



GMR HIGHWAYS LIMITED

U45203MH2006PLC287171

Registered Office: Naman Centre, 7th Floor, Opp. Dena Bank, Plot No. C-31 G Block, Bandra
Kurla Complex, Bandra (East) Mumbai -400051

E-mail: highways.secretarial@gmrgroup.in

Phone No.: 022 - 42028000; Fax No.: 022 - 42028004

Notice of Extraordinary General Meeting

Day, Date & Time

**Friday,
September 8, 2017
03.30 PM**

Venue

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

NOTICE TO SHAREHOLDERS

Notice is hereby given that the Extraordinary General Meeting of the Members of **GMR HIGHWAYS LIMITED** will be held at shorter notice on **Friday, 8th day of September, 2017, at 03.30 PM** 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

RE-APPOINTMENT OF DR. KAVITHA GUDAPATI AS AN INDEPENDENT WOMAN DIRECTOR OF THE COMPANY

To consider and, if thought fit, to pass with or without modification, the following resolution as a **Special 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)**, in respect of whom the Company has received a notice in writing along with a deposit of Rs. 1 lac under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Independent Director, be and is hereby re-appointed as an Independent Woman Director of the Company to hold office for a term of five (5) consecutive years w.e.f. **September 08, 2017.**”

AGENDA ITEM NO 2

RE-APPOINTMENT OF MR. K PARAMESWARA RAO AS AN INDEPENDENT DIRECTOR OF THE COMPANY

To consider and, if thought fit, to pass with or without modification, the following resolution as a **Special 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, **Mr. K Parameswara Rao (DIN-02780484)**, in respect of whom the Company has received a notice in writing along with a deposit of Rs. 1 lac under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Independent Director, be

and is hereby re-appointed as an Independent Director of the Company to hold office for a term of five (5) consecutive years w.e.f. **September 08, 2017.**”

**By the Order of the Board of Directors
For GMR Highways Limited**

**Sd/-
O Bangaru Raju
Managing Director
DIN: 00082228**

Place: New Delhi

Date: September 05, 2017

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.

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 not less than 95% of the members entitled to vote at such 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

Dr. Kavitha Gudapati was appointed as Additional Director (Independent) of the Company by the Board of Directors through resolution passed by circulation on March 31, 2015 which was later on confirmed by the Shareholders in their Annual General Meeting held on September 30, 2015 for a term of 3 consecutive years up to the conclusion of the Annual General Meeting of the company for 2016-17.

Accordingly, she ceased to be an Independent Director w.e.f. August 25, 2017 i.e. date of Annual General Meeting for 2016-17 and being eligible, she has offered herself for re-appointment.

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, the Board of Directors hereby propose her to be re-appointed as an Independent Director of the Company w.e.f. September 8, 2017, subject to the approval of the shareholders by passing special resolution, to hold office for a term of five years. She shall not be liable to retire by rotation.

Pursuant to Section 149 read with Rule 3 of Companies (Appointment and Disqualification of Directors) Rules, 2014, every public company having paid up share capital of one hundred crore rupees or more or turnover of three hundred crore rupees or more is required to appoint at least one Woman Director.

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.

Work Profile:

Dr. Kavitha Gudapati has 15+ 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.

Currently: Professional roles

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

The Company has received the following documents from the Independent Director:

- (i) Form DIR 2 i.e., consent to act as Director
- (ii) Intimation in Form DIR-8 to the effect that they are not disqualified under sub section (2) of Section 164 of the Companies Act, 2013.
- (iii) Declaration to the effect that they meet the criteria of Independence as provided in sub section (6) of Section 149 of the Companies Act, 2013 and
- (iv) Form MBP-1, i.e., Disclosure of Interest in other Companies, Firms, Body Corporates, association of individuals etc.

The Company has also received notice in writing along with a deposit of Rs. 1,00,000/- from a member of the Company in terms of Section 160 of the Companies Act, 2013, signifying the intention to propose the candidature of **Dr. Kavitha Gudapati** for the office of Independent Director.

In the opinion of the Board, the appointee Director fulfil the conditions specified in the Companies Act, 2013 and the Rules made thereunder for her appointment as an Independent Woman Director of the Company and is independent of the management. Further as per the performance evaluation of individual director undertaken on annual basis, her performance result during her tenure has been largely towards Good and Excellent every year.

A copy of the letter of appointment of the Independent Director setting out the terms and conditions would be available for inspection by any member at the Registered Office of the Company during normal business hours on any working day.

In compliance with the provisions of Section 149, 150(2) and 152 read with Schedule IV of the Companies Act, 2013, the shareholders may consider to re-appoint the above named Independent Woman Director, keeping in view, her contribution, integrity, leadership qualities and relevant expertise duly supported by her qualifications & experience vis-à-vis the size of the Company.

Except the appointee Director, none of the other Directors, Key Managerial Personnel of the Company and their relatives is in any way, concerned or interested, financially or otherwise, in these resolution.

The Board recommends the Special Resolution, for approval by the members.

AGENDA ITEM NO 2

Mr. K Parameswara Rao was appointed as Additional Director (Independent) of the Company by the Board of Directors in its meeting held on March 20, 2015 which was later on confirmed by the Shareholders in their Annual General Meeting held on September 30, 2015 for a term of 3 consecutive years up to the conclusion of the Annual General Meeting to be held for the financial year 2016-17.

Accordingly, he ceased to be an Independent Director w.e.f August 25, 2017 i.e. date of Annual General Meeting for 2016-17 and being eligible, he has offered himself for re-appointment.

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, the Board of Directors hereby propose him to be re-appointed as an Independent Director of the Company w.e.f. September 8, 2017, subject to the approval of the shareholders by passing special resolution, to hold office for a term of five years. He shall not be liable to retire by rotation.

The particulars of the said Independent Director are as under:

Brief Profile of Mr. K Parameswara Rao

Mr. K. Parameswara Rao, a post graduate in commerce from Andhra University, aged about 68 years, started his banking career as an officer in Corporation Bank and rose to the position of General Manager and retired in the year 2009. During his tenure in the bank, he was Managing Director of Corpbank Homes Limited (subsidiary of Corporation bank) and as General Manager, he headed important zones like Mumbai and Bangalore. He was on the board of Karur Vysya Bank as independent director from 2009 to 2012, after retirement from Corporation Bank. Presently he is Arbitrator in the NSC, Karnataka

The Company has received the following documents from the Independent Director:

- (i) Form DIR 2 i.e., consent to act as Director
- (ii) Intimation in Form DIR-8 to the effect that they are not disqualified under sub section (2) of Section 164 of the Companies Act, 2013.
- (iii) Declaration to the effect that they meet the criteria of Independence as provided in sub section (6) of Section 149 of the Companies Act, 2013 and
- (iv) Form MBP-1, i.e., Disclosure of Interest in other Companies, Firms, Body Corporates, association of individuals etc.

The Company has also received notice in writing along with a deposit of Rs. 1,00,000/- from a member of the Company in terms of Section 160 of the Companies Act, 2013, signifying the intention to propose the candidature of **Mr. K Parameswara Rao** for the office of Independent Director.

In the opinion of the Board, the appointee Director fulfil the conditions specified in the Companies Act, 2013 and the Rules made thereunder for her appointment as an

Independent Director of the Company and is independent of the management. Further as per the performance evaluation of individual director undertaken on annual basis, his performance result during his tenure has been largely towards Good and Excellent every year.

A copy of the letter of appointment of the Independent Director setting out the terms and conditions would be available for inspection by any member at the Registered Office of the Company during normal business hours on any working day.

In compliance with the provisions of Section 149, 150(2) and 152 read with Schedule IV of the Companies Act, 2013, the shareholders may consider to re-appoint the above named Independent Director, keeping in view, his contribution, integrity, leadership qualities and relevant expertise duly supported by his qualifications & experience vis-à-vis the size of the Company.

Except the appointee Director, none of the other Directors, Key Managerial Personnel of the Company and their relatives is in any way, concerned or interested, financially or otherwise, in these resolution.

The Board recommends the Special Resolution, for approval by the members.

**By the Order of the Board of Directors
For GMR Highways Limited**

**Sd/-
O Bangaru Raju
Managing Director
DIN: 00082228**

Place: New Delhi

Date: September 5, 2017

GMR HIGHWAYS LIMITED

CIN: U45203MH2006PLC287171

Registered Office: Naman Centre, 7th Floor, Opp. Dena Bank,
Plot No.C-3 G Block, Bandra Kurla Complex, Bandra (East) Mumbai -400051

E-mail: highways.secretarial@gmrgroup.in

Phone No.: 022 - 42028000; Fax No.: 022 - 42028004

**ATTENDANCE
SLIP**

DP ID		FOLIO NO. / CLIENT ID		No. of shares	
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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 held on **Friday, September 8, 2017 at 03.30 pm** 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 HIGHWAYS LIMITED

CIN: U45203MH2006PLC287171

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Plot No.C-3 G Block, Bandra Kurla Complex, Bandra (East) Mumbai -400051

E-mail: highways.secretarial@gmrgroup.in

Phone No.: 022 - 42028000; Fax No.: 022 – 42028004

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	U45203MH2006PLC287171
Name of the Company	GMR HIGHWAYS LIMITED
Registered Address	Naman Centre, 7th Floor, Opp. Dena Bank, Plot No.C-3, G Block, Bandra Kurla Complex, Bandra (East) Mumbai, Maharashtra-400051

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, September 8, 2017 at 03.30 pm** 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. Re-appointment of Dr. Kavitha Gudapati as an Independent Woman Director of the Company
2. Re-appointment of Mr. K Parameswara Rao as an Independent Director of the Company

Signed this _____ day of _____ 2017

Signature of Member

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.



