



**GMR TUNI- ANAKAPALLI EXPRESSWAYS LIMITED**

CIN: U45203KA2001PLC049328

Reg. Off: 25/1, SKIP House, Museum Road, Bangalore – 560025

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

Phone No.: 080 - 40432000; Fax No.: 080 - 40432333

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**Notice of  
Extraordinary General Meeting**

**Date & Time**

**Friday, April 27, 2018 at 02.30 PM**

**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 Extraordinary General Meeting of the members of GMR Tuni-Anakapalli Expressways Limited will be held on **Friday, April 27, 2018 at 02.30 PM** at, **Transportation Business Board Room Ground Floor, New Udaan Bhawan Opp. Terminal 3, IGI Airport, New Delhi – 110037** at Shorter Notice to transact the following businesses:

### **Special Business:**

#### **Item No.-01: Appointment of Mr. Mohan Rao M as Director**

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

**“RESOLVED THAT** pursuant to the provisions of Section 160, 161 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and in accordance with the provisions of the Article of Association of the Company, approval of the members be and is hereby accorded for appointment of Mr. Mohan Rao M (DIN 02506274) as Director of the Company, liable to retire by rotation.”

**RESOLVED FURTHER THAT** Directors be and are hereby severally authorized to do all such acts and things as may be necessary to give effect to the above resolution.”

#### **Item No.-02: Appointment of Mr. O Bangaru Raju as President (Operations) of the Company.**

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

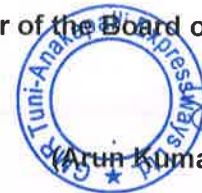
**“RESOLVED THAT** pursuant to the provisions of Section 188 and such other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or reenactment thereof) read with rules made thereunder, the approval of the members be and is hereby accorded to appoint Mr. O. Bangaru Raju as President (Operations) of the Company w.e.f. May 01, 2018, on the following remuneration:

**Consolidated Salary:** Remuneration on CTC basis of upto Rs.2,00,00,000/- p.a. by way of salary, dearness allowance, perquisites, VPP and other allowances as per HR policy and the annual increments will be effective 1<sup>st</sup> July each year

**RESOLVED FURTHER THAT** all other terms and conditions as per the HR Policy of the company be and is hereby applicable including incremental remuneration, Earned/Privilege Leave, Contribution to Provident Fund, Superannuation fund or annuity fund / Gratuity in terms of applicable provisions of the relevant statutes.

**RESOLVED FURTHER THAT** Directors be and are hereby severally authorized to do all such acts and things as may be necessary to give effect to the above resolution.”

By the Order of the Board of Directors



(Arun Kumar Sharma)  
Director

DIN: 02281905

Place: 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 Extraordinary 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 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 Notice 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.
12. 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 majority in number of members and holding not less than 95% of the total paid up share capital. 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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## **ANNEXURE TO NOTICE OF EXTRA ORDINARY GENERAL MEETING**

(Explanatory Statement pursuant to Section 102 of the Companies Act, 2013)

### **Item No.-01: Appointment of Mr. Mohan Rao M as Director**

Pursuant to the resignation of Mr. O. Bangaru Raju as Director, the Board appointed Mr. Mohan Rao M. as Non-Executive Additional Director on the Board of the Company.

The Company has received notice under Section 160 of the Companies Act, 2013 from a member, proposing the appointment of Mr. Mohan Rao M as Director of the Company.

Pursuant to the provisions of Section 152 & 160 of the Companies Act, 2013 (Act) and the Rules made thereunder 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 appointed him as Director of the Company, liable to retire by rotation.

The particulars of the said Independent Director is as under:

#### **Brief Profile of Mr. Mohan Rao M.**

Mr. Mohan Rao M. is a Chartered Accountant and Company Secretary and has over 33 years of professional expertise with a successful career and proven track record in Manufacturing, Financial and Banking sectors. He served in senior positions such as Chief Financial Officer in Manufacturing Sector and Head of Merchant Banking, Treasury, Planning, Credit and Risk Management etc. in Banking Sector. He also served as Head – Joint Ventures and Head – Strategic Planning Group of Delhi International Airport Private Limited.

Currently he is Chief Financial Officer of Urban Infra & Transportation Sector of GMR Group.

Prior to his current role, he served as Chief Financial Officer of GMR Hyderabad International Airport Limited. His major responsibilities, inter-alia, included:

- Project Finance
- Treasury and Banking Functions
- Financial Accounting
- Management Accounting
- Monitoring Secretarial & SAP functions

Currently, he is appointed as Director on the Boards of following Companies:

- GMR Pochanpalli Expressways Limited
- GMR OSE Hungund Hospet Highways Private Limited
- GMR Krishnagiri SIR Limited
- GMR SEZ & Port Holdings Limited
- Asia Pacific Flight Training Academy Limited

The Company has received the following documents from the Director:

- Form DIR 2 i.e., consent to act as Director
- 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, and
- 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 from a member of the Company in terms of Section 160 of the Companies Act, 2013, signifying his intention to propose the candidature of Mr. Mohan Rao M. for the office of Director at this General Meeting.



In the opinion of the Board, the appointee Director fulfil the conditions specified in the Companies Act, 2013 and the Rules made thereunder for his appointment as Director 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 business set out in this Notice, for approval by the members as an Ordinary Resolution.

**Item No.-02:**

Mr. O. Bangaru Raju, Director of the Company has submitted his resignation from the office of Director of the Company and has requested to be relieved from the responsibilities associated with this office from the close of office hours on April 24, 2018.

He has, however, offered to provide his professional services to the Company, if required, in any other capacity as the Management may deem fit.

Mr. O. Bangaru Raju, is proposed to be appointed as President (Operations) of the Company w.e.f. May 1, 2018 at a remuneration of upto Rs. 2,00,00,000/- p.a.

**Brief Profile of Mr. O. Bangaru Raju**

Mr. O. Bangaru Raju is a qualified Chartered Accountant with rich experience of more than 31 years in negotiating EPC contracts, procurement of material, project execution, Finance. He has also undergone Management training with Harvard University, USA.

Mr. O. Bangaru Raju is the Managing Director of GMR Highways Limited, the holding Company.

He has rich experience in the field of Infrastructure including Highway operations.

During his tenure, GMR Group achieved completion of country's maiden private participated road projects of in the state of Tamil Nadu & in the state of Andhra Pradesh.

Also during his tenure GMR Group has achieved Commercial Operations for 8 road projects within the time schedule under the Concession Agreements executed with NHAI.

He led the core team for successful structured funding by assigning annuity receivables, which resulted in substantial reduction in cost of borrowings for the companies of the Highways Sector.

With his vast experience, he has the ability of an advisor of the business, industry and can add value in the areas of strategy, human resources and will be able to supervise the execution of all the Operation and & Maintenance activities related to the company's road project and other activities relating to infrastructural facilities.

Mr. O. Bangaru Raju has maintained cordial relations with all the stakeholders and participated in many forums and contributed for improvement of road sector including the amendments to Model Concession Agreement, Premium re-scheduling, Regulatory Authority etc.

Nomination & Remuneration Committee of the Company in its meeting held on April 24, 2018, recommended for the appointment of Mr. O. Bangaru Raju as President (Operations) of the Company w.e.f. May 1, 2018 at the following remuneration:

**Consolidated Salary:** Remuneration on CTC basis of upto Rs.2,00,00,000/- p.a. by way of salary, dearness allowance, perquisites, VPP and other allowances as per HR policy and the annual increments will be effective 1st July each year;



Hence, Proposal is being made to the shareholders for their approval, based on the valuable contribution made by Mr. O. Bangaru Raju and responsibilities held by him in respect to the business of the Company, to appoint him as President (Operations) of the Company w.e.f. May 1, 2018 at a remuneration of upto Rs.2,00,00,000/- p.a. by way of salary, dearness allowance, perquisites, VPP and other allowances as per HR policy of the Company.

As Mr. O. Bangaru Raju is Managing Director of the Holding Company, i.e., GMR Highways Limited, he is a Related Party. Hence, the proposed transaction is a related party transaction.

Further, as the remuneration exceeds Rs. 2.5 lakhs per month, i.e., the limit provided under Section 188 of the Companies Act, 2013, the approval of the shareholders by way of Ordinary resolution also need to be obtained.

The Board hereby recommends the resolutions as set out at Item No. 1 of the Notice for approval of Shareholders of the Company as Ordinary Resolution.

Except the appointee, 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.

**By the Order of the Board of Directors**



*(Signature)*

**(Arun Kumar Sharma)**

**Director**

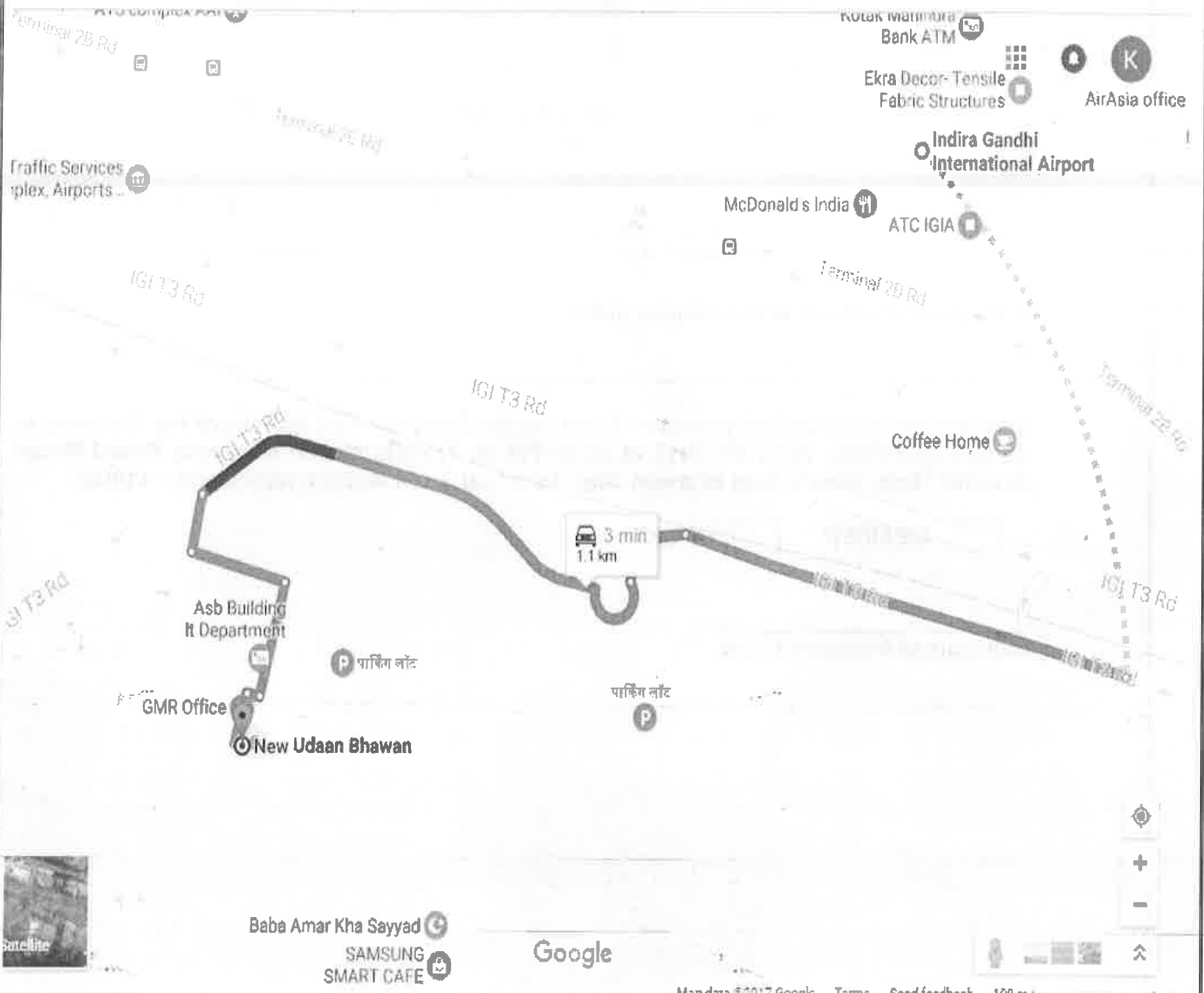
**DIN: 02281905**

**Place: Delhi**

**Date: April 24, 2018**

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# ROUTEMAP FOR THE EGM VENUE



**GMR TUNI- ANAKAPALLI EXPRESSWAYS LIMITED**

CIN: U45203KA2001PLC049328

Reg. Off: 25/1, SKIP House, Museum Road, Bangalore – 560025

E-mail: highways.secretarial@gmrgroup.in

Phone No.: 080 - 40432000; Fax No.: 080 - 40432333

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 Extraordinary General Meeting of the Company to be held on **Friday, April 27, 2018 at 02.30 PM** 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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Phone No.: 080 - 40432000; Fax No.: 080 - 40432333

**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 – 560025

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 Extraordinary General Meeting of the Company, to be held **Friday, April 27, 2018 at 02.30 PM** 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:

Special Business	
Item No. 1.	Appointment of Mr. Mohan Rao M as Director
Item No. 2.	Appointment of Mr. O Bangaru Raju as President (Operations) of the Company.

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.

**Consent of Shareholder for shorter notice- Companies Act, 2013**  
THE COMPANIES ACT, 2013  
**Consent of shareholder for shorter notice**  
[Pursuant to section 101(1)]

To,  
The Board of Directors  
**GMR Tuni - Anakapalli Expressways Limited**  
25/1, SKIP House,  
Museum Road, Bangalore,  
Karnataka, India -560025

I/We, \_\_\_\_\_ (name of the shareholder) having  
Address/ \_\_\_\_\_ Registered \_\_\_\_\_ office \_\_\_\_\_ at  
\_\_\_\_\_ (address of the  
shareholder) , holding \_\_\_\_\_ (No. of Shares held) Equity share of Rs. 10/-  
each aggregating Rs. \_\_\_\_\_ (aggregate value of shares held) in the  
Company in my/our name, give my/our consent, pursuant to section 101(1) of the  
Companies Act, 2013 to hold the Extra-Ordinary General Meeting of the members of the  
Company at a shorter notice dated April 24, 2018 to be held on April 27, 2018 at 02.30  
pm at Transportation Business Board Room Ground Floor, New Udaan Bhawan Opp.  
Terminal 3, IGI Airport, New Delhi – 110037.

Signature.....

(Name of Shareholder/Authorized Representative for \_\_\_\_\_)