



GMR CHENNAI OUTER RING ROAD PRIVATE LIMITED

CIN: U45203KA2009PTC050441

Registered Office: 25/1, SKIP House, Museum Road, Bangalore -
560025, Karnataka

E-mail: highways.secretarial@gmrgroup.in

Phone No.: 080 - 40432000; Fax No.: 080 - 40432333

**Notice of
13th Annual General Meeting**

Day, Date & Time

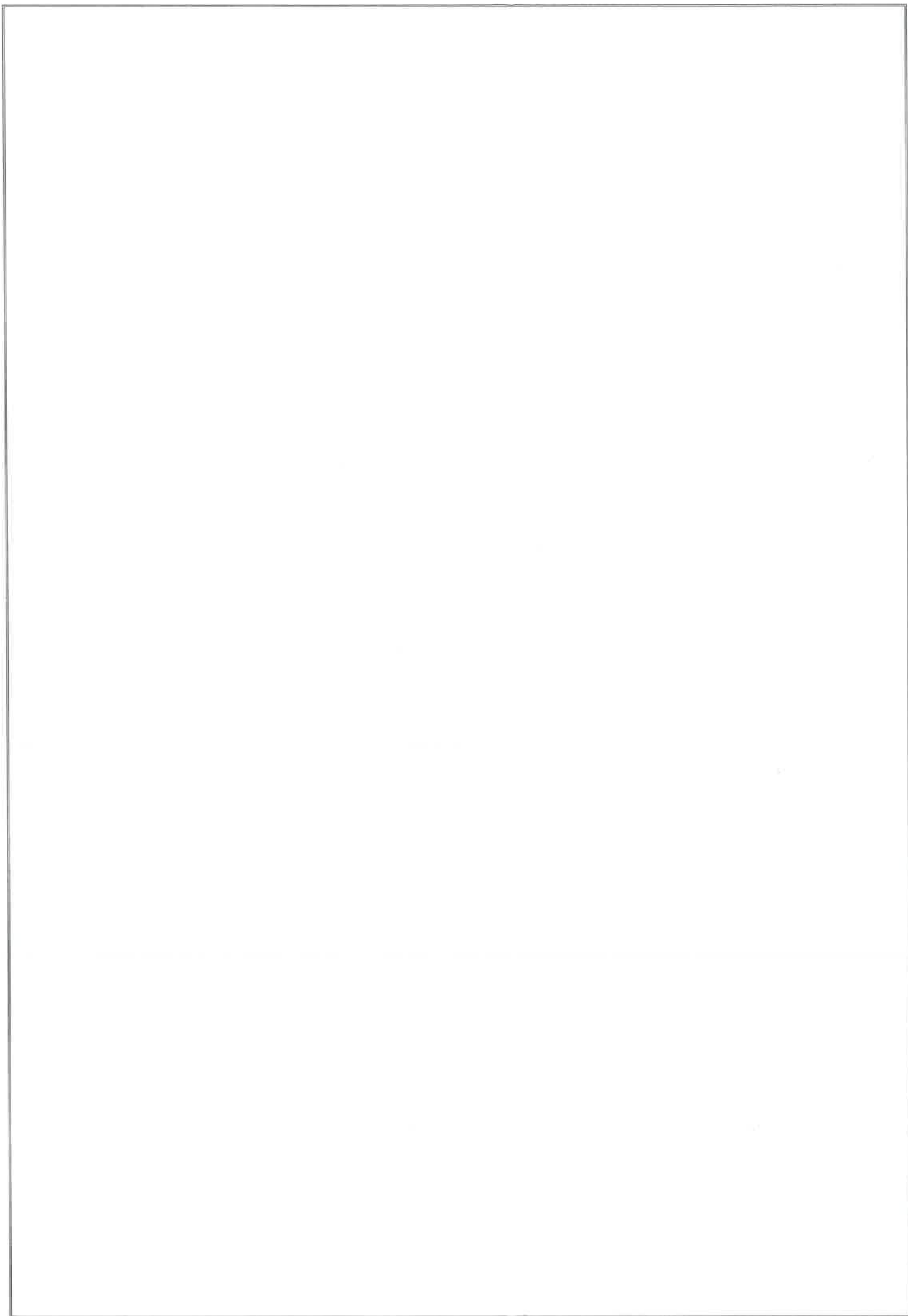
Tuesday, the 30th day of August, 2022

At

11.00 AM

Venue

Transportation Business Board Room,
GMR Transportation and Urban Infra Office, Terminal-2, Opp.
Departure Gate No. 1,
IGI Airport, New Delhi - 110037



NOTICE TO SHAREHOLDERS

NOTICE is hereby given that 13th Annual General Meeting of the Members of **GMR Chennai Outer Ring Road Private Limited** will be held on **Tuesday, the 30th day of August 2022 at 11.00 AM** at Transportation Business Board Room, GMR Transportation and Urban Infra Office, Terminal-2, opposite 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 year ended March 31, 2022 together with the Reports of the Directors' and the Auditors' thereon.
2. To appoint Director in place of Mr. O. Bangaru Raju (DIN 00082228), who is liable to retire by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

3. **To ratify the remuneration of M/s. G. R. & Co., Cost Auditor of the Company for the Financial Year 2022-23.**

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 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, appointed by the Board of Directors as Cost Auditors of the Company to conduct the audit of cost records of the Company for the financial year 2022-23.

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. **Appointment of Mr. Vithala Satyanarayana Murthy (DIN: 07603834) as Independent Director 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 Section 149, 152 and any other applicable provisions of the Companies Act, 2013 ("the Act") read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Vithala Satyanarayana Murthy (DIN: 07603834), who was appointed as an Additional Independent Director of the Company and has submitted a declaration confirming that he meets the criteria of independence under Section 149(6) of the Act and whose candidature for the office of Director

has been recommended by the Nomination and Remuneration Committee and 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 appointed as an Independent Director of the Company, to hold office for a term of five years, with effect from January 20th 2022 and whose office shall not be liable to retire by rotation.

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

5. Re-Appointment of Mrs. Grandhi Varalakshmi (DIN 00061699), as Whole Time Director of the Company.

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

"RESOLVED THAT pursuant to the provisions of Section of 196 and 197 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule V of the Companies Act, 2013, consent of the members be and is hereby accorded for appointment of Mrs. Grandhi Varalakshmi (DIN 00061699), as Whole Time Director of the Company, for a period of 3 (three) years with effect from August 01, 2022, liable to retire by rotation, on such remuneration and upon such terms and conditions as set out below, with an authority to the Board of Directors to alter and vary terms of appointment and remuneration, during the continuance of her tenure from time to time, so as to remuneration does not exceed the limits specified in Schedule V to the Companies Act, 2013:

Remuneration:

- a. Gross Remuneration: Rs. 80,52,550/- (Rupees Eighty Lakh Fifty Two Thousand Five Hundred Fifty only) per annum inclusive of all perquisites and facilities with an annual increment of 10% of the gross remuneration.
- b. In addition to gross monthly remuneration as above, the Company will reimburse Mrs. Grandhi Varalakshmi, travelling and other expenses incurred by her in furtherance of or in connection with the business of the Company.
- c. The following shall not be included for the purpose of computation of the Wholetime Director's gross remuneration as aforesaid:
 - i. The Company's contribution to Provident Fund and Superannuation Fund pursuant to the HR policy of the Company.
 - ii. Gratuity payable at the rate not exceeding half a month's salary for each completed year of service.
 - iii. Encashment of leave at the end of tenure or the time of ceasing to be Whole-time Director pursuant to the HR policy of the Company."

RESOLVED FURTHER THAT all other terms and conditions including annual increment, earned/ privilege leave shall be as per the prevalent HR Policy of the Company and contribution to Provident Fund, Superannuation fund or Annuity

Fund, Gratuity, etc. shall be in terms of applicable provisions of the relevant statues.

RESOLVED FURTHER THAT Mrs. Grandhi Varalakshmi shall be responsible, inter-alia, to discharge her 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 Directors of the Company be and are hereby severally authorized to take all such actions and to do all acts, deeds and things including filing of requisite 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 Chennai Outer Ring Road Private Limited**



Ankit

**Ankit Sukhija
Company Secretary
M.No. A32516**

Place: New Delhi
Date: 20.07.2022

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 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 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.
9. Members are requested to notify 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.

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/corporate 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 M/s. G. R. & Co., Cost Accountant of the Company for the financial year 2022-23.

M/s. G.R & Co., Practicing Cost Accountants, is carrying out the Cost Audit of the Company since the Financial Year 2015-16 at the same fees and has requested to increase the fees. Accordingly, The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s. G. R. & Co., Cost Accountant to conduct the audit of the cost records of the Company for the financial year 2022-23 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 ending 2022-23.

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 at Item No. 3 for approval of the members.

Item No. 4

Appointment of Mr. Vithala Satyanarayana Murthy (DIN: 07603834) as Independent Director of the Company.

The Board of Directors on the recommendation of the Nomination & Remuneration Committee had appointed Mr. Vithala Satyanarayana Murthy (DIN: 07603834) as an Additional Independent Director with effect from January 20th 2022 and pursuant to the requirements of the Act, it is being proposed to seek approval of the members for the above appointment of Mr. Vithala Satyanarayana Murthy (DIN: 07603834), as an Independent Director for a term of five years commencing from January 20th, 2022. Further, Mr. Vithala Satyanarayana Murthy (DIN: 07603834) shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013.

Brief profile of Mr. Vithala Satyanarayana Murthy:

Mr. Vithala Satyanarayana Murthy is B.E. (Mechanical Engineering), and having rich experience over 42 years in Nuclear Reactors Construction, Commissioning, Operation and Maintenance aspects, Nuclear Reactor safety and operation reviews and regulatory aspects. Mr. Vithala Satyanarayana Murthy has worked with BHABHA ATOMIC RESEARCH CENTRE, MUMBAI as scientific officer.

Mr. Vithala Satyanarayana Murthy 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. Vithala Satyanarayana Murthy fulfils the conditions specified in the Act, for his 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. Vithala Satyanarayana Murthy for his appointment to the office of Independent Director.

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

Mr. Vithala Satyanarayana Murthy 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. Vithala Satyanarayana Murthy and his relatives, 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 Ordinary Resolution at Item No. 4 for approval of the members.

Item No. 5

Re-Appointment of Mrs. Grandhi Varalakshmi (DIN 00061699), as Whole Time Director of the Company.

Pursuant to the provisions of Section 196 & 197 read with schedule V of the Companies Act, 2013 and based upon the recommendation of the Nomination and Remuneration Committee, the Board of Directors in their meeting held on July 20, 2022, re-appointed Mrs. Grandhi Varalakshmi, as a Whole Time Director for a period of 3 years w.e.f. August 01, 2022, subject to the approval of Shareholders, at the following terms & Conditions:

- a. Gross Remuneration: Rs. 80,52,550/- (Rupees Eighty Lakh Fifty Two Thousand Five Hundred Fifty only) per annum inclusive of all perquisites and facilities with an annual increment of 10% of the gross remuneration.
- b. In addition to gross monthly remuneration as above, the Company will reimburse Mrs. Grandhi Varalakshmi, travelling and other expenses incurred by her in furtherance of or in connection with the business of the Company.
- c. The following shall not be included for the purpose of computation of the Whole time Director's gross remuneration as aforesaid:
 - i. The Company's contribution to Provident Fund and Superannuation Fund pursuant to the HR policy of the Company.
 - ii. Gratuity payable at the rate not exceeding half a month's salary for each completed year of service.
 - iii. Encashment of leave at the end of tenure or the time of ceasing to be Whole-time Director pursuant to the HR policy of the Company.

Further, Section 197(3) of the Companies Act, 2013 states that notwithstanding anything contained in sub-sections (1) and (2), but subject to the provisions of Schedule V, if, in any financial year, a company has no profits or its profits are inadequate, the company shall not pay to its directors, including any managing or Whole Time Director or

manager, by way of remuneration any sum exclusive of any fees payable to directors under sub-section (5) hereunder except in accordance with the provisions of Schedule V.

Since, the Net Profit of the Company, as at 31.03.2022, calculated as per Section 198 of the Companies Act, 2013 without deducting the remuneration of the directors is Rs. (141,105,492/-) i.e. inadequate profit. Hence, it is required to obtain the approval of members of the Company in accordance with the Schedule V of the Companies Act, 2013 by way of ordinary resolution.

As per Schedule V of the Companies Act, 2013, the effective capital of the Company as per INDAS (Absolute Value) as at 31.03.2022 is calculated as follows:

Particulars	Amount (in Rs.)
Paid-up share capital (excluding share application money or advances against shares); amount, if any, for the time being standing to the credit of share premium account	300,000,000
Reserves and Surplus (excluding revaluation reserve)	(274,335,522)
Long-term loans and deposits repayable after one year (excluding working capital loans, overdrafts, interest due on loans unless funded, bank guarantee, etc., and other short-term arrangements)	5,632,983,774
TOTAL (A)	5,658,648,252
Any investments (except in case of investment by an investment company whose principal business is acquisition of shares, stock, debentures or other securities)	-
Accumulated losses and preliminary expenses not written off	1,301,811,399
TOTAL (B)	1,301,811,399
Effective Capital (A-B)	4,356,836,853

The Effective capital of the Company is Rs. 436 crore (approx) and as per Schedule V of the Companies Act, 2013, where the effective capital of the Company is Rs. 250 crores and above, the Company can pay a maximum remuneration in a year of Rs. 120 lakhs plus 0.01% of the effective capital in excess of Rs. 250 crores by obtaining the approval of members of the Company by way of ordinary resolution. Hence, for the proposed appointment and payment of remuneration, the approval of members of the Company is required by way of ordinary resolution.

However, as the age of Mrs. Grandhi Varalakshmi is more than seventy years, hence, pursuant to the provisions of Section 196(3) of the Companies Act, 2013, approval of members of the Company is required by way of **Special Resolution**.

The appointment is in compliance of Section 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modifications(s) or re-enactment thereof).

Statement as per Schedule V of the Companies Act, 2013

I. General information:

- (1) Nature of industry: Infrastructure
- (2) Date or expected date of commencement of commercial production: 15.06.2013
- (3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: N.A.
- (4) Financial performance based on given indicators:

Particulars	31.03.2022 (Rs. in Lakh)
Gross Income	8,672.51
Less: Expenditure	2,320.48
Earnings before depreciation, Finance Cost and tax	6,352.03
Less: Depreciation & amortization expense	14.76
Profit before Interest	6,337.27
Less: Finance costs	7,749.73
Profit/ (Loss) before Tax	(1,412.46)
Less: Current Tax	-
Profit/ (Loss) after Tax	(1,412.46)

- (5) Foreign investments or collaborations, if any: N.A.

II. Information about the appointee:

(1) Background details

Mrs. Grandhi Varalakshmi, (DIN 00061699) is a Director on the Board of GMR Varalakshmi Foundation – Corporate Social Responsibility wing of GMR Group. Community involvement runs deep in the GMR family and she is committed to this cause and is passionate about the many community Service initiatives of the foundation.

She is presently on the Board of following Organisations -

- SRI Varalakshmi Jute Twine Mills Private Limited
- GMR Varalakshmi Foundation

(2) Past remuneration:

- a. Gross Remuneration: Rs. 60,50,000/- (Rupees Sixty Lakhs Fifty Thousand only) per annum inclusive of all perquisites and facilities with an annual increment of 10% of the gross remuneration. Gross remuneration during the period from August 01st, 2021 to July 31st, 2022 is Rs. 73,20,500/-
- b. In addition to gross monthly remuneration as above, the Company reimbursed Mrs. Grandhi Varalakshmi, travelling and other expenses incurred by her in furtherance of or in connection with the business of the Company.
- c. The following not included for the purpose of computation of the gross remuneration as aforesaid:
 - i. The Company's contribution to Provident Fund and Superannuation Fund pursuant to the HR policy of the Company.

- ii. Gratuity payable at the rate not exceeding half a month's salary for each completed year of service.
- iii. Encashment of leave at the end of tenure or the time of ceasing to be Whole-time Director pursuant to the HR policy of the Company."

(3) Recognition or awards – NA

(4) Job profile and his suitability-

Job Profile- To provide superintendence, control and direction to the affairs of the company.

Suitability- Having regard to her enriched experience and knowledge, Mrs. Grandhi Varalakshmi played a crucial role in efficiently running the operations of the Company. Hence, it is proposed to approve the re-appointment of Mrs. Grandhi Varalakshmi, as "Whole Time Director" pursuant to the provisions of Section 196, 197 read with schedule V of the Companies Act, 2013, for a period of 3 years w.e.f August 01, 2022.

(5) Remuneration proposed

- d. Gross Remuneration: Rs. 80,52,550/- (Rupees Eighty Lakh Fifty Two Thousand Five Hundred Fifty only) per annum inclusive of all perquisites and facilities with an annual increment of 10% of the gross remuneration.
- e. In addition to gross monthly remuneration as above, the Company will reimburse Mrs. Grandhi Varalakshmi, travelling and other expenses incurred by her in furtherance of or in connection with the business of the Company.
- f. The following shall not be included for the purpose of computation of the Whole Time Director's gross remuneration as aforesaid:
 - i. The Company's contribution to Provident Fund and Superannuation Fund pursuant to the HR policy of the Company.
 - ii. Gratuity payable at the rate not exceeding half a month's salary for each completed year of service.
 - iii. Encashment of leave at the end of tenure or the time of ceasing to be Whole-time Director pursuant to the HR policy of the Company."

(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)

The remuneration proposed to be paid to Mrs. Grandhi Varalakshmi as Whole Time Director is commensurate with her ability and experience and:

- Relationship of remuneration to expected performance is clear and meets appropriate performance benchmarks and is subject to periodic appraisal as per the Group HR policy; and
- The proposed remuneration reflects short and long-term performance objectives appropriate to the working of the company and its goals.

(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any. - NIL

III. Other information:

(1) Reasons of loss or inadequate profits - Losses or inadequate profits are mainly on account of deduction of Rs. 3.075 Crore being made by GoTN/TNRDC from each annuity payment since commercial operations on account of non-completion of certain balance

works for which GoTN/TNRDC has not provided adequate land for construction. This deduction is made based on the Supplementary Concession Agreement.

(2) Steps taken or proposed to be taken for improvement – The deduction referred above will stop immediately once Company completes the balance works on the land provided by GoTN/TNRDC. Further, as per the Supplementary Concession Agreement, deduction made by GoTN/TNRDC from previous annuity payments will also be reimbursed to the Company on completion of these works. Once the entire amount previously deducted by GoTN/TNRDC and further deduction from each annuity payment stops, the financial position of the Company will improve.

(3) Expected increase in productivity and profits in measurable terms – Total deduction made by GoTN/TNRDC on the above account till 31.03.2022 is Rs. 48 Crore. Company has already received this amount in June 2022 after deduction of Rs. 9.16 Crore (approx.) towards de-scoped works. Receipt of this net amount will add to the profits of the Company, once the balance works are completed.

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

Except Mrs. Grandhi Varalakshmi and her relatives, 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** set out at Item No. 5 of the Notice, for approval by the members.

**By the Order of the Board of Directors
For GMR Chennai Outer Ring Road Private Limited**



**Ankit Sukhija
Company Secretary
M.No. A32516**

Place: New Delhi
Date: 20.07.2022

ANNEXURE I

Details pursuant to the requirements of Secretarial Standards-2

Name of the Director or Manager	Mr. Vithala Satyanarayana Murthy	Mrs. Grandhi Varalakshmi
Age	73 Years	70 Years
Qualifications	B.E. (Mechanical Engineering)	-
Experience	over 42 years in Nuclear Reactors Construction, Commissioning, Operation and Maintenance aspects, Nuclear Reactor safety and operation reviews and regulatory aspects.	She was the Director of GMR Enterprises Private Limited, GMR Estates Limited, GMR Bannergatta Properties Limited and GMR Sports Limited and presently Director of GMR Varalakshmi Foundation and other group companies.
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	Appointed as an Independent Director of the Company and will be paid sitting fees for attending Board and Committee meetings of the Company during his tenure. Mr. Vithala Satyanarayana Murthy Alamuru received the sitting fees for attending the meeting of Board during the financial year 2021-22.	As detailed in the resolution. Remuneration received during the financial year 2021-22 is Rs. 86,63,673/- (along with arrears)
Date of First appointment on the Board	January 20, 2022	August 01, 2019
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	One	One

2021 -22				
Other Directorships	GMR Energy Trading Limited			<ul style="list-style-type: none"> • SRI Varalakshmi Jute Twine Mills Private Limited • GMR Varalakshmi Foundation
Membership / Chairmanship of Committees of other Boards	Name of the Company	Committee	Member /Chairman	NA
	GMR Energy Trading Limited	Audit Committee	Member	
		Nomination and Remuneration Committee		
		Corporate Social Responsibility Committee		

GMR CHENNAI OUTER RING ROAD PRIVATE LIMITED

CIN NO U45203KA2009PTC050441

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

E-mail: highways.secretarial@gmrgroup.in

Phone No.: 080 - 40432000; Fax No.: 080 - 40432333

**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 13th Annual General Meeting of the Company to be held on Tuesday, the 30st day of August 2022 at 11.00 AM at Transportation Business Board Room, GMR Transportation and Urban Infra Office, Terminal-2, opposite Departure Gate No. 1, IGI Airport, New Delhi-110037.

MEMBER

PROXY

Signature of Member / Proxy

GMR CHENNAI OUTER RING ROAD PRIVATE LIMITED

CIN NO U45203KA2009PTC050441

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

E-mail: highways.secretarial@gmrgroup.in

Phone No.: 080 - 40432000; Fax No.: 080 - 40432333

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	U45203KA2009PTC050441
Name of the Company	GMR Chennai Outer Ring Road Private Limited
Registered Address	25/1, Skip House, Museum Road, Bangalore – 560025, 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 13th Annual General Meeting of the Company, to be held on **Tuesday, the 30th Day of August 2022** at **11.00 AM** at Transportation Business Board Room, GMR Transportation and Urban infra office, Terminal-2, opposite 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 for the year ended March 31, 2022 together with the Reports of the Directors' and the Auditors' thereon. |
| 2. | To appoint Director in place of Mr. O. Bangaru Raju (DIN 00082228), who is liable to retire by rotation and being eligible offers himself for re-appointment. |

Special Business

- | | |
|----|---|
| 3. | To ratify the remuneration of M/s. G. R. & Co., Cost Auditor of the Company for the financial year 2022-23. |
| 4. | Appointment of Mr. Vithala Satyanarayana Murthy (DIN: 07603834) as Independent Director of the Company. |
| 5. | Re-Appointment of Mrs. Grandhi Varalakshmi (DIN 00061699), as Whole Time Director of the Company. |

Signed this _____ day of _____ 2022

Signature of Member

Signature of Proxy holder(s)

Notes:

Affix
Revenue
Stamp of
Re.1

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

