



**GMR AMBALA-CHANDIGARH EXPRESSWAYS
PRIVATE LIMITED**

U45203KA2005PTC036773

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

E-mail: highways.secretarial@gmrgroup.in

Website: www.gmrgroup.in

Phone No.: 080 - 40432000

**Notice of
Extraordinary General Meeting**

Day, Date & Time

**Friday,
April 27, 2018
12. Noon**

Venue

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

GA

STATE OF GEORGIA

DEPARTMENT OF REVENUE

NOTICE OF DEFICIENCY

INCOME TAX

DEFICIENCY

FOR THE YEAR

ENDING

1998

NOTICE TO SHAREHOLDERS

Notice is hereby given that the Extraordinary General Meeting of the Members of **GMR Ambala-Chandigarh Expressways Private Limited** will be held at shorter notice on **Friday, 27th day of April, 2018, at 12 Noon** 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 TO AWARD THE MAJOR MAINTENANCE WORKS FOR THE AMBALA-CHANDIGARH PROJECT TO GMR HIGHWAYS LIMITED, A RELATED PARTY

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 of the Companies Act, 2013 read with rules made there under (including any statutory amendment or modification thereof for the time being in force), the consent of the members be and is hereby accorded to award the major maintenance works in the Ambala-Chandigarh Project to GMR Highways Limited, Holding Company at an estimated amount of Rs 38.95 crores (exclusive of GST)."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is 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 Ambala-Chandigarh Expressways Private Limited**



Kanika Arora
Company Secretary

Place: New Delhi

Date: April 24, 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.

HA

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.
11. This meeting is being called at a shorter Notice than the statutory required minimum of 21 clear days. Pursuant to the provisions of Section 101 of the Companies Act, 2013, a general meeting may be called after giving a shorter notice if consent is given in writing or by electronic mode by members majority in number entitled to vote and who represent not less than ninety-five per cent. of such part of the paid-up share capital of the company as gives a right to vote at the meeting. The members are accordingly requested to give their consents in the formats enclosed to hold the meeting at a shorter notice.



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

As per the Concessionaire Agreement, the periodic maintenance of the roads has to be carried out every 5 years. In case of Ambala- Chandigarh road (Company), Commercial Operation Date (COD) achieved and commercial operation started on November 14, 2008 and subsequently, one periodic maintenance was done in 2013-14. The next periodic / major maintenance is due in 2018-19 and in respect of which NHAI/ Independent Consultant has already communicated to the Company.

The internal estimate of the major maintenance works for FY 2018-19 arrives at Rs. 38.95 Cr (GST Extra at actual). GMR Highways Ltd, the Holding Company (GHWL) carries out routine maintenance works and is keen to take up the major periodic maintenance works also. GHWL is already established at project site and they are well equipped to carry on the major maintenance works also.

GHWL agreed to carry out the work with same rates as per our internal estimates without varying any rates, terms and conditions. Hence, it is proposed to award the major maintenance works to GHWL on the following major terms and conditions:

1. All the major maintenance work carried out by GMR Highways Ltd on the internal estimated cost i.e. Rs 38.95 Cr.
2. GHWL will be invoiced in TAX Invoice format. (GST Extra at actual).
3. Payment will be made after joint measurement undertaken. Any variation item/ NS items will be undertaken within the budgeted amount and be billed as per the prevailing market rates.
4. Variation item cost should not be more than 2% of the estimated cost. If there is any variation items executed the cost will be adjusted within the estimated amount and if this is beyond the estimated amount, the same will amended through variation order.
5. Works to be completed within 6 months from the date of issue of LOI.

Since GHWL is the Holding Company and hence a related party, the above matter has been put forth for approval of the Audit Committee at its meeting scheduled before the Board meeting.

The total value of the transaction Rs. 38.95 crores with related party exceeds the threshold prescribed under Section 188 read with Rule 15 (2) of Companies (Meetings of Board and its Powers) Rules, 2014, hence prior approval of Shareholders by way of an Ordinary Resolution is also required. Accordingly, approval of the Shareholders is being sought.



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 Resolution.

Your Directors recommend the Resolution for your approval as an Ordinary Resolution.

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



Kanika Arora
Company Secretary

Place: New Delhi

Date: April 24, 2018

**GMR AMBALA-CHANDIGARH EXPRESSWAYS
PRIVATE LIMITED**

U45203KA2005PTC036773

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

E-mail: highways.secretarial@gmrgroup.in

Website: www.gmrgroup.in

Phone No.: 080 - 40432000

**ATTENDANCE
SLIP**

DP ID		FOLIO NO. / CLIENT ID		No. of shares	
-------	--	-----------------------------	--	------------------	--

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 to be held at shorter notice on **Friday, April 27, 2018 at 12 Noon** 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 AMBALA-CHANDIGARH EXPRESSWAYS PRIVATE LIMITED

U45203KA2005PTC036773

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

E-mail: highways.secretarial@gmrgroup.in

Website: www.gmrgroup.in

Phone No.: 080 - 40432000

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

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 at shorter notice on **Friday, April 27, 2018 at 12 Noon** 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. Approve to award the major maintenance works for the Ambala-Chandigarh project to GMR Highways Limited, a related party.

Signed this _____ day of _____ 2018

Signature of Member

Affix Revenue

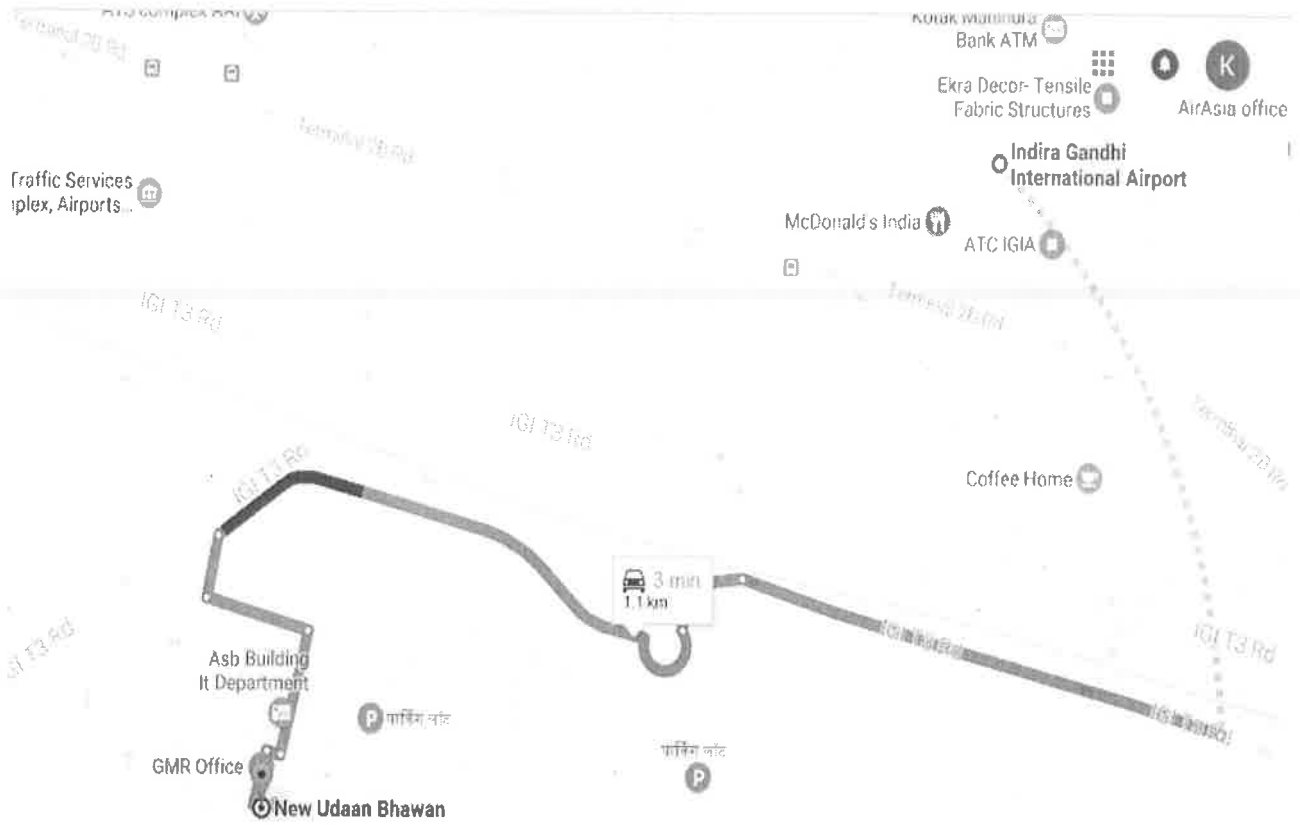
Stamp of Re.1

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.



Baba Amar Kha Sayyad
SAMSUNG
SMART CAFE

Google

