



**Notice of
Extraordinary General Meeting**

Day, Date & Time

Friday, the 16th day of December, 2016

At

11:00 A.M.

Venue

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

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, the 16th day of December 2016**, at **11.00 A.M.** at the Registered Office of the Company situated at Naman Centre, 7th Floor, Opp. Dena Bank, Plot No.C-3, G Block, Bandra Kurla Complex, Bandra (East) Mumbai, Maharashtra-400051, to transact the following business(s):

Special Business

1. Reclassification of Authorised Share Capital and Consequent Alteration of Memorandum of Association.

To consider and, if thought fit, to pass with or without modification(s), the following resolution for reclassification of Authorised Capital of the company as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 13, 61 and all other applicable provisions, if any, under the Companies Act, 2013, (including any amendment thereto or re-enactment thereof) the existing Authorised Share Capital of the Company of Rs. 3250,00,00,000 (Rupees Three Thousand Two Hundred Fifty Crore only) divided into 202,00,00,000 (Two Hundred Two Crore) Equity Shares of Rs.10/- (Rupees ten only) each aggregating to Rs. 2020,00,00,000/- (Rupees Two Thousand Twenty Crore only) and 12,30,00,000 (Twelve Crore Thirty Lakh) Preference Shares of Rs.100/- (Rupees Hundred only) each aggregating to Rs. 1230,00,00,000/- (Rupees One Thousand Two hundred thirty Crore only.)” be and is hereby altered to Rs. 3250,00,00,000 (Rupees Three Thousand Two Hundred Fifty Crore only) divided into 220,00,00,000 (Two Hundred Twenty Crore) Equity shares of Rs. 10/- (Rupees Ten Only) each aggregating to Rs. 2200,00,00,000/- (Rupees Two Thousand Two Hundred Crore only) and 10,50,00,000 (Ten Crore Fifty Lakh) Preference Shares of Rs.100/- (Rupees Hundred only) each aggregating to Rs. 10,50,00,00,000/- (Rupees One Thousand Fifty Crore only.)”.

“RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as under

V. The Authorised Share Capital of the Company is Rs. 3250,00,00,000 (Rupees Three Thousand Two Hundred Fifty Crore only) divided into 220,00,00,000 (Two Hundred Twenty Crore) Equity Shares of Rs.10/- (Rupees ten only) each aggregating to Rs.2200,00,00,000/- (Rupees Two Thousand Two hundred Crore only) and 10,50,00,000 (Ten Crore Fifty Lakh) Preference Shares of Rs.100/- (Rupees Hundred only) each aggregating to Rs. 10,50,00,00,000/- (Rupees One Thousand Fifty Crore only.)”.

“RESOLVED FURTHER THAT the Directors and Company Secretary of the Company, Mr. Amit Kumar, Mr. Mohan Rao M and Mr. Arun Kumar Sharma, Authorized representatives of

the Company, be and are hereby severally authorized for and on behalf of the Company to do all such acts, deeds and things as may be necessary, incidental and consequential in relation thereto to give effect to the above resolution.”

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

**Place: New Delhi
Date: December 14, 2016**

**Paramjeet Singh
Company Secretary**

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. 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.
4. Members are requested to bring their copy of the notice to the meeting.
5. 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.
6. Members and/or proxies should bring the attendance slips duly filled in at the meeting to avoid any inconvenience.
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.

The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of the Special Business is annexed hereto.

Item No 1

Reclassification of Authorised Share Capital and Consequent Alteration of Memorandum of Association.

The present authorised capital of the Company is Rs. 3250,00,00,000 (Rupees Three Thousand Two Hundred Fifty Crore only)) divided into 202,00,00,000 (Two Hundred Two Crore) Equity Shares of Rs. 10/- (Rupees Ten Only) each aggregating to Rs.2020,00,00,000/- (Rupees Two Thousand Twenty Crore only) and 12,30,00,000 (Twelve Crore Thirty Lakh) Preference Shares of Rs.100/- (Rupees Hundred only) each aggregating to Rs. 1230,00,00,000/- (Rupees One Thousand Two hundred thirty Crore only)". The proposal for conversion of preference Shares into Equity shares is being considered alongwith the issue of equity shares against the existing interest free Loans of Rs. 9,89,38,97,490/-. The present Share capital structure of the company does not permit to issue the equity shares resulting from conversion of Preference Shares and Loans as detailed hereinabove. Having regard to aforesaid, the preference capital component of authorised share capital is sought to be reclassified to enable this issue. As per the provisions of Sections 13 of the Companies Act, 2013, a Company can alter the Share Capital Clause of its Memorandum of Association with the consent of Shareholders. On reclassification of authorised capital, it would be necessary to amend Clause V of the Memorandum of Association. The Resolution seeks approval of Members to reclassify the Authorised Share Capital and to amend the said Clause.

The Board of Directors in its meeting held on 14th December 2016 recommends the passing of this Resolution for approval by the members by way of Ordinary resolution.

Subsequently the altered Authorized Capital of the Company shall be Rs. 3250,00,00,000 (Rupees Three Thousand Two Hundred Fifty Crore only) divided into 220,00,00,000 (Two Hundred Twenty Crores) Equity Shares of Rs.10/- (Rupees ten only) each aggregating to Rs.2200,00,00,000/- (Rupees Two Thousand Two Hundred Crores only) and 10,50,00,000 (Ten Crore Fifty Lakh) Preference Shares of Rs.100/- each aggregating to Rs. 10,50,00,00,000/- (Rupees One Thousand Fifty Crore only.)".

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.

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

**Paramjeet Singh
Company Secretary**

Place: New Delhi

Date: December 14, 2016

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(s) and address of the member in full:

I/We hereby record my/our presence at the Extra Ordinary Genreal Meeting of the Company to be held on **Friday, the 16th day of December, 2016**, at **11.00 A.M.** at the Registered Office of the Company at Naman Centre, 7th Floor, Opp. Dena Bank, Plot No.C-3, G Block, Bandra Kurla Complex, Bandra (East) Mumbai, Maharashtra-.

MEMBER

PROXY

Signature of Member /
Proxy

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GMR HIGHWAYS LIMITED

CIN: U45203MH2006PLC287171

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Bandra Kurla Complex,
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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 -400051

Name of the member(s)	
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

2	Name			
	Address			
	Email Id		Signature	

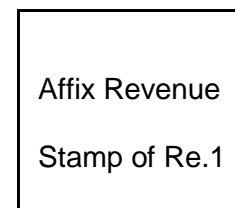
as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company, to be held on **Friday, the 16th day of December, 2016**, at **11.00 A.M.** at the Registered Office of the Company at Naman Centre, 7th Floor, Opp. Dena Bank, Plot No.C-3, G Block, Bandra Kurla Complex, Bandra (East) Mumbai, Maharashtra-400051 and at any adjournment thereof in respect of such resolutions as are indicated below:

Special Business

1. Reclassification of Authorised Share Capital and Consequent Alteration of Memorandum of Association

Signed this _____ day of _____ 2016

Signature of Member



Signature of Proxy holder(s)

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.**

Google | Shree Naman Group, Naman Centre | DEVENDER

https://www.google.co.in/maps/place/Shree+Naman+Group,+Naman+Centre/@19.067221,72.8592347,15z/data=!4m8!1m2!1m1!1sNaman+Centre+Bandra

Naman Centre Bandra Kuria Com

Back to results

SHREE NAMAN GROUP

Shree Naman Group, Naman Centre

4.6 ★★★★★ 8 reviews
Business Center

Directions

SAVE NEARBY SEND TO YOUR PHONE SHARE

C-31, G Block, Bandra Kuria Complex, Bandra East, G Block BKC, Bandra Kuria Complex, Bandra East, Mumbai, Maharashtra 400051

namangroup.com

022 6152 3000

Suggest an edit

client (1) client

3:29 PM 9/2/2016