# GMR HIGHWAYS LIMITED

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

## Notice of
## Extraordinary General Meeting

**Day, Date & Time**

**Friday,**
**July 31, 2020**
**04.00 P.M.**

**Venue**

Transportation Business Board Room,
Opp. Departure Gate No 1, Terminal 2, IGI Airport,
New Delhi – 110 037

## 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, 31st day of July, 2020, at 04.00 PM** at the Corporate Office of the Company situated at Transportation Business Board Room, Opp. Departure Gate No 1, Terminal 2, IGI Airport, New Delhi -110037, to transact the following business:

**SPECIAL BUSINESS:**

**AGENDA ITEM NO 1**

**APPROVAL TO UNDERTAKE AND CARRY OUT THE MAJOR MAINTENANCE WORKS OF THE MAIN CARRIAGEWAY OF HYDERABAD VIJAYAWADA EXPRESSWAY PROJECT OF GMR HYDERABAD VIJAYAWADA EXPRESSWAYS PRIVATE LIMITED, A SUBSIDIARY COMPANY.**

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

"**RESOLVED THAT,** in furtherance to its earlier approval granted in its meeting held on April 27, 2018 and pursuant to the provisions of Section 188 read with rules made there under (including any statutory amendment or modification thereof for the time being in force) and other applicable provisions, if any, of the Companies Act, 2013, Memorandum and Articles of Association of the Company and other applicable Rules and Regulations, if any,), the consent of the members be and is hereby accorded to approve for undertaking and carrying out major maintenance work of the main carriageway of Hyderabad Vijayawada Project for the total value of Rs. 170 crores (excluding GST) (including the major maintenance works completed during FY 2019-20 valuing Rs. 30.08 Crores (excluding GST) of GMR Hyderabad Vijayawada Expressways Private Limited, a Subsidiary Company."

"**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."

**AGENDA ITEM NO 2**

**APPROVAL TO UNDERTAKE AND CARRY OUT THE 3rd MAJOR MAINTENANCE WORKS ON THE SITE OF GMR POCHANPALLI EXPRESSWAYS LIMITED, A SUBSIDIARY COMPANY.**

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 of the Companies Act, 2013 read with rules made there under (including any statutory amendment or modification thereof for the time being in force) and other applicable provisions of the Companies Act, 2013, Memorandum and Articles of Association of the Company and other applicable Rules and Regulations, if any, the consent of the members be and is hereby accorded to approve for entering into the agreement with GMR Pochanpalli Expressways Limited, Subsidiary Company, for carrying out 3rd major maintenance work at an estimated value of Rs. 130 Crore

**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 order of the Board**
**For GMR Highways Limited**

GMR HIGHWAYS LIMITED

**Paramjeet Singh**
**Company Secretary**
ACS 18789

Place: New Delhi
Date: July 25, 2020

**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**

As per the Concessionaire Agreement of the Company's subsidiary, GMR Hyderabad Vijayawada Expressways Private Limited , the periodic/major maintenance of the roads has to be carried out every 5 years. In case of Hyderabad Vijayawada road (GHVEPL), 1st Professional Commercial Operation Date (PCOD) was achieved on 20th December 2012 and 2nd PCOD was done on 19th July 2014. As approved earlier in the meeting of shareholders held on April 27, 2018, the Company undertook to carry out major/ periodic maintenance of the roads on some stretches on Main Carriageway for a value of Rs 27.58 crores excluding GST, as it required overlay as roughness index on these locations has fallen below the threshold limits. The total value of the transaction was estimated at Rs 27.58 crores excluding GST. However, actual expenditure on major maintenance during FY 2019-20 was Rs. 30.08 Crore excluding GST which is because of additional length for major maintenance was undertaken by Company based on GHVEPL's requirement and as per the provisions of the Concession Agreement.

Further, since almost 10 years has lapsed since commercial operations, it is estimated that balance stretch will also require Major Maintenance. This has been advised by NHAI as well stating that entire stretch needs to be taken up for Major Maintenance work. Accordingly, the total cost for carrying out major maintenance on the balance stretch would be approximately Rs. 140 Crore excluding GST to be carried out during FY 2020-21 & FY 2021-22. It has been proposed that the major maintenance on the balance stretch will be carried out through Company as it already had the resources at site required to carry out the major maintenance. Hence, the total cost of carrying out major maintenance on the project highway would be Rs. 170.08 Crore (excluding GST) [Rs. 30.08 Crore incurred in FY 2019-20 and Rs. 140 Crore to be incurred during FY 2020-21 & FY 2021-22]

The terms and conditions with GMR Hyderabad Vijayawada Expressways Limited will remain same as per the previous approval accorded, the details of which are briefed as follows:

1. Major maintenance works for the entire stretch (excluding the completed portion during FY 2019-20) of the project highway will be carried out by GMR Highways Ltd (GHWL) at an internal estimated cost of Rs. 140 Cr. (excluding GST)
2. GHWL will raise TAX Invoice every month.
3. Payment will be made after joint measurement between GHWL and the Company. Any variation / NS items will be undertaken within the budgeted amount and will be billed as per the prevailing market rates.

4. Variation item cost should not be more than 2% of the estimated cost. If the cost of variation items exceeds 2%, the same will be carried through a variation order.

Since the major maintenance works is to be carried out with the Subsidiary Company/ related party, hence, Audit Committee and Board of Directors in their meetings held on July 25, 2020 have approved/recommended the said transaction with related party in line with the provisions of Section 177 & 188 of the Companies Act, 2013 read with rules made there under.

The total value of the transaction is Rs. 170 crores (excluding GST) (including the earlier completed major maintenance work of Rs. 30.08 crores (excluding GST). Since the transaction is with related party, and pursuant to the provisions of Section 188 of the companies act, 2013 and rules made thereunder and the value of the transaction exceeding the prescribed threshold which is 10% or more of the turnover of the Company i.e. Rs. 10.49 crores, hence, the approval of the Shareholders need to be obtained 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. O. Bangaru Raju is Managing Director of Company and Director of GHVEPL but is not interested financially or otherwise in the aforesaid resolution.

Your Directors recommend the Resolution as set out at Item No. 1 of the Notice as an **Ordinary Resolution** for your approval.

**AGENDA ITEM NO 2**

The Company carries out Major Maintenance on the site of GMR Pochanpalli Expressways Limited (GPEL), its subsidiary and is also carrying out the 2nd Periodic Maintenance at a cost of Rs. 102.84 Crore.

As per the Concession Agreement, for 3rd Major Maintenance to be carried out from 1st April 2024 onwards, GMR Pochanpalli Expressways Limited intends to enter into an agreement with the Company at an estimated cost of approximately Rs. 130 Crore (based on Rs. 109 Crore of 2nd MMR estimate with due escalation).

Since the major maintenance works is to be carried out with the Subsidiary Company/ related party, hence, Audit Committee and Board of Directors in their meetings held on May 16, 2020 have approved/recommended the said transaction with related party 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 i.e. 10% of more of the turnover of the Company pursuant to Section 188

and Rule 15 (2) of Companies (Meetings of Board and its Powers) Rules, 2014, hence approval of the Shareholders is 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.

Your Directors recommend the Resolution as set out at Item No. 2 of the Notice as an Ordinary Resolution for your approval.

**By order of the Board**
**For GMR Highways Limited**

**Paramjeet Singh**
**Company Secretary**
ACS 18789

Place: New Delhi
Date: July 25, 2020

**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 | |

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 held **at shorter notice** on **Friday, 31st day of July, 2020, at 04.00 PM** at the Corporate Office of the Company at Transportation Business Board Room, Opp Departure Gate No 1, Terminal 2, IGI Airport, New Delhi – 110 037

MEMBER ☐

PROXY ☐

Signature of Member / Proxy

**GMR HIGHWAYS LIMITED**
CIN: U45203MH2006PLC287171
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**E-mail:** highways.secretarial@gmrgroup.in
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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 | 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 | |
| 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 **at shorter notice** on **Friday, 31st day of July, 2020, at 04.00 PM** at the Corporate Office of the Company at Transportation Business Board Room, Opp Departure Gate No 1, Terminal 2, 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 undertake and carry out the major maintenance works of the main carriageway of Hyderabad Vijayawada Expressway project of its subsidiary, GMR Hyderabad Vijayawada Expressways Private Limited.

2. Approval to undertake and carry out the 3rd major maintenance works on the site of its subsidiary, GMR Pochanpalli Expressways Limited.

Signed this _____ day of _____2020

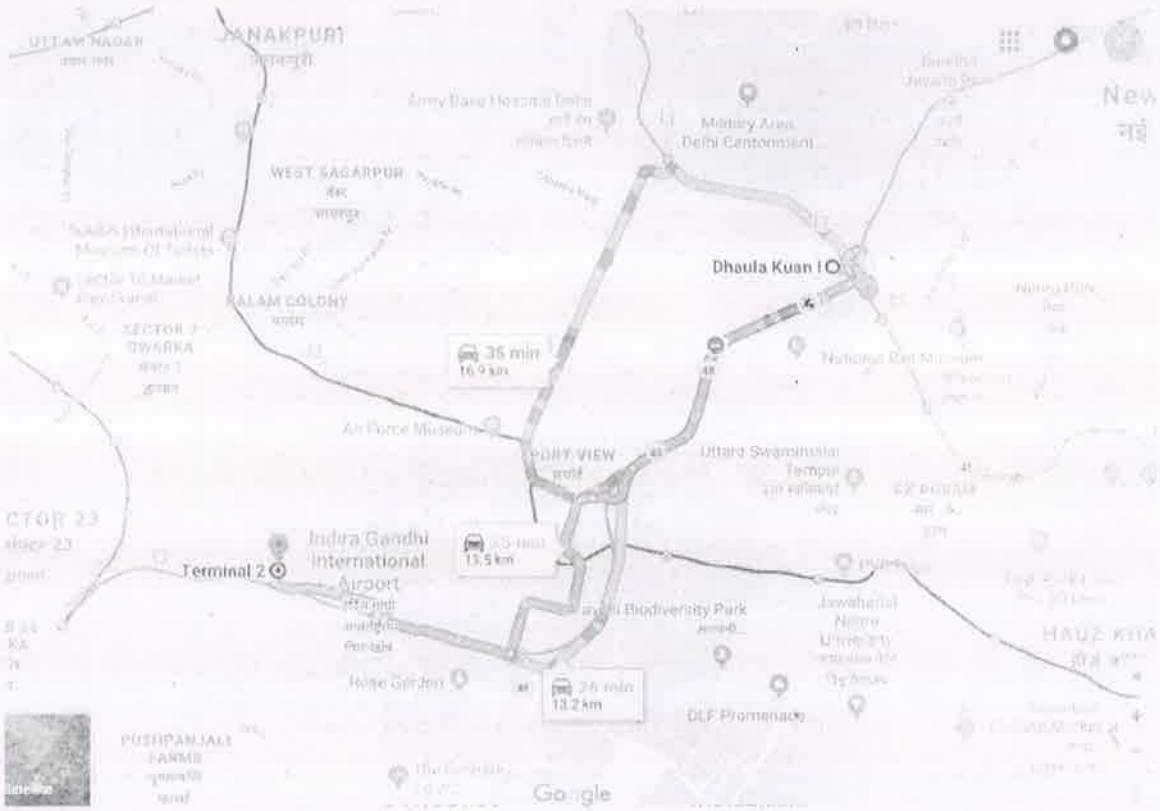
_____
Signature of Member

Affix Revenue Stamp of Re.1

_____
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.
3. Route Map for the Venue is enclosed.


UTTAM NAGAR
JANAKPURI
WEST SAGARPUR
SALAM COLONY
SECTOR 7
DWARKA
Military Area
Delhi Cantonment
Dhaula Kuan
35 min
16.9 km
Air Force Museum
PORT VIEW
Uttara Swaminarai
Temple
Indira Gandhi
International
Airport
Terminal 2
13.5 km
Biodiversity Park
Jawaharlal
Nehru
Urban
Home Garden
26 min
13.2 km
DLF Promenade
HAUZ KHAS
PUSHPANJALI
FARMS
Google