



**GMR AMBALA-CHANDIGARH EXPRESSWAYS PRIVATE LIMITED**

CIN: U45203KA2005PTC036773

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

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  
Eighteenth Annual General Meeting**

**Day, Date & Time**

**Thursday, the 31<sup>st</sup> day of August, 2023**

**At**

**12 Noon**

**Venue**

**Transportation Business Board Room, GMR T&UI, Terminal-2, Opp.  
Departure Gate No. 1, IGI Airport, New Delhi – 110037**

## NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the Eighteenth Annual General Meeting of the Members of **GMR Ambala-Chandigarh Expressways Private Limited** will be held on **Thursday, the 31<sup>st</sup> Day of August, 2023 at 12 Noon** at the Corporate Office of the Company at Transportation Business Board Room, GMR T&UI, Terminal-2, Opp. Departure Gate No. 1, IGI Airport, New Delhi - 110037 to transact the following business:

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the audited Financial Statements for the financial year ended March 31, 2023 together with the Reports of the Directors' and the Auditors' thereon.
2. To appoint Director in place of Mr. Bangaru Raju Obbilisetty (DIN-00082228) who retires from office by rotation and being eligible, offers himself for re-appointment.
3. To appoint Statutory Auditors and to 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** M/s Chaturvedi & Shah LLP, Chartered Accountants, (Firm Registration No. 101720W), be and are hereby appointed as Statutory Auditors of the Company for a further period of 5 consecutive years commencing from the financial year 2023-24, 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 Chaturvedi & Shah LLP, Chartered Accountants and approve the remuneration payable to them including any out of pocket expenses as may be incurred by them in the course of audit."

### **SPECIAL BUSINESS:**

4. Approval for re-appointment of Mr. Iqbal Singh as Manager of the Company

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

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof) read with Schedule V of the Companies Act, 2013, approval of the Members of the Company, be and is hereby accorded for re-appointment of Mr. Iqbal Singh as Manager of the Company for a further period of 5 (five) years with effect from January 24, 2023 at NIL remuneration:

**RESOLVED FURTHER THAT** Mr. Iqbal Singh shall be responsible, inter-alia, to discharge his duties as may be assigned by the Board from time to time and to manage the day to day affairs and general management of the Company subject to superintendence and control of the Board of Directors of the Company

**"RESOLVED FURTHER THAT** the Board of the company of the Company be and is hereby authorized to take all the actions and to do all such acts, deeds and things including filing of

requisite e-forms, returns, applications with the Ministry of Corporate Affairs, Government of India as may be necessary to give effect to the resolution."

**By the Order of the Board of Directors  
For GMR Ambala-Chandigarh Expressways Private Limited**



**Divya Kalra  
Company Secretary  
M. No- A70871**

**Place: New Delhi  
Date: 24.07.2023**

**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 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 are being sent by courier. Members are requested to register their E-mail Id with their Depository Participant/the Company and inform 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/ledger folio number 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/ DP Id and Client Id on every communication with the Company/Depository Participant.
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.

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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:**

**Item No. 4**

**Reappointment of Mr. Iqbal Singh as Manager of the Company**

Mr. Iqbal Singh has been appointed as Manager of the Company in the Board Meeting held on January 21, 2020 for a term of 3 years with the remuneration as approved by the members in Extra-Ordinary General Meeting held on February 18, 2020. Accordingly, his tenure is completing on January 23, 2023. Pursuant to completion of his tenure, he offered himself for re-appointment for a further period of 5 years w.e.f. January 24, 2023. The Board of Directors in their meeting held on January 19, 2023, based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of Shareholders, approved the re-appointment of Mr. Iqbal Singh as Manager of the Company for a further period of 5 years w.e.f. January 24, 2023.

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**Brief Profile**

Mr. Iqbal Singh, aged about 46 years, is a Commerce Graduate, ICAI (I) and MBA (Finance) from the Kurukshetra University. He possesses over 19 years of experience in the field of Project Management, Finance, Taxation, Operation & Liason with the Govt. department. Prior to joining GMR Group, he has worked with Omaxe Limited as Branch Commercial head and also worked with Era Infra Limited.

Having regard to his rich experience and knowledge, it is proposed to re-appoint Mr. Iqbal Singh, as "Manager" without remuneration pursuant to the provisions of Section 196, 197, 2013 read with schedule V of the Companies Act, 2013, for a further period of 5 years w.e.f. January 24, 2023.

Hence, it is required to obtain the approval of members of the Company in accordance with the Schedule V of the Companies Act, 2013.

None of the Directors and Key Managerial Personnel of the Company (*except Mr. Iqbal Singh himself*) & their relatives is in any way, concerned or interested, financially or otherwise, in this resolution.

***The Board recommends the Resolution set out at Item No. 1 of the Notice as an Ordinary Resolution, for approval by the members.***

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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 18<sup>th</sup> Annual General Meeting of the Company on **Thursday, the 31<sup>st</sup> Day of August, 2023 at 12 Noon.** at the Corporate Office of the Company at **Transportation Business Board Room, GMR T&UI, Terminal-2, Opp. Departure Gate No. 1, 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	U45203KA2005PTC036773
Name of the Company	GMR AMBALA-CHANDIGARH EXPRESSWAYS PRIVATE 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 18<sup>th</sup> Annual General Meeting of the Company, to be held on **Thursday, the 31<sup>st</sup> Day of August, 2023 at 12 Noon.** at the Corporate Office of the Company at Transportation Business Board Room, GMR T&UI,

Terminal-2, Opp. Departure Gate No. 1, IGI Airport, New Delhi – 110037 and at any adjournment thereof in respect of such resolutions as are indicated below:

<b>Ordinary Business</b>	
1.	To receive, consider and adopt the audited Financial Statements for the Financial Year ended March 31, 2023 together with the Reports of the Directors' and the Auditors' thereon
2.	To appoint Director in place of Mr. Bangaru Raju Obbilisetty (DIN-00082228) who retires from office by rotation and being eligible, offers himself for re-appointment.
3.	To appoint M/s. Chaturvedi & Shah (Regn. No. 101720W), Chartered Accountants as Statutory Auditors of the Company for a further period of 5 financial years commencing from Financial year 2023-24 and to fix their remuneration
<b>Special Business</b>	
4.	Re-appointment of Mr. Iqbal Singh as Manager of the Company.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2023

\_\_\_\_\_  
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



