



GMR TAMBARAM TINDIVANAM EXPRESSWAYS LIMITED

CIN: U45203KA2001PLC049329

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
Extraordinary General Meeting**

Day, Date & Time

Friday, April 27, 2018 at 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 Tambaram Tindivanam Expressways Limited** will be held at shorter notice on **Friday, April 27, 2018 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

TO CONSIDER AND APPROVE REMUNERATION OF MR. O. BANGARU RAJU, MANAGING DIRECTOR.

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 of Section 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications(s) or re-enactment thereof), the approval of the members be and is hereby accorded, to pay Mr. O.Bangaru Raju, Managing Director of the Company, remuneration upto Rs.2,40,00,000 (Rupees Two crore Forty lakhs only) per annum (basic salary + HRA + Special pay and other benefits)w.e.f. April 01, 2018.

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 the Board be and is hereby authorized to generally do all such acts, deeds and things as may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution".

**By the Order of the Board of Directors
For GMR Tambaram Tindivanam Expressways Limited**




Arun Kumar Sharma
Director
DIN: 02281905

Place: New Delhi
Date: 26/04/2018

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.



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

TO CONSIDER AND APPROVE REMUNERATION OF MR. O. BANGARU RAJU, MANAGING DIRECTOR.

Mr. O. Bangaru Raju was appointed as Managing Director in the Board meeting held on 21/01/2015 for a tenure of 5 years at a remuneration of Rs. 120 lakhs p.a. (Basic Salary + HRA + Special pay and other benefits) not exceeding 10% of the net profit as computed under section 197 whichever is less for 3 years w.e.f. 01/04/2015. His tenure as Managing Director of the Company shall expire on 31/03/2020.

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of Shareholders in this meeting, at its meeting held on April 26, 2018 approved payment of remuneration to him for the balance term of 2 years at the following revised remuneration:

1. Revised remuneration upto Rs. 2,40,00,000 (Rupees Two crore Forty lakhs only) per annum (basic salary + HRA + Special pay and other benefits) and not exceeding 10% (ten percent) of the net profits as computed under Section 197 whichever is less.
2. All other terms and conditions of the HR policy would be applicable till revised further.

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 of GTTEL.

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.

Recognition or awards:

Mr. O. Bangaru Raju, received Chairman's long service award during 2005 and Chairman's outstanding achievement award during 2006 for his contributions to GMR Group.

Mr. O. Bangaru Raju has more than 31 years of experience in infrastructure industry including vast exposure in developing power projects, biddings of various road projects, negotiating with EPC contracts, Project execution, developing, operating & maintaining road projects, etc.

His achievements in the related industry include:

- a) Winning and achieving COD/ completion of constructions for 8 highways Projects
- b) Has successfully mobilized Rs. 11,541.60 crores financial assistance from various Banks and financial institutions for the 10 road projects extending to 2900 lane Kms.
- c) As part of financial restructuring he has been successful in issue of and achieving listing of Rs.650 crores Debentures.
- d) With special interest in technology, has spearheaded the implementation of state of art toll management and highway traffic managements systems for GMR highways and also is director on the board of Indian Highways Management Company Ltd, an SPV set-up by NHAI for implementation of Electronic tolling on National Highways.

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.

GMR Tambaram Tindivanam Expressways Limited (GTTEL) (the "Company"), subsidiary of GMR Highways Limited, is the Concessionaire for undertaking the construction, maintenance and operation of 93 Km four lane stretch between Tambaram and Tindivanam on Chennai-Dindigul section on NH-45 in Tamil Nadu. The concession period will come to conclusion by November, 2019.

Challenges Ahead and Requirement of Senior Personnel:

As the project asset has exhausted a substantial portion of their life-cycle, the maintenance of the same to the satisfaction of the Independent Engineer appointed by NHAI and the Project Director, NHAI, would involve extensive monitoring and persuasion.

Similarly the project asset has to be handed over in satisfactory condition at the end of the Concession Period and the NHAI is likely to raise issues on the health of the assets. Unless appropriate supervision and overseeing is ensured, the Company would be required to incur significant avoidable expenditure to resolve the issues that would be raised by NHAI. It is imperative that the involvement of a senior level person is required to avoid unnecessary higher expenditure during the forthcoming period.

With his enriched experience in the infrastructure industry and his knowledge, Mr. O.Bangaru Raju plays a crucial role in growth of the Company.



As per Schedule V, if the effective capital of the Company is Rs. 250 Crore and above, limit of yearly remuneration payable shall not exceed rupees 60 Lakh plus 0.01 % of the effective capital in excess of Rs. 250 Crore. Provided that the above limit shall be doubled if the resolution passed by the shareholders is a Special Resolution.

Subject to the approval of the Members of the Company, the following is the proposed remuneration of Mr. O. Bangaru Raju as Managing Director of the Company for his balance term of 2 years w.e.f. April 01, 2018:

1. Revised remuneration upto Rs.2,40,00,000 (Rupees Two crore Forty lakhs only) per annum (basic salary + HRA + Special pay and other benefits).
2. All other terms and conditions of the HR policy would be applicable till revised further.

Mr. O. Bangaru Raju is also a Managing Director of M/s. GMR Highways Limited, but, he does not draw remuneration from GMR Highways Limited.

The remuneration proposed to be paid to Mr. O. Bangaru Raju as Managing Director is commensurate with his ability and experience and:

- Relationship of remuneration to expected performance is clear and meets appropriate performance benchmarks and is subject to periodic appraisal as per the Group HR policy; and
- The proposed remuneration reflects short and long-term performance objectives appropriate to the working of the company and its goals.

Save and except Mr. O. Bangaru Raju, none of the other Directors / Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise, in this resolution.

The Board recommends the resolution for your approval as a Special Resolution.

**By the Order of the Board of Directors
For GMR Tambaram Tindivanam Expressways Limited**



**Arun Kumar Sharma
Director**

DIN: 02281905

Place: New Delhi
Date: 26/04/2018

GMR TAMBARAM TINDIVANAM EXPRESSWAYS LIMITED

CIN: U45203KA2001PLC049329

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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 Extra Ordinary General Meeting of the Company to be held on **Friday, April 27, 2018 at 03.30 pm** at Corporate Office of the Company situated 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	U45203KA2001PLC049329
Name of the Company	GMR TAMBARAM TINDIVANAM 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 Extra Ordinary General Meeting of the Company, to be held on **Friday, April 27, 2018 at 03.30 pm** at Corporate Office of the Company situated 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

- | | |
|----|---|
| 1. | To consider and approve fixation of remuneration of Mr. O. Bangaru Raju, Managing Director. |
|----|---|

Signed this _____ day of _____ 2017

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



Baba Amar Kha Sayyad
SAMSUNG
SMART CAFE

Google