



**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

Phone No.: 080 - 40432000

**Notice of
Extraordinary General Meeting**

Day, Date & Time

**Friday,
July 31, 2020
11.30 A.M.**

Venue

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

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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 on at **shorter notice** on **Friday, July 31 2020, at 11.30 AM** 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

REGULARIZATION OF APPOINTMENT OF DR. KAVITHA GUDAPATI AS DIRECTOR OF THE COMPANY.

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

"RESOLVED THAT pursuant to the provisions Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013, if any and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on the recommendation of the Nomination and Remuneration Committee and Board of Directors, **Dr. Kavitha Gudapati** (DIN 02506004) who was appointed as an Additional Director (Independent) of the Company by the Board of Directors with effect from May 08,2020, in terms of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a period of 5 years w.e.f. May 08,2020, not liable to retire by rotation."

"RESOLVED FURTHER THAT the Directors of the Company be and are hereby severally authorized to take all such actions as may be necessary to give effect to the above resolution, including filing of necessary statutory forms/ returns with the Ministry of Corporate Affairs, Government of India, as may be required to give effect to this resolution."

AGENDA ITEM NO 2

APPROVAL OF THE APPOINTMENT OF MR. KVSS SRIKANTH 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. KVSS Srikanth as 'Manager' of the Company, for a period of 5 (five) years w.e.f. January 21, 2020 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 3

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, in furtherance to its earlier approval granted in its meeting held on April 27, 2018 and 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 imparting of major maintenance work to be carried out at the main carriageway of Hyderabad Vijayawada Project for the total value of Rs. 145.62 Crore (excluding GST) (including the major maintenance works completed during FY 2019-20 at a cost of Rs. 30.44 Crores (excluding GST) to GMR Highways Limited, Holding 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."

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


Shweta Mahajan
Company Secretary
ACS 29512



Place: New Delhi
Date: July 23, 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.

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

REGULARIZATION OF APPOINTMENT OF DR. KAVITHA GUDAPATI AS DIRECTOR OF THE COMPANY.

Pursuant to the provisions of Section 149, 150 and 152 of the Companies Act, 2013 (Act) and the Rules made thereunder read with Schedule IV to the Act, and other applicable provisions of the Act, if any, and on the recommendation of the Nomination and Remuneration Committee, Dr. Kavitha Gudapati was appointed as Independent Director of the Company w.e.f. May 08, 2020, subject to the approval of the shareholders, to hold office for a period of 5 years w.e.f. May 08, 2020, not liable to retire by rotation.

As Additional Director, her term shall expire at the ensuing Annual General Meeting. The Board of Directors, based on the recommendation of the Nomination & Remuneration Committee, have recommended to the Shareholders, her appointment on the Board of the Company as Independent Director, for a period of 5 years w.e.f. May 08, 2020, not liable to retire by rotation.

The particulars of the said Independent Director are as under:

Brief profile of Dr. Kavitha Gudapati:

Dr. Kavitha Gudapati is an Organizational Psychologist, ICF Certified Coach and a Family Business advisor. She also holds a Doctorate in Management, Masters of Arts in Psychology, Post Graduate Diploma in Basic, Advanced Counseling skills and holder of ACC – Erickson coach certification.

She has been trained by Dr. Marshall Goldsmith on his approach towards executive coaching. She also holds a certificate in "Appreciative Coaching" by Fielding Graduate University, Executive Education Programs offered by ISB – Indian School of Business.

Dr. Kavitha Gudapati has 17+ years of experience covering a wide range of industries and projects. She has consulted and trained with several organizations such as Bharath Dynamics Limited, VOLVO, DRDL, Deloitte, GE- Money, PWC, Dr. Reddy's, Airtel, BSNL, BAAN, Intelle Group, BSNL, Navayuga Infotech, Cyberabad Police, Neospark etc.

She has been involved in a long term executive development programs, long duration consulting projects in the area of customer perceptions and customer satisfaction, women's initiative networks, Corporate Trauma, consultant counselor / coach and trainer. For past five years, she appeared on ETV 2 program **SAKHI**.

1. Since 2013 she has been associated with Samhita Educational Academy as a leadership coach to the Chairperson, Director, Asst. Director and Financial Director of the institute.

2. From 2011 – 2013 she has conducted leadership coach of Regional Director-TNS global, CEO and CFO of Shakti Foundation.

3. Prior to 2011, she has been a columnist at EENADU and also hosted a live two hour radio show on TORI radio.

None of the Directors and Key Managerial Personnel of the Company & their relatives, except Dr. Kavitha Gudapati 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.

AGENDA ITEM NO 2

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. Nallu Krishna Reddy was appointed as Manager of the Company w.e.f. August 01, 2019 for a period of 3 years. Upon his resignation, the Nomination and Remuneration Committee and Board of Directors in their meetings held on January 21, 2020 appointed Mr. KVSS Srikanth as Manager of the Company for a period of 5 years w.e.f. January 21, 2020.

Brief Profile:

Mr. Kallakuri Venkata Satya Sarabha Srikanth (Mr. KVSS Srikanth), aged about 50 years, holds degree in Civil Engineering. He has rich experience of over a

The terms and conditions with the GMR Highways Limited (GHWL) 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 at an internal estimated cost of Rs. 115.18 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 Holding Company/ related party, hence, Audit Committee and Board of Directors in their meetings held on July 23, 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. 145.62 crores (excluding GST) to be carried out during FY 2020-21 & FY 2021-22 (including the earlier completed major maintenance work of Rs. 30.44 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. 29.65 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 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: July 23, 2020

period of 27 years, mainly in the construction supervision of Railways, National Highways and State Highways funded by World Bank and Domestic funded projects including Highway Operation and Maintenance, Project Management. Prior to joining GMR Group, he worked for KMC Constructions Limited.

Except for Mr. KVSS Srikanth, 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. 2 of the Notice as an **Ordinary Resolution** for your approval.

AGENDA ITEM NO 3

As per the Concessionaire Agreement, 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. In its meeting held on April 27, 2018, the shareholders had approved to award major maintenance works to its Holding Company, GMR Highways Limited (GHWL) for a value of Rs 27.58 Crore excluding GST. Company was required to carry out major maintenance works as per the provision of the Concession Agreement, wherein the periodic/major maintenance is required to be carried out on the stretch of the highway as and when the roughness index falls below the threshold limit. Since some stretches on Main Carriageway required overlay as roughness index on these locations had fallen below the threshold limits, GHWL had agreed to carry out the work and completed the same. 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. 30.44 Crore excluding GST which is because of addition length for major maintenance was undertaken by GHWL based on Company's requirement and as per the provisions of the Concession Agreement. As such, the approval of the Board is required for additional cost of Rs. 2.86 Crore (excluding GST) incurred on major maintenance for the additional length during FY 2019-20.

As 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. 115.18 Crore excluding GST to be carried out during FY 2020-21 & FY 2021-22. The Company proposes to carry out major maintenance on the balance stretch through GHWL 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. 145.62 Crore (excluding GST) [Rs. 30.44 Crore (excluding GST) incurred in FY 2019-20 and Rs. 115.18 Crore (excluding GST) to be incurred during FY 2020-21 & FY 2021-22]

GMR HYDERABAD VIJAYAWADA EXPRESSWAYS PRIVATE LIMITED

CIN: U45201KA2009PTC050109

Registered Office: 25/1, 1st Floor, SKIP House, Museum Road,
Bangalore - 560 025, Karnataka

E-mail: highways.secretarial@gmrgroup.in

Phone No.: 080 - 40432000;

**ATTENDANCE
SLIP**

DP ID		FOLIO NO. / CLIENT ID		No. of shares	
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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, July 31, 2020 at 11.30 am.** 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 HYDERABAD VIJAYAWADA EXPRESSWAYS PRIVATE LIMITED

CIN: U45201KA2009PTC050109

Registered Office: 25/1, 1st 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 ST 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, July 31, 2020 at 11.30 am.** 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. Regularization of Appointment of Dr. Kavitha Gudapati as Director of the Company.
2. Approval for appointment of Mr. KVSS Srikanth as the Manager of the Company.
3. Approval to award the major maintenance works to GMR Highways Limited.

Signed this _____ day of _____ 2020

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

