



GMR HIGHWAYS LIMITED

U45203MH2006PLC287171

Registered Office: Naman Centre, 701, 7th Floor, Opp. Dena Bank,
Plot No. C-31, G Block, Bandra Kurla Complex, Bandra (East),
Mumbai – 400 051

Website: <https://gmrpui.com/gmr-highways-limited/>

E-mail: highways.secretarial@gmrgroup.in

Phone No.: 022 - 42028000; Fax No.: 022 – 42028004

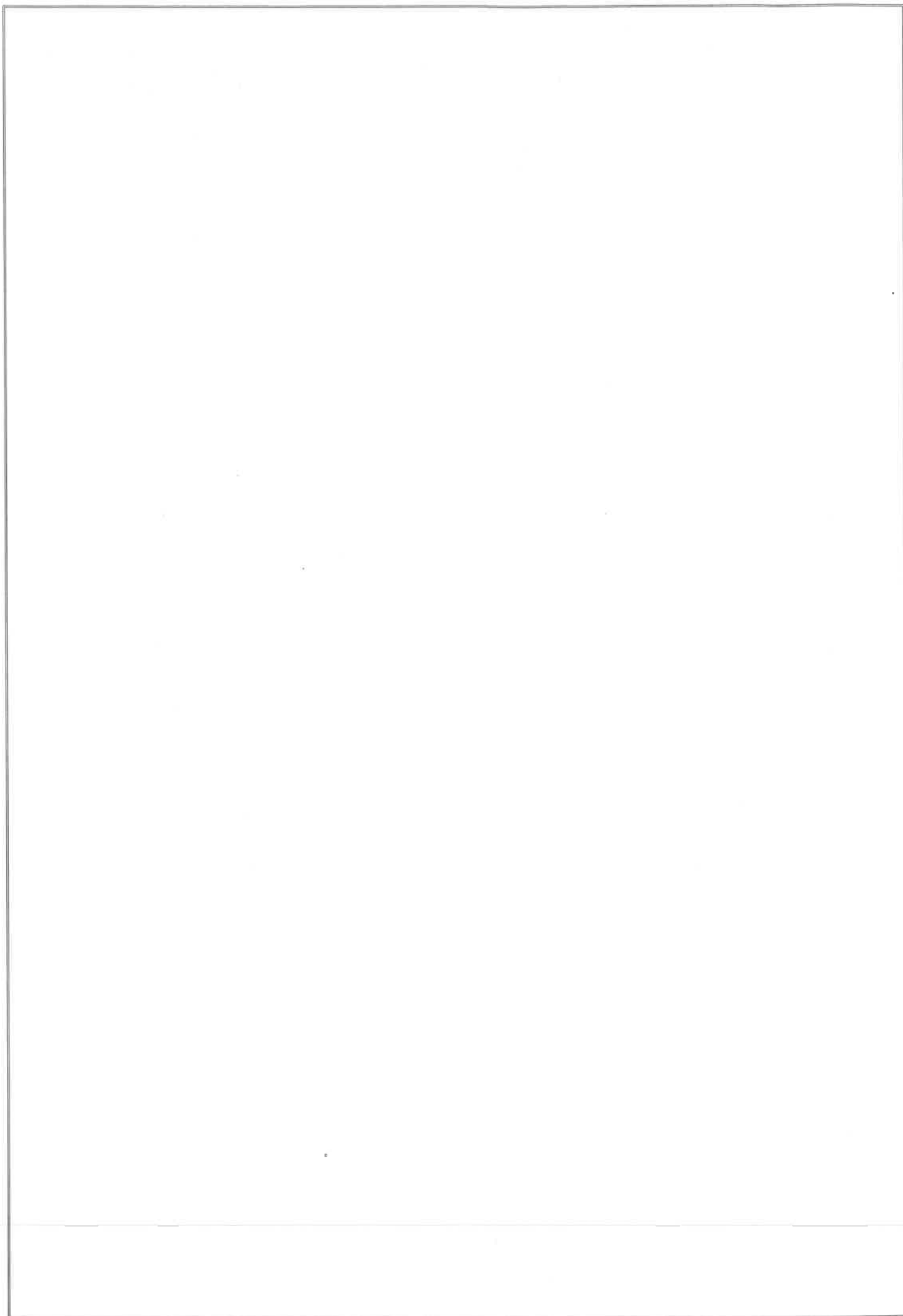
**Notice of
Seventeenth Annual General Meeting**

Day, Date & Time

Thursday,
August 31, 2023
03.00 PM

Venue

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



NOTICE TO SHAREHOLDERS

Notice is hereby given that the Seventeenth Annual General Meeting of the Members of **GMR HIGHWAYS LIMITED** will be held on **Thursday, August 31, 2023, at 03:00 PM** at the Corporate Office of the Company at Transportation Business Board Room, GMR T&UI, Opp. Departure Gate No. 1, IGI Airport, New Delhi -110037, to transact the following businesses:

Ordinary Business

1. To receive, consider and adopt the audited restated Financial Statements viz. Balance Sheet as at March 31, 2023 and Statement of Profit and Loss Account for the period ended on that date together with the Reports of the Directors and the Auditors thereon.
2. To appoint Director in place of Mr. M.B Terdal (05343139), who retires from office by rotation and being eligible, offers himself for re-appointment.

Special Business

3. **To ratify the remuneration of the Cost Auditor of the Company for the financial year 2023-24.**

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

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013, if any, and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Shareholders hereby ratify the remuneration of Rs. 60,000/- plus applicable taxes and out of pocket expenses payable to M/s. G. R. & Co., Cost Accountants, (Membership Number 30294) as appointed by the Board of Directors as Cost Auditors to conduct the audit of cost records of the Company for the financial year 2023-24.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

4. **Approval for reappointment of Mr. O Bangaru Raju (DIN: 00082228) as Managing Director of the Company**

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

"RESOLVED THAT consent of the members be and is hereby accorded, under section 196 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications(s) or re-enactment thereof), Mr. O Bangaru Raju (DIN: 00082228), Managing Director of the Company be and is hereby re-appointed as Managing Director of the Company for a period of 5 years w.e.f June 16, 2023 to June 15, 2028 at NIL remuneration.

RESOLVED FURTHER THAT the Directors or Company Secretary of the Company be and are hereby severally authorised to file the requisite forms pursuant to the provisions of the Companies Act, 2013, with the Registrar of Companies concerned in the prescribed format and to do such things and acts as are necessary to give effect to the resolution".



5. Approval for reappointment of Mr. S. Rajagopal (DIN: 00022609) as an Independent Director of the Company.

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 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), **Mr. S. Rajagopal** (DIN 00022609), who was appointed as an Independent Director of the Company by the Board of Directors and holds office upto November 26th, 2023 and has submitted a declaration confirming he meets the criteria of independence under Section 149(6) of the Act and is eligible for re-appointment for a second term, in accordance with the provisions of the Act and the Rules made thereunder and whose candidature for the office of Director has been recommended by the Nomination and Remuneration Committee and the Board of Directors and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act, proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, to hold office for a second term of five years, with effect from November 27, 2023 and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary of the Company, be and is /are hereby authorized, singly and/or jointly to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for giving effect to this resolution."

By the Order of the Board of Directors



Paramjeet Singh
Company Secretary
M No: A18789

Place: New Delhi
Date: 25.07.2023

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. 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.
4. 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.
5. 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.
6. 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.
7. 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.
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/the Company 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/Folio No. as reference.
9. Members are requested to notify any change in their registered address along with pin code and quote their respective DP Id and Client Id/Folio No. on every communication with the Depository Participant/the Company.
10. 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.
11. 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 till the date of meeting.

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. 3

To ratify the remuneration of the Cost Auditor of the Company for the Financial Year 2023-24.

The Board, on the recommendation of the Audit Committee, has approved the reappointment and remuneration of M/s G.R. & Co., Cost Accountants, (Membership Number 30294) to conduct the audit of the cost records of the Company for the financial year 2023-24 at remuneration as detailed in the resolution.

In accordance with the provisions of Section 148(3) of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is being sought for ratification of the remuneration payable to the Cost Auditors for the financial year 2023-24.

None of the Directors and Key Managerial Personnel of the Company & their relatives is in any way, concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Ordinary Resolution set out at Item No. 3 of the Notice, for approval by the members.

Item No. 4

Reappointment of Mr. O Bangaru Raju as Managing Director of the Company.

Mr. O. Bangaru Raju (DIN: 00082228) was earlier appointed as Managing Director of the Company pursuant to Section 196 of the Companies Act, 2013 for a period of 5 years w.e.f June 16, 2018 and his term expired on June 15, 2023.

It is hence proposed to re-appoint Mr. O. Bangaru Raju, as "Managing Director" pursuant to the provisions of Section 196,197 read with schedule V of the Companies Act, 2013, for a period of 5 years w.e.f June 16, 2023.

As per the recommendations of the Nomination and Remuneration Committee, the Board at its meeting held on April 29, 2023 had approved to re-appoint Mr. O. Bangaru Raju as Managing Director for a period of five years with effect from June 16, 2023.

Brief Profile

Mr. O. Bangaru Raju is a qualified Chartered Accountant with rich experience of more than 39 years in negotiating EPC contracts, procurement of material, project execution, Finance. He has also undergone Management training with Harvard University, USA.

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 scheduled 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.

Under the leadership of Mr. O Bangaru Raju, GTTEL and GMRVF services on our Tambaram - Tindivanam Highway project has been recognized as best by Indian Red Cross Society and the team has been awarded in this regard.

Mr. O. Bangaru Raju has rich 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.

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.

With his enriched experience in the infrastructure industry and his knowledge, Mr. O. Bangaru Raju plays a crucial role in growth of the Company. It is hence, proposed to re-appoint Mr. O. Bangaru Raju, as "Managing Director" pursuant to the provisions of Section 196,197 read with schedule V of the Companies Act, 2013, for a period of 5 years w.e.f June 16, 2023.

Pursuant to Secretarial Standards-2 issued by the Institute of Company Secretaries of India, additional information about Mr. O. Bangaru Raju is annexed in Annexure I to this Notice.

Except Mr. O Bangaru Raju, none of the Director, Key Managerial Personnel of the Company and their relatives is concerned or interested financially or otherwise in the resolution set out at item No. 4.

The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice, for approval by the members.

Item No. 5

Reappointment of Mr. S. Rajagopal as an Independent Director of the Company.

Mr. S Rajagopal (DIN 00022609) was appointed as an Independent Director for a term of five years with effect from November 27, 2018 and his appointment was confirmed by the shareholders of the Company at the Extraordinary General Meeting ("EGM") held on January 25, 2019. Accordingly, he will complete his first term as an Independent Director on November 26, 2023 and is eligible for re-appointment for second term of five years.

As per the recommendations of the Nomination and Remuneration Committee, the Board at its meeting held on July 25, 2023 had approved to re-appoint Mr. S Rajagopal as an Independent Director for a second term of five years with effect from November 27, 2023.

Further, pursuant to the requirements of the Act and based on his expertise, skills, rich experience, knowledge, continued valued guidance to the management and outcome of the performance evaluation during his first term of five years and the substantial contributions made by him, it is proposed to seek approval of the members by way of Special Resolution to re-appoint Mr. S Rajagopal, as an Independent Director for a second term of five years commencing from November 27, 2023. Further, Mr. S Rajagopal shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013.

The particulars of the said Independent Director are as under:

Brief Profile:

Mr. S. Rajagopal, aged about 83 years, holds bachelor degrees in Commerce and Law, master's degree in Economics from Gujarat University and a professional qualification from the Indian Institute of Banking and Finance. He has knowledge of commerce, industry, finance and insurance and is on the Boards of various corporates and development funds in India and abroad. He was previously Chairman and Managing Director of Bank of India, Chairman and Managing Director of Indian Bank and Chairman of Banking Service Recruitment Board. He has 43 years of experience in the field of banking. He is also closely associated with academics. He was a member of the Court of Banaras Hindu University and a member of the Board of Governors of Madras School of Economics. He is also an advocate with specialization in company matters. He has been associated with GMR group since May 2001. Currently, he is appointed as Director on the Boards of following Companies:

1. GMR Kamalanga Energy Limited
2. GMR Warora energy limited
3. GMR Bajoli holi hydropower Private Limited
4. GMR Rajahmundry energy limited
5. Wisdomleaf Technologies Private Limited
6. Careercubicle Technologies Private Limited
7. GMR Energy Limited

Mr. S Rajagopal has given a declaration to the Board that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013. In terms of proviso to sub-section (5) of

Section 152, the Board of Directors are of the opinion that Mr. S Rajagopal fulfils the conditions specified in the Act, for his re-appointment as an Independent Director.

The Company has also received the consent in writing to act as a Director, and an intimation that he is not disqualified under section 164(2) of the Companies Act, 2013.

The Company has received a notice in writing from a member, pursuant to Section 160(1) of the Companies Act, 2013, proposing the candidature of Mr. S Rajagopal for his reappointment to the office of Independent Director.

Pursuant to Secretarial Standards-2 issued by the Institute of Company Secretaries of India, additional information about Mr. S Rajagopal is annexed in Annexure I to this Notice.

Mr. S Rajagopal does not hold any shares/securities in the Company, either in his individual capacity or on a beneficial basis for any other person.

Except Mr. S Rajagopal, none of the other Directors and Key Managerial Personnel of the Company, or their relatives, are concerned or interested, financially or otherwise in this resolution.

The Board recommends the Special Resolution at Item No. 5 for approval of the members.

By the Order of the Board of Directors



Paramjeet Singh
Company Secretary
M No: A18789

Place: New Delhi
Date: 25.07.2023

ANNEXURE I

Details pursuant to the requirements of Secretarial Standards-2

Name of the Director or Manager	Mr. O Bangaru Raju	Mr. S Rajagopal
Age	67 Years	83 Years
Qualifications	Chartered Accountant	Bachelor degrees in Commerce and Law, master's degree in Economics from Gujarat University and a professional qualification from the Indian Institute of Banking and Finance.
Experience	More than 39 years in negotiating EPC contracts, procurement of material, project execution, Finance.	More than 43 years of experience in the field of banking.
Terms and conditions of appointment or reappointment along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable	Reappointed as Managing Director of the Company at Nil Remuneration.	Reappointed as Independent Director for 2 nd Term and will be paid sitting fees for attending Board and Committee meetings of the Company during his tenure. Mr. S Rajagopal received the sitting fees for attending the meeting of Board and its committees during the financial year 2022-23.
Date of First appointment on the Board	16-06-2008	27-11-2018
Shareholding in the Company	Nil	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	NA	NA
Number of Board Meetings attended during the financial year 2022-23	Seven	Seven1

Other Directorships	<ol style="list-style-type: none"> 1. GMR Hyderabad Vijayawada Expressways Private Limited 2. GMR Ambala-Chandigarh Expressways Private Limited 3. GMR Chennai Outer Ring Road Private Limited 4. Indian Highways Management Company Limited 	<ol style="list-style-type: none"> 1. GMR Highways Limited 2. GMR Bajoli Holi Hydropower Private Limited 3. GMR Rajahmundry Energy Limited 4. GMR Energy Limited 5. GMR Kamalanga Energy Limited 6. GMR Warora Energy Limited 7. Wisdomleaf Technologies Private Limited 8. Careercubicle Technologies Private Limited
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Membership / Chairmanship of Committees of other Boards																																																	
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GMR HIGHWAYS. LTD.

CIN: U45203MH2006PLC287171

Registered Office: Naman Centre 701, 7th Floor, Opp. Dena Bank, Plot No. C-31, G Block,
Bandra Kurla Complex, Bandra (East), Mumbai - 400 051

E-mail: highways.secretarial@gmrgroup.in

Website: <https://gmrpui.com/gmr-highways-limited/>

Phone No.: 022 - 42028000; Fax No.: 022 - 42028004

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 17th Annual General Meeting of the Company to be held on **Thursday, August 31, 2023, at 03:00 PM** at the Corporate Office of the Company situated at Transportation Business Board Room, GMR T&UI, Opp. Departure Gate No. 1, IGI Airport, New Delhi -110037.

MEMBER PROXY

Signature of Member / Proxy

GMR HIGHWAYS. LTD.

CIN: U45203MH2006PLC287171

Registered Office: Naman Centre 701, 7th Floor, Opp. Dena Bank, Plot No. C-31, G Block, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051Website: <https://gmrpui.com/gmr-highways-limited/>**E-mail:** highways.secretarial@gmrgroup.in

Phone No.: 022 - 42028000; Fax No.: 022 – 42028004

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 LTD.
Registered Address	Naman Centre 701, 7 th Floor, Opp. Dena Bank, Plot No. C-31, G Block, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051

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 17th Annual General Meeting of the Company, to be held on **Thursday, August 31, 2023, at 03:00 PM** at the Corporate Office of the Company situated at Transportation Business Board Room, GMR T&UI, Opp. Departure Gate No. 1, IGI Airport, New Delhi -110037 and at any adjournment thereof in respect of such resolutions as are indicated below:

Ordinary Business	
1.	To receive, consider and adopt the audited Financial Statements viz. Balance Sheet as at March 31, 2023 and Statement of Profit and Loss Account for the period ended on that date together with the Reports of the Directors and the Auditors thereon.
2.	To appoint Director in place of Mr. M.B Terdal (05343139), who retires from office by rotation and being eligible, offers himself for re-appointment.
Special Business	
3.	To ratify the remuneration of the Cost Auditor of the Company for the Financial Year 2023-24.
4.	Approval for reappointment of Mr. O Bangaru Raju (DIN: 00082228) as Managing Director of the Company
5.	Approval for reappointment of Mr. S. Rajagopal (DIN: 00022609) as an Independent Director of the Company

Signed this _____ day of _____ 2023

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.**

ROUTE MAP OF THE VENUE

