



GMR TUNI-ANAKAPALLI EXPRESSWAYS LIMITED

CIN: U45203KA2001PLC049328

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
Seventeenth Annual General Meeting**

Day, Date & Time

Tuesday, the 28th day of August, 2018

At

03.30 P.M.

Venue

**Transportation Business Board Room, Ground Floor,
New Udaan Bhawan Opp. Terminal 3, IGI Airport, New Delhi – 110037**



NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the Seventeenth Annual General Meeting of the Members of **GMR Tuni-Anakapalli Expressways Limited** will be held on **Tuesday, the 28th day of August 2018** at **03.30 P.M. at** Transportation Business Board Room Ground Floor, New Udaan Bhawan Opp. Terminal 3, 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, 2018 together with the Reports of the Directors' and the Auditors' thereon.
2. To appoint Director in place of Mr. Arun Kumar Sharma (DIN 02281905) who retires from office by rotation and being eligible, offers himself for re-appointment.
3. To ratify appointment of Statutory Auditors and fix their remuneration and in this connection, to consider, and, if thought fit, to pass with or without modification, the following resolution as an Ordinary resolution:

"RESOLVED THAT the appointment of M/s B Purushottam & Co, Hyderabad, Chartered Accountants, (Firm Registration No. 002808S) as Statutory Auditors of the Company for financial year 2018-19 be and is hereby ratified, on such remuneration, as may be determined by the Board of Directors or any Committee/any person authorized by the Board on its behalf."

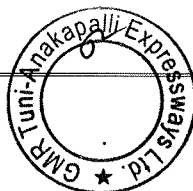
"RESOLVED FURTHER THAT the Board of Directors or any Committee thereof be and is hereby authorized to negotiate and agree upon the remuneration with M/s B Purushottam & Co, Chartered Accountants and approve the remuneration payable to them including any out of pocket expenses.

"RESOLVED FURTHER THAT in partial supersession to the resolution passed in the previous Annual General meeting of the Company held on August 25, 2017, and consequent to the change in the provisions of Section 139 of the Companies Act, 2013, the appointment of M/s B Purushottam & Co, Hyderabad, Chartered Accountants, (Firm Registration No. 002808S) as Statutory Auditors of the Company for a period of 5 years commencing from Financial year 2017-18 shall not be required to be ratified at any subsequent Annual General meeting of the Company."

SPECIAL BUSINESS:

4. To approve making Charitable Contribution and in this connection, 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 181 of the Companies Act, 2013 and other provisions, if any, of the Companies Act, 2013 or rules made there-under, the approval of the members be and is hereby accorded to contribute/donate upto Rs. 1,23,78,745/- as charitable contribution to

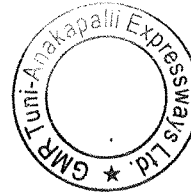


GMR Varalakshmi Foundation, a related party for taking up any programs/activities of social, cultural, educational, economic, rural development of people at large and/or incur any expenditure on their behalf, for the financial year 2018-19, notwithstanding the fact that said amount may exceed 5% of the Company's average net profit for the three immediately preceding financial years."

**By the Order of the Board of Directors
For GMR Tuni-Anakapalli Expressways Limited**

Place: Delhi

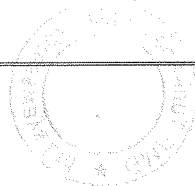
Date: 19/07/2018



Signature

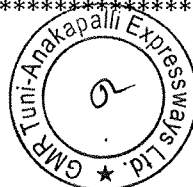
**Arun Kumar Sharma
Director**

DIN: 02281905



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 to the Member 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 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.
8. 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.
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 4:

To approve making Charitable Contribution

Section 181 of the Companies Act, 2013 provides that the Board of Directors of a company may contribute to bona fide charitable and other funds. Provided that prior permission of the company in general meeting shall be required for such contribution in case any amount the aggregate of which, in any financial year, exceed five per cent. of its average net profits for the three immediately preceding financial years.

The Board in its meeting held on July 19, 2018 approved to spend Rs. 1,23,78,745/- through GMR Varalakshmi Foundation, a related party, as charitable contribution under Section 181 of the Companies Act, 2013.

During the three immediately preceding financial years, the Company's net profits are as under:

Financial Year	Net Profit after Tax (As per Ind-AS)
2015-16	Rs. 17,33,11,085/-
2016-17	Rs. 20,22,76,300/-
2017-18	Rs. 13,25,25,695/-

The average net profits of the Company made during the three immediately preceding financial years is Rs. 16,93,71,027/- and 5% of average net profits of past 3 financial years comes out to Rs. 84,68,551.33/-.

Since, the proposed amount of charitable contribution is more than 5% of average net profits of past 3 financial years, hence, approval of Shareholders shall is being sought for the same.

None of the Directors of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 8.

The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice, for approval by the members.

**By the Order of the Board of Directors
For GMR Tuni-Anakapalli Expressways Limited**

Place: Delhi
Date: 19/07/2018



**Arun Kumar Sharma
Director**

DIN: 02281905

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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 17th Annual General Meeting of the Company to be held **on Tuesday, the 28th day of August 2018 at 03.30 P.M. at** Transportation Business Board Room Ground Floor, New Udaan Bhawan Opp. Terminal 3, 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	U45203KA2001PLC049328
Name of the Company	GMR TUNI-ANAKAPALLI EXPRESSWAYS 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 17th Annual General Meeting of the Company, to be held on **Tuesday, the 28th day of August**

2018 at 03.30 A.M. at Transportation Business Board Room Ground Floor, New Udaan Bhawan Opp. Terminal 3, 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, 2018 together with the Reports of the Directors' and the Auditors' thereon.
2.	To appoint Director in place of Mr. Arun Kumar Sharma (DIN 02281905) who retires from office by rotation and being eligible, offers himself for re-appointment.
3.	To ratify appointment of Statutory Auditors and fix their remuneration.
Special Business	
4.	To make Charitable Contribution to GMR Varalakshmi Foundation u/s 181 of Companies Act, 2013.

Signed this _____ day of _____ 2018

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

