



**GMR HYDERABAD VIJAYAWADA EXPRESSWAYS  
PRIVATE LIMITED**

CIN: U45201KA2009PTC050109

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

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**Notice of  
Extraordinary General Meeting**

**Day, Date & Time**

**Friday,  
27<sup>th</sup> day of April, 2018  
10.30 A.M.**

**Venue**

Transportation Business Board Room,  
Ground Floor, New Udaan Bhawan,  
Opp. Terminal 3, IGI Airport,  
New Delhi - 110 037

# G.A.R.

THE BOARD OF DIRECTORS OF THE NATIONAL ASSOCIATION OF REALTORS  
WASHINGTON, D.C. 20036  
C/O THE NATIONAL ASSOCIATION OF REALTORS  
1115 15th Street, N.W.  
Washington, D.C. 20004  
Phone No. (202) 462-6000

## Notice of Extraordinary General Meeting

May 20, 1978  
Friday  
11th day of April, 1978  
10:00 A.M.

### Venue

Washington Convention Center  
11th Street, N.W.  
Washington, D.C. 20004  
New Ballroom - 11th Floor

## NOTICE TO SHAREHOLDERS

Notice is hereby given that the Extraordinary General Meeting of the Members of **GMR Hyderabad Vijayawada Expressways Private Limited** will be held at **shorter notice** on **Friday, 27th day of April, 2018, at 10.30 AM** 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**

#### **APPROVAL OF THE APPOINTMENT OF MR. CHANDRASEKHAR BARENKALA AS THE MANAGER OF THE COMPANY.**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 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), the consent of the Shareholders be and is hereby accorded to the appointment of Mr. Chandrasekhar Barrenkala as 'Manager' of the Company, for a period of 3 (three) years w.e.f. October 16, 2017 at NIL remuneration.

**"RESOLVED FURTHER THAT** the Board of Directors, be and are hereby severally authorised to do all such acts and things and deal with all such matters and take all such steps and finalize, approve, modify and sign (including any modification thereof) and all such papers/forms/documents/ agreement/ contracts as may be necessary for giving effect to the above resolution."

#### **AGENDA ITEM NO 2**

#### **APPROVAL TO AWARD THE MAJOR MAINTENANCE WORKS TO GMR HIGHWAYS LIMITED.**

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 and other applicable provisions of the Companies Act, 2013, if any, and Rules made thereunder, Memorandum and Articles of Association of the Company, (including any statutory amendment or modification thereof for the time being in force), if any, the consent of the members be and is hereby accorded to award the major maintenance

works in the Hyderabad Vijayawada Project to GMR Highways Limited, Holding Company at an estimated amount of Rs 27.58 crores (exclusive of GST)"

**"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 3**

#### **APPROVAL TO AWARD THE CHANGE OF SCOPE (COS) WORKS TO GMR HIGHWAYS LIMITED**

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 and other applicable provisions of the Companies Act, 2013, if any, and Rules made thereunder, Memorandum and Articles of Association of the Company, (including any statutory amendment or modification thereof for the time being in force), the consent of the members be and is hereby accorded to award the Additional change of scope works for construction of Inupamula Public Under Pass (PUP), Kamineni Junction Vehicular Under Pass (VUP) and improvement of safety measures in accidental prone area (black spots) on back to back basis to GMR Highways Limited (GHWL), a related party, at an estimated cost of Rs. 44.16 Crores."

**"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 Hyderabad Vijayawada Expressways Private Limited**

  
**Shweta Mahajan  
Company Secretary  
ACS 29512**

Place: New Delhi  
Date: April 25, 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 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**

Section 196 (4) of the Companies Act, 2013 provides that Subject to the provisions of section 197 and Schedule V, a managing director, whole-time director or manager shall be appointed and the terms and conditions of such appointment and remuneration payable be approved by the Board of Directors at a meeting **which shall be subject to approval by a resolution at the next general meeting of the company** and by the Central Government in case such appointment is at variance to the conditions.

In terms of Section 203 of the Companies Act, 2013 & the Companies (Appointment & Remuneration of Managerial Personnel) Rules 2014, every company belonging to such class or classes of companies as may be prescribed shall have the following whole-time key managerial personnel –

- (i) Managing Director; or Chief Executive Officer or Manager and in their absence, a whole-time Director
- (ii) Company Secretary; and
- (iii) Chief Financial Officer

Mr. Chandrasekhar Barrenkala was appointed as Manager of the Company w.e.f. October, 14, 2013 for a period of 3 years. Hence he ceased to continue as the Manager of the Company. Therefore, the Nomination and Remuneration Committee and Board of Directors in their meetings held on October 16, 2017 again appointed Mr. Chandrasekhar Barrenkala as Manager of the Company for a period of 3 years w.e.f. October 16, 2017.

**Brief Profile:**

Mr. Chandrasekhar Barrenkala is a Bachelor of Technology (Civil) from JNTU College of Engineering, A.P., and holds a Masters Degree in Technology (Civil). His work experience spans 21 years and is experienced in time bound works under tough conditions and has good knowledge of construction of road works.

He joined the GMR Group in June, 2006 and is currently designated as Project Manager – Operations and Management.

Except for Mr. Chandrasekhar Barrenkala, 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 Resolutions.

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**

As per the Concessionaire Agreement, the periodic 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. Some stretches over Main Carriageway require overlay and proposed to be taken up under Periodic Maintenance. The next periodic / major maintenance is due in 2018-19 and in respect of which NHAI/ Independent Consultant has already communicated to the Company.

The internal estimate of the major maintenance works for FY 2018-19 arrives at Rs. 27.58 Cr (GST Extra at actual). GMR Highways Ltd, the Holding Company (GHWL) carries out routine maintenance works and is keen to take up the major periodic maintenance works also. GHWL is already established at project site and they are well equipped to carry on the major maintenance works also.

GHWL agreed to carry out the work with same rates as per our internal estimates without varying any rates, terms and conditions. Hence, it is proposed to award the major maintenance works to GHWL on the following major terms and conditions:

1. All the major maintenance work carried out by GMR Highways Ltd on the internal estimated cost i.e. Rs 27.58 Cr.
2. GHWL will invoice in TAX Invoice format. (GST Extra at actual).
3. Payment will be made after joint measurement undertaken. Any variation item/ NS items will be undertaken within the budgeted amount and be billed as per the prevailing market rates.
4. Variation item cost should not be more than 2% of the estimated cost. If there is any variation items executed the cost will be adjusted within the estimated amount and if this is beyond the estimated amount, the same will amended through variation order.
5. Works to be completed within 6 months from the date of issue of LOI.

Since the major maintenance works is to be carried out with the Holding Company/ related party, hence, Audit Committee and Board of Directors in their meetings held on April 25, 2018 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 value of the transaction of Rs. 27.58 crores with related party exceeds the prescribed threshold (Rs. 22.70 crores which is 10% of more of the turnover of the Company or Rs. 50 crores whichever is less), hence 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 Director of Company and Managing Director of GHWL but is not interested financially or otherwise in the aforesaid resolution.

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

### **AGENDA ITEM NO 3**

The Company entered into a Concession Agreement with NHAI on 9th day of October 2009 for highway project envisaging design, engineering, procurement, construction, development, finance, operation and maintenance of 4/6 laning of Hyderabad – Vijayawada section measuring 181.5 Km. from Km. 40 to Km. 221.5 of NH-9, on Build, Operate, Transfer (Toll) basis under NHDP-Phase III, passing through the States of Andhra Pradesh and Telangana.

The NHAI has suggested through its Independent Consultant, M/s Sheladia Associates, for the Change of Scope (COS) works to be done on Inupamula Public Under Pass (PUP) works for an amount of Rs. 4.52 crores and Kamineni Junction Vehicular Under Pass (VUP) works for an amount of Rs. 40.07 crores and improvement of safety measures in accidental prone area (black spots) for an amount of Rs. 0.47 crores.

The additional COS works be carried out by GMR Highways Limited, which also carries out maintenance works for the project. Hence, considering its past performance, the Audit Committee and Board recommends to its shareholders to award the above works on the following major terms and conditions:

1. GHWL will prepare design and estimate to be submitted to NHAI and GHVEPL will coordinate for obtaining approval for the same.
2. Cost includes cost of all material, manpower, execution, direct, indirect cost, over heads, design, estimate submission, liasoning with IE, all taxes and profits.
3. Any services/other activity required by IE/ Employer.
4. All the COS work carried out by GHWL on back to back basis after retaining 2% administration charges and over heads of the amount received from NHAI.
5. Payment will be made after the Company receives the invoice amount from NHAI.
6. GHWL will take over all the conditions and responsibility in line with back to back basis from the Company.
7. Insurance for the COS works is under the scope of the GHVEPL after completion of project and hand over by GHWL.
8. Any deviation to approved work/amendment done by NHAI will be paid to GHWL on same terms and conditions.
9. GHWL will invoice in TAX Invoice format inclusive of GST.

The various works as covered under COS Services order is given below:

HV Project			
Sr. No.	Description	NHAI cost (Rs.in Crs.)	Proposal to GHWL after retaining 2% (Rs.in Crs.).
1	Inupamula Public Under Pass (PUP) works	4.52	4.4296
2	Kamineni Junction Vehicular Under Pass (VUP) works	40.07	39.2686
3	Improvement of safety measures in accidental prone area (black spots)	0.47	0.4606
Total		<b>47.19</b>	<b>44.1588</b>

Since the Company had submitted the estimate of cost of work to IE & NHAI and after review, PIU-NHAI has recommended the estimate of the above cost for issuing COS order, hence, this contract is supposed to be entered into on arm's length basis.

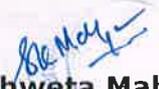
Further, the additional change of scope works is to be carried out with the Holding Company/ related party, hence, Audit Committee and Board of Directors in their meetings held on April 25, 2018 have approved/recommended the said transaction with related party in line with the provisions of Section 177 & 188 of the Companies Act, 2013 read with rules made there under.

The value of the transaction of Rs. 44.16 crores with related party exceeds the prescribed threshold (Rs. 22.70 crores which is 10% of more of the turnover of the Company or Rs. 50 crores whichever is less), hence 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 Director of Company and Managing Director of GHWL but is not interested financially or otherwise in the aforesaid resolution.

Your Directors recommend the Resolution as set out at Item No. 3 of the Notice as an **Ordinary Resolution** for your approval.

**By order of the Board  
For GMR Hyderabad Vijayawada Expressways Private Limited**

  
**Shweta Mahajan**  
Company Secretary  
ACS 29512

Place: New Delhi  
Date: April 25, 2018

**GMR HYDERABAD VIJAYAWADA EXPRESSWAYS PRIVATE LIMITED**

CIN: U45201KA2009PTC050109

Registered Office: 25/1, 1<sup>st</sup> Floor, SKIP House, Museum Road,  
Bangalore – 560 025, Karnataka

E-mail: highways.secretarial@gmrgroup.in

Phone No.: 080 - 40432000;

**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	U45201KA2009PTC050109
Name of the Company	GMR Hyderabad Vijayawada Expressways Private Limited
Registered Address	1 <sup>ST</sup> Floor, Skip House, 25/1, 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

	Name			
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3	Address		
	E-Mail ID		Signature

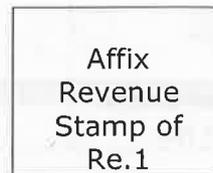
as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company, to be held at **shorter notice** on **Friday, 27<sup>th</sup> April, 2018 at 10.30 A.M.** at Transportation Business Board Room, Ground Floor, New Udaan Bhawan, Opp. Terminal 3, IGI Airport, New Delhi -110037 and at any adjournment thereof in respect of such resolutions as are indicated below:

**Special Business:**

1. Approval for appointment of Mr. Chandrasekhar Barrenkala as the Manager of the Company.
2. Approval to award the major maintenance works to GMR Highways Limited.
3. Approval to award the Change of Scope (COS) works to GMR Infrastructure Limited

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2018

\_\_\_\_\_  
Signature of Member

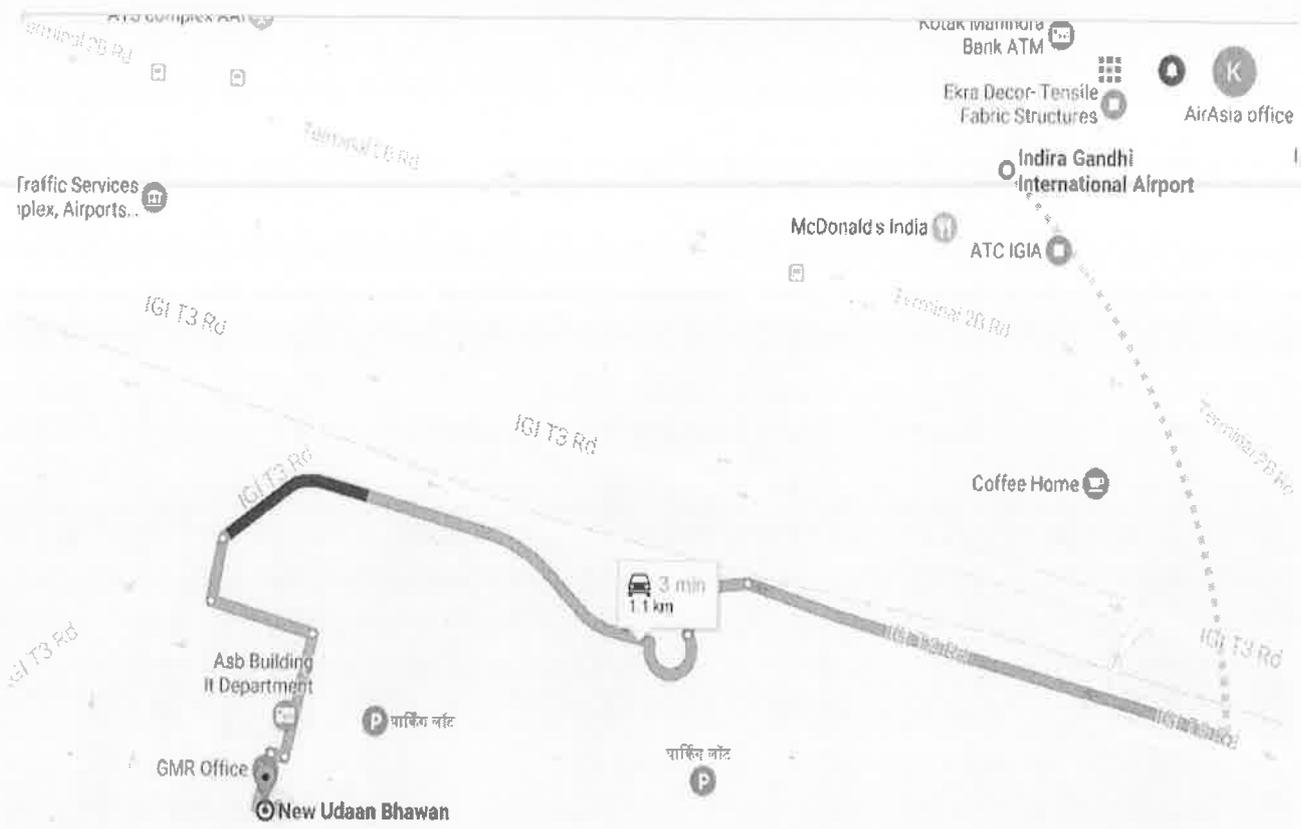


\_\_\_\_\_  
Signature of Proxy holder(s)

**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.

# ROUTE MAP OF THE VENUE



Baba Amar Kha Sayyad  
SAMSUNG  
SMART CAFE

Google

Map data ©2017 Google Terms Send feedback 100 m

