



## **GMR POCHANPALLI EXPRESSWAYS LIMITED**

U45200KA2005PLC049327

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

E-mail: [highways.secretarial@gmrgroup.in](mailto:highways.secretarial@gmrgroup.in)

Website: [www.gmrgroup.in](http://www.gmrgroup.in)

Phone No.: 080 - 40432000

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### **Notice of Extraordinary General Meeting**

#### **Day, Date & Time**

**Friday,  
April 27, 2018  
11.00 am**

#### **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 POCHANPALLI EXPRESSWAYS LIMITED** will be held at shorter notice on **Friday, 27<sup>th</sup> day of April, 2018, at 11.00 AM** 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 ADDITIONAL CHANGE OF SCOPE (COS) WORKS OF THE COMPANY 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 and other applicable provisions of the Companies Act, 2013, if any, read with rules made there under (including any statutory amendment or modification thereof for the time being in force), the approval of Shareholders be and is hereby accorded for awarding the additional change of scope works for "construction of Vehicular Under Pass (VUP) at Japthi Shivnour village & Nagulapalli, construction of service road at Masaipet and Ramayapalli ROB" for the project to GMR Highways Limited (GHWL), Holding Company, at an estimated cost of Rs. 107.31 Cr."

**"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 Pochanpalli Expressways Limited**

**Paramjeet Singh**  
Company Secretary  
M. No.: ACS 18789

Place: New Delhi  
Date: April 24, 2018

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**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 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.

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**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**

In accordance with the terms as contained in Article 17 of the Concession agreement entered into by the Company with NHAI, a service order was awarded by NHAI to the Company for (i) construction of Vehicular Under Pass (VUP) at Japthi Shivnoor village & Nagulapalli (ii) construction of service road at Masaipet and (iii) Ramayapalli Road over Bridge (ROB), for the project.

It was decided to award service order related to additional Change of Scope (COS) works to GMR Highways Limited (GHWL), which also carries out maintenance works for the Company, on back to back basis on the following major terms and conditions:

1. Preparation of design and estimate, submitted to NHAI, the Company is coordinating for obtaining approval for the same.
2. Cost will be including all material, manpower, execution, direct, indirect cost, over heads, design, estimate submission, liasoning with Independent Engineer (IE), all taxes and profits.
3. Any services/other activity required by IE/ Employer.
4. All the COS work carried out by GHWL on back to back basis from NHAI after retaining 2% administrative and overheads.
5. Payment will be made after the Company receives the invoice amount from NHAI.
6. GHWL will take over all the conditions and responsibility in line with back to back basis from the Company.
7. Insurance for the COS works is under the scope of the Company after completion of project and hand over by GHWL.
8. Any deviation to approved work/amendment done by NHAI will be paid to GHWL in the same terms and condition.

For carrying out these works, GHWL has agreed to accept the payment as and when it is received from NHAI by the Company. The various works as covered under additional COS service order is given below:

| <b>Sr. No.</b> | <b>Description</b>         | <b>NHAI cost (Rs.) - Crs.</b> | <b>Proposal to GHWL (Rs.)- Crs.</b> |
|----------------|----------------------------|-------------------------------|-------------------------------------|
| 1              | Japthi Shivnoor VUP work   | 14.0                          | 13.72                               |
| 2              | Masaipet Service Road work | 1.50                          | 1.47                                |
| 3              | Nagulapalli VUP work       | 29.0                          | 28.42                               |
| 4              | Ramayapalli ROB            | 65.0                          | 63.70                               |
| <b>Total</b>   |                            | <b>109.50</b>                 | <b>107.31</b>                       |

Company had submitted the estimate of cost of work to IE & NHAI and after review PIU-NHAI has recommended the estimate for issuing COS order, hence this contract is at arm's length basis.

GMR Highways Limited (GHWL), being Holding Company, is a related party under Companies Act, 2013, hence, Audit Committee and Board of Directors in their meetings held on 24<sup>th</sup> April, 2018 have approved/recommended the said transaction in line with the provisions of Section 177 & 188 of the Companies Act, 2013 read with rules made there under.

Since the total value of the transaction with related party exceeds the prescribed threshold (Rs. 8.0 crores i.e. 10% of more of the turnover of the Company or Rs. 50 crore whichever is less) as prescribed under the provisions of Section 188 of the Companies Act, 2013 read with Rule 15 of Companies (Meeting of Board and its Powers) Rules, hence approval of the Shareholders is also required in this regard.

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. Further, Mr. Paramjeet Singh is the Company Secretary/KMP of GHWL but not interested, financially or otherwise, in the aforesaid resolution,

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

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

Place: New Delhi  
Date: April 24, 2018

  
**Paramjeet Singh**  
Company Secretary  
M. No.: ACS 18789

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## ATTENDANCE SLIP

| DP ID | FOLIO NO.<br>/<br>CLIENT ID | No. of<br>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 11.00 am** 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



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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                 | U45200KA2005PLC049327                              |
| Name of the Company | GMR Pochanpalli Expressways 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 11.00 am** 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. Approval to award additional Change of Scope (COS) works of the Company to GMR Highways Limited, a related party

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2018

\_\_\_\_\_  
Signature of Member

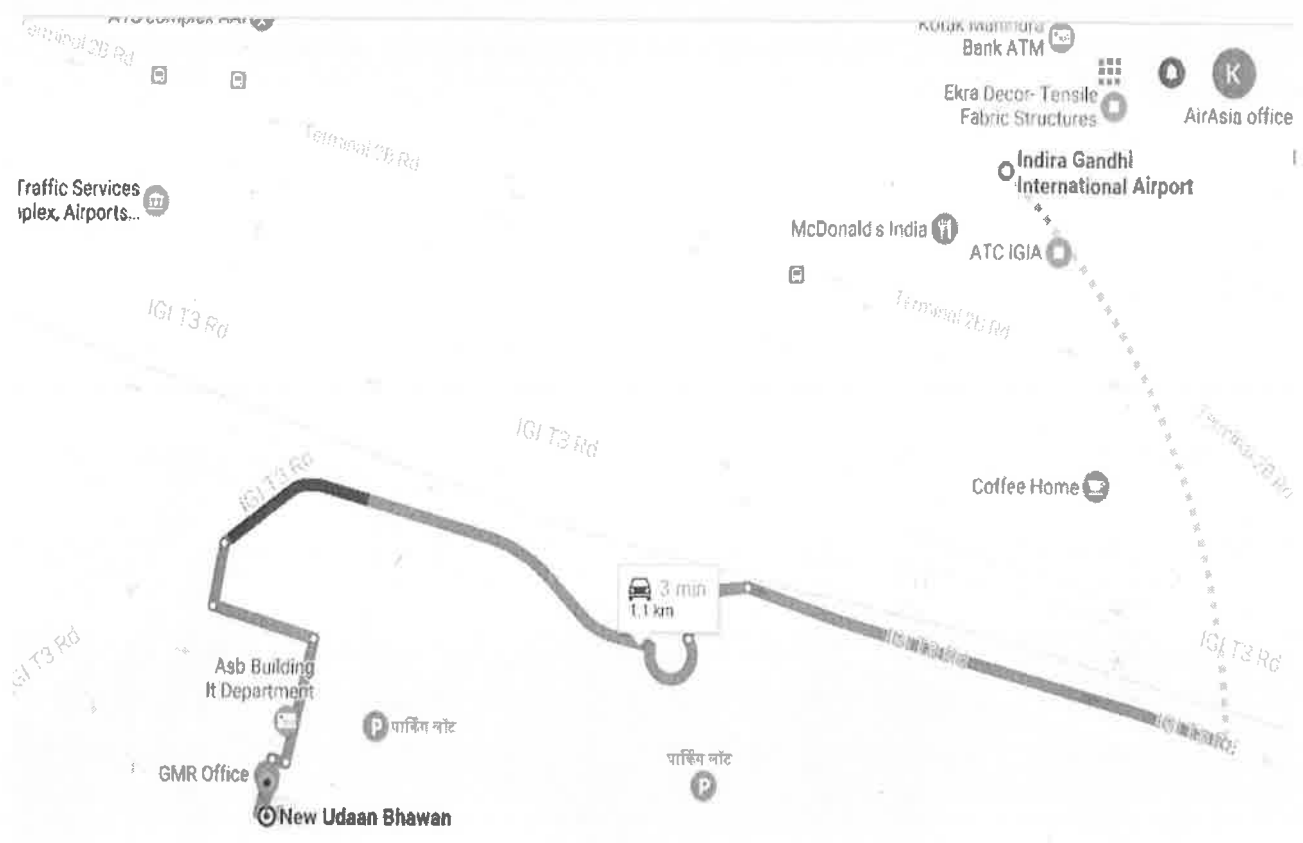
Affix Revenue  
Stamp of Re.1

\_\_\_\_\_  
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

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