ordinary General Meeting of the Company to be held on Friday, **the 29<sup>th</sup> day of May, 2026** 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.**

MEMBER

PROXY

\_\_\_\_\_  
Signature of Member / Proxy

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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)

<b>CIN</b>	U45200KA2005PLC049327
<b>Name of the Company</b>	GMR Pochanpalli Expressways Limited
<b>Registered Address</b>	25/1, Skip House, Museum Road, Bengaluru-560025, Karnataka

<b>Name of the member(s)</b>	
<b>Registered Address</b>	
<b>E-Mail ID</b>	
<b>DPID and Client ID /Folio No</b>	

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

1	<b>Name</b>			
	<b>Address</b>			
	<b>E-Mail ID</b>		<b>Signature</b>	

or failing him

2	<b>Name</b>			
	<b>Address</b>			
	<b>E-mail ID</b>		<b>Signature</b>	

or failing him

3	<b>Name</b>			
	<b>Address</b>			
	<b>E-Mail ID</b>		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, Friday, **the 29<sup>th</sup> day of May, 2026** 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** and at any adjournment thereof in respect of such resolutions as are indicated below:

**Special Business**

- |    |   |
|----|---|
| 1. | To consider and approve shifting of registered office of the company from State of Karnataka, Bangalore, to State of Maharashtra, Mumbai and consequent alteration of Memorandum of Association of the Company. |
|----|---|

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2026

\_\_\_\_\_  
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

