



GMR AMBALA- CHANDIGARH EXPRESSWAYS PRIVATE LIMITED

CIN: U45203KA2005PTC036773

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

**Notice of
Fifteenth Annual General Meeting**

Day, Date & Time

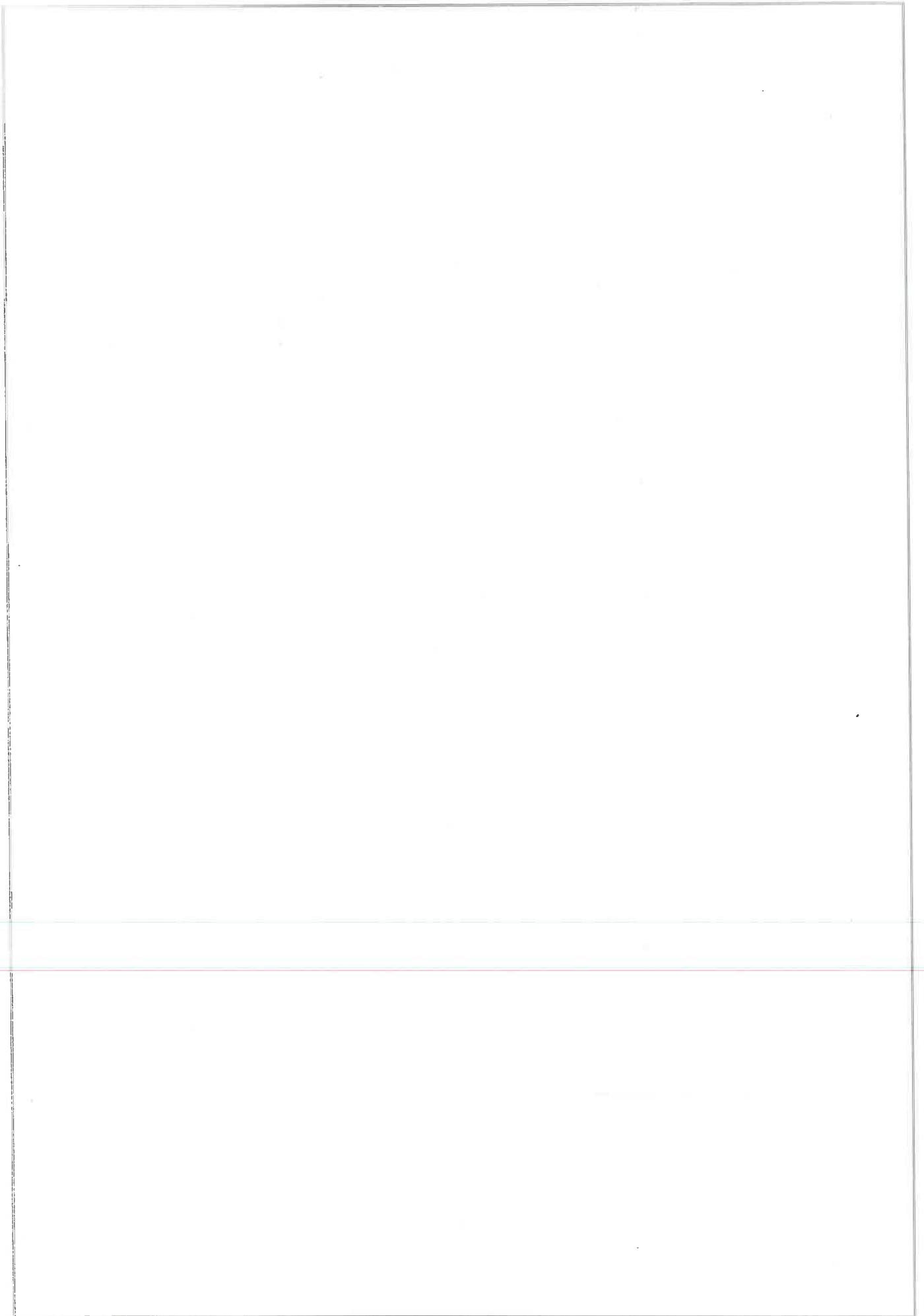
Friday, the 18th day of September, 2020

At

03:00 P.M.

Venue

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



NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the Fifteenth Annual General Meeting of the Members of **GMR Ambala-Chandigarh Expressways Private Limited** will be held on **Friday, the 18th day of September, 2020** at **03:00 P.M.** at Transportation Business Board Room, Ground Floor, GMR Transportation & 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, 2020 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 consider Regularization of Additional Director Dr. Kavitha Gudapati by appointing her as an Independent Woman 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 Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013, if any and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on the recommendation of the Nomination and Remuneration Committee and Board of Directors, Dr. Kavitha Gudapati (DIN 02506004) who was appointed as an Additional Director (Independent) of the Company by the Board of Directors with effect from May 07, 2020, in terms of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a period of 5 years w.e.f. May 07, 2020, not liable to retire by rotation."

"RESOLVED FURTHER THAT the Directors of the Company be and are hereby severally authorized to take all such actions as may be necessary to give effect to the above resolution, including filing of necessary statutory Forms/ returns with the Ministry of Corporate Affairs, Government of India, as may be required to give effect to this resolution."

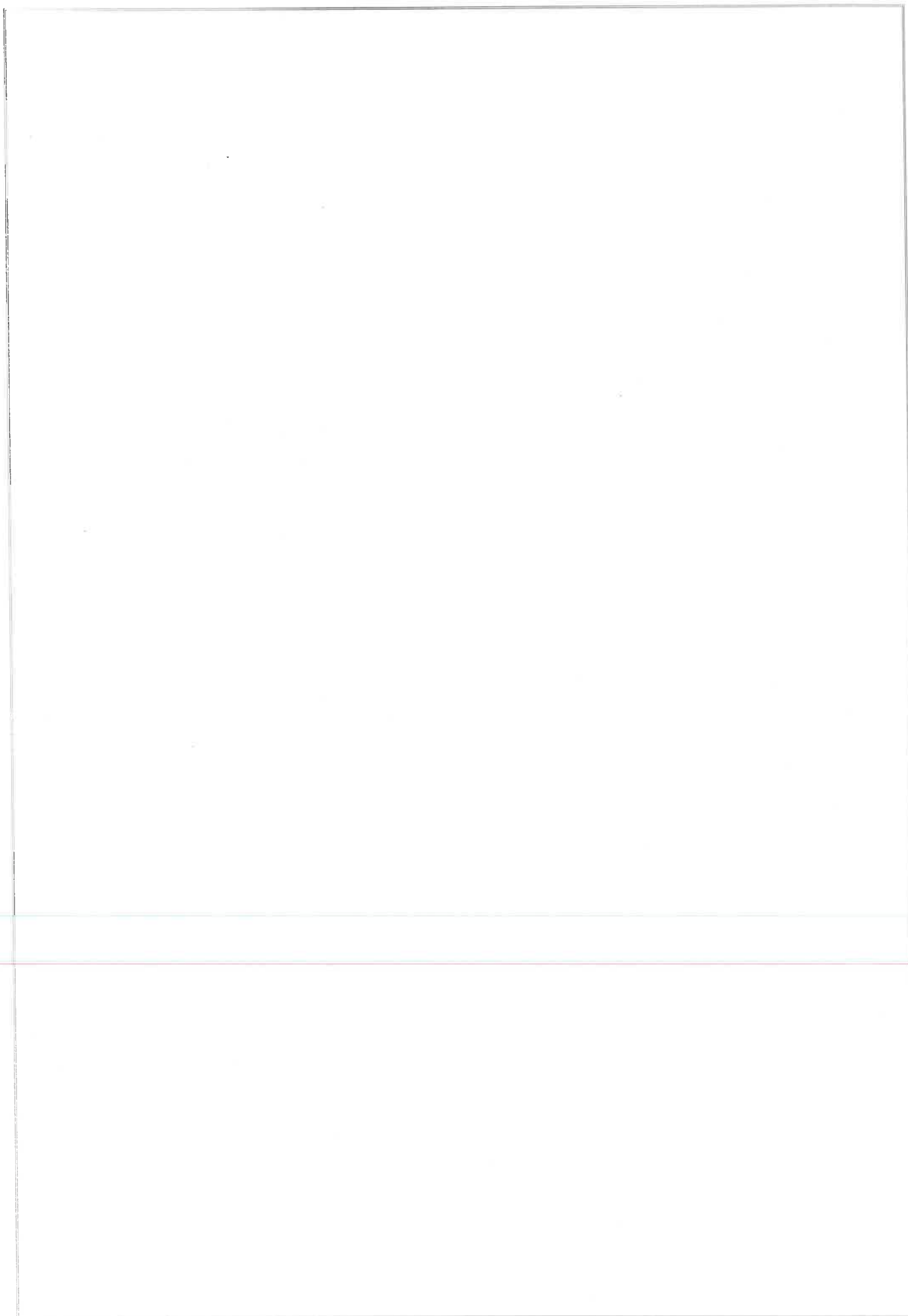
**By the Order of the Board of Directors
For GMR Ambala-Chandigarh Expressways Private Limited**



Arjun

Arun Kumar Sharma
Director
DIN: 02281905

Place: New Delhi
Date: 21.08.2020



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 Annual 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 Section 20 of the Companies Act, 2013, the Notice along with a copy of the Annual Report 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 copies of the Annual Report 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/ledger folio number as reference.
8. Members are requested to modify 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.
9. 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.
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.**
11. 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.

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

Regularization of Additional Director Dr. Kavitha Gudapati by appointing her as an Independent Woman Director of the Company.

Pursuant to the provisions of Section 149, 150 and 152 of the Companies Act, 2013 (Act) and the Rules made thereunder read with Schedule IV to the Act, and other applicable provisions of the Act, if any, and on the recommendation of the Nomination and Remuneration Committee, Dr. Kavitha Gudapati was appointed as Independent Director of the Company w.e.f. May 07, 2020, subject to the approval of the shareholders, to hold office for a period of 5 years w.e.f. May 07, 2020, not liable to retire by rotation.

As Additional Director, her term shall expire at the ensuing Annual General Meeting. The Board of Directors, based on the recommendation of the Nomination & Remuneration Committee, have recommended to the Shareholders, her appointment on the Board of the Company as Independent Director, for a period of 5 years w.e.f. May 07, 2020, not liable to retire by rotation.

The particulars of the said Independent Director are as under:

Brief profile of Dr. Kavitha Gudapati:

Dr. Kavitha Gudapati is an Organizational Psychologist, ICF Certified Coach and a Family Business advisor. She also holds a Doctorate in Management, Masters of Arts in Psychology, Post Graduate Diploma in Basic, Advanced Counseling skills and holder of ACC – Erickson coach certification.

She has been trained by Dr. Marshall Goldsmith on his approach towards executive coaching. She also holds a certificate in "Appreciative Coaching" by Fielding Graduate University, Executive Education Programs offered by ISB – Indian School of Business.

Dr. Kavitha Gudapati has 17+ years of experience covering a wide range of industries and projects. She has consulted and trained with several organizations such as Bharath Dynamics Limited, VOLVO, DRDL, Deloitte, GE- Money, PWC, Dr. Reddy's, Airtel, BSNL, BAAN, Intelle Group, BSNL, Navayuga Infotech, Cyberabad Police, Neospark etc.

She has been involved in a long term executive development programs, long duration consulting projects in the area of customer perceptions and customer satisfaction, women's initiative networks, Corporate Trauma, consultant counselor / coach and trainer. For past five years, she appeared on ETV 2 program SAKHI.

1. Since 2013 she has been associated with Samhita Educational Academy as a leadership coach to the Chairperson, Director, Asst. Director and Financial Director of the institute.

2. From 2011 – 2013 she has conducted leadership coach of Regional Director-TNS global, CEO and CFO of Shakti Foundation.

3. Prior to 2011, she has been a columnist at EENADU and also hosted a live two hour radio show on TORI radio.

None of the Directors and Key Managerial Personnel of the Company & their relatives, except Dr. Kavitha Gudapati is in any way, concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Resolution set out at Item, No. 3 of the Notice as an Ordinary Resolution, for approval by the members.

**By the Order of the Board of Directors
For GMR Ambala-Chandigarh Expressways Private Limited**



A handwritten signature in blue ink, appearing to read 'Arun Kumar Sharma'.

**Arun Kumar Sharma
Director
DIN: 02281905**

**Place: New Delhi
Date: 21.08.2020**

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

**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 15th Annual General Meeting of the Company on **Friday, the 18th day of September, 2020 at 03:00 PM** at Transportation Business Board Room, Ground Floor, GMR Transportation & Urban Infra Office Terminal-2, Opposite 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]

CIN	U45203KA2005PTC036773
Name of the Company	GMR AMBALA-CHANDIGARH EXPRESSWAYS PRIVATE LIMITED
Registered Address	25/1, Skip House, Museum Road, Bangalore - 560 025, 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 15th Annual General Meeting of the Company, to be held on **Friday, the 18th day of September, 2020** at **03:00 PM.** at the registered office of the Company situated at Transportation

Business Board Room, GMR Transportation & 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, 2020 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	
1.	To consider Regularization of Additional Director Dr. Kavitha Gudapati by appointing her as an Independent Woman Director of the Company.

Signed this _____ day of _____ 2020

Signature of Member

Signature of Proxy holder(s)

Affix Revenue
Stamp of Re.1

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



