



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

**Notice of
Eleventh Annual General Meeting**

Day, Date & Time

Friday

August 25, 2017

At

03.30 PM

Venue

**Naman Centre, 7th Floor, Opp. Dena Bank,
Plot No.C-3, G Block, Bandra Kurla Complex,
Bandra (East) Mumbai,
Maharashtra-400051**

NOTICE TO SHAREHOLDERS

Notice is hereby given that the Eleventh Annual General Meeting of the Members of **GMR HIGHWAYS LIMITED** will be held on **Friday, the 25th day of August, 2017, at 03.30 P.M.** at the Registered Office of the Company situated at Naman Centre, 7th Floor, Opp. Dena Bank, Plot No.C-3, G Block, Bandra Kurla Complex, Bandra (East) Mumbai, Maharashtra-400051, to transact the following businesses:

Ordinary Business

1. To receive, consider and adopt the audited Financial Statements of the Company (including audited Consolidated Financial Statements) for the year ended March, 2017 viz. Balance Sheet as at March 31, 2017, the Statement of Profit and Loss for the year ended on that date and the Reports of the Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Madhva B Terdal (DIN 05343139), 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 Girish Murthy & Kumar (Regn. No. 000934S) , Chartered Accountants, be and are hereby appointed as Statutory Auditors of the Company for a period of 5 consecutive years commencing from the financial year 2017-18 subject to ratification of their appointment in every subsequent AGM, on such remuneration, as may be determined by the Board of Directors or any Committee/any person authorized by the Board on its behalf."

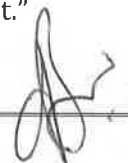
"RESOLVED FURTHER THAT the Board of Directors or any Committee thereof be and is hereby authorized to negotiate and agree upon the remuneration with M/s Girish Murthy & Kumar, Chartered Accountants and approve the remuneration payable to them including any out of pocket expenses as may be incurred by them in the course of audit."

Special Business

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

4. Approval/ Ratification of remuneration of the Cost Auditor

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. G.R. & Co., Cost Accountants, (Membership Number 30294), appointed by the Board of Directors of the Company as Cost Auditors, to conduct the audit of the cost records of the Company, for the financial year 2017-18, be paid a remuneration of Rs.50,000/- plus applicable taxes and reimbursement of out of pocket expenses as may be incurred by them in the course of Audit."



"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 the Order of the Board of Directors


O. Bangaru Raju
Managing Director
DIN: 00082228

Place: New Delhi
Date: July 18, 2017

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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. For Members who have not registered their e-mail address, physical copy of the Notice is being sent by courier. 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. 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.

A handwritten signature in black ink, consisting of several loops and a final flourish.

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

Approval / Ratification of remuneration of the Cost Auditor

The Board, on the recommendation of the Audit Committee, has approved the re-appointment 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 2017-18 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/approval of the remuneration payable to the Cost Auditors for the financial year 2017-18.

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. 4 of the Notice, for approval by the members.

By the Order of the Board of Directors



O. Bangaru Raju
Managing Director
DIN: 00082228

Place: New Delhi
Date: July 18, 2017

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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 11th Annual General Meeting of the Company to be held on **Friday, the 25th day of August, 2017**, at **03.30 P.M.** at the Registered Office of the Company at Naman Centre, 7th Floor, Opp. Dena Bank, Plot No. C-3, G Block, Bandra Kurla Complex, Bandra (East) Mumbai, Maharashtra-.

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	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, Maharashtra- 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	
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as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 11th Annual General Meeting of the Company, to be held on **Friday, the 25th day of August, 2017**, at **03.30 P.M.** at the Registered Office of the Company at Naman Centre, 7th Floor, Opp. Dena Bank, Plot No.C-3, G Block, Bandra Kurla Complex, Bandra (East) Mumbai, Maharashtra-400051 and at any adjournment thereof in respect of such resolutions as are indicated below:

Ordinary Business	
1.	To adopt the audited financial statements (including audited Consolidated Financial Statements) for the year ended March 31, 2017 and the Reports of the Directors and the Auditors thereon.
2.	To appoint Mr. Madhva B Terdal (DIN 05343139), who retires 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 :
Special Business	
4.	Approval/ratification of remuneration of the Cost Auditor.

Signed this _____ day of _____ 2017

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:

