



GMR POCHANPALLI EXPRESSWAYS LIMITED

CIN NO U45200KA2005PLC049327

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

**Notice of
17th Annual General Meeting**

Day, Date & Time

Tuesday, the 30th day of August, 2022

At

10:00 AM

Venue

**Transportation Business Board Room,
GMR T&UI Office, Terminal-2, Opp. Departure Gate No. 1,
IGI Airport, New Delhi – 110037**

NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the 17th Annual General Meeting of the Members of **GMR Pochanpalli Expressways Limited** will be held on **Tuesday, the 30th day of August 2022** at **10:00 AM** at Transportation Business Board Room, GMR T&UI Office, Terminal-2, Opp. 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. Arun Kumar Sharma (DIN 02281905), who is liable to be 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, as 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. Mohan Rao Murthy (DIN 02506274) 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. Mohan Rao Murthy (DIN 02506274) who has submitted a declaration confirming 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 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 appointed as an Independent Director of the Company, to hold

office for a term of five years, with effect from September 01, 2022 and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby 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. Approval for appointment of Mr. Paranthaman Adimoolam as 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 read with Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable provisions of the Companies Act, 2013, if any, the consent of the members be and is hereby accorded to the appointment of Mr. Paranthaman Adimoolam as 'Manager' of the Company for a period of 3 years w.e.f. February 23, 2022 on the following terms:

- a. Remuneration not exceeding Rs. 19,00,000 p.a. inclusive of all perquisites and facilities with an annual increment as per HR Policy of the Company and with the authority to Board to fix the salary within the said maximum amount from time to time.
- b. the following shall not be included for the purpose of computation of the Manager'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 Manager 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 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 statutes.

RESOLVED FURTHER THAT Mr. Paranthaman Adimoolam shall be responsible, inter-alia, to discharge his 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 the company of the Company be and is hereby authorized to take all the actions and to do all such acts, deeds and things including filing of requisite e-forms, returns, applications with the Ministry of Corporate Affairs, Government of India as may be necessary to give effect to the resolution."

6. Approval for appointment of Mrs. Ramadevi Bommidala (DIN 00575031) as Whole Time 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 Mrs. Ramadevi Bommidala (DIN 00575031), who was appointed as Additional Director of the Company with effect from August 01, 2022 by the Board of Directors in their meeting held on July 20, 2022, who holds office upto the date of this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013, be and is hereby appointed as Director of the Company, liable to retire by rotation.

RESOLVED FURTHER 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), consent of the members be and is hereby accorded for appointment of Mrs. Ramadevi Bommidala (DIN 00575031), as Whole Time Director of the Company for a period of 3 (three) years with effect from August 01, 2022, 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 not exceed the limits specified in Section 197 of the Companies Act, 2013:

- a. Gross Remuneration: Rs. 88,50,000/- (Rupees Eighty Eight Lakhs Fifty Thousand 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. Ramadevi Bommidala, 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.

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 statutes.

RESOLVED FURTHER THAT Mrs. Ramadevi Bommidala 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 Pochanapalli Expressways Limited**

**Sd/-
Paramjeet Singh
Company Secretary
M. No. A18789**

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 2014-15 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. Mohan Rao Murthy (DIN 02506274) as Independent Director of the Company.

Mr. Kodukula Ayyanna Somayajulu was appointed as an Independent Director of the Company for second term of 5 years w.e.f. September 08, 2017 and his term will end by September 07, 2022. Hence, another Independent Director need to be appointed on the Board to meet the statutory requirement as prescribed under the provisions of Companies Act, 2013.

Further, Mr. Mohan Rao Murthy was appointed as Non-Executive Director of the Company w.e.f. October 10, 2015 in the professional capacity and now as per the recommendations of the Nomination and Remuneration Committee, the Board at its meeting held on July 20, 2022 has accorded its approval to recommended to appoint Mr. Mohan Rao Murthy as an Independent Director for a term of five years with effect from September 01, 2022.

Further, pursuant to the requirements of the Act and based on his expertise, skills, rich experience, knowledge, continued valued guidance to the management and the substantial contributions made by him, it is proposed to seek approval of the members by way of Ordinary Resolution to appoint Mr. Mohan Rao Murthy, as an Independent Director for a term of five years commencing from September 01, 2022. Further, Mr. Mohan Rao Murthy shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013.

Brief Profile of Mr. Mohan Rao Murthy

Mr. Mohan Rao Murthy is a Chartered Accountant and Company Secretary with rich experience of more than 38 years in Banking, Finance, Manufacturing and Infra sectors. Enriched his knowledge by participating in various National & International programmes and shared his acumen through seminars and articles. He also contributed as Director in more than 25 companies.

He headed various functions of Credit, Risk management, Treasury, Merchant Banking, Strategic alliances, in Banking & Financial sectors. He established new business verticals of Financial Leasing and Merchant Banking in a leading Private Sector Bank. Board of the Bank appreciated his strategic contribution in Treasury management, capital raising assignment and successful strategic alliance with an International bank.

He also contributed more than 16 years in GMR Group as Head / Chief Financial Officer of Subsidiaries, Airports, Highways and Infra verticals. He participated very actively in various innovative fund raising exercises of the Group. He also made significant contribution in some of the divestment plans as Project Lead in the Group. As Joint Ventures Head, he played key role in establishment of various Joint Ventures and their funding in the Airport sector. As a Director, he nurtured those Joint Venture companies in terms of Corporate Governance, Business planning, Profitability, Systems & Processes, Internal controls etc.

Mr. Mohan Rao 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. Mohan Rao 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. Mohan Rao 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. Mohan Rao Murthy is annexed in **Annexure I** to this Notice.

Mr. Mohan Rao 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. Mohan Rao 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:

Approval for appointment of Mr. Paranthaman Adimoolam as Manager of the Company.

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 specified in Part I of that Schedule.

Further, in terms of provisions of Section 203 of the Companies Act, 2013 & the Companies (Appointment & Remuneration of Managerial Personnel) Rules 2014, every listed company and every other public company having a paid-up share capital of ten crore rupees or more 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

Also, no person shall be appointed as manager for a term exceeding five years at a time.

In terms of Section 203 of the Companies Act, 2013 read with rules made there under, being a public company having paid up share capital of Rs. 182.50 crores as on 31st March, 2021, the Company shall have to appoint a Key Managerial Personnel.

As per the recommendations of the Nomination and Remuneration Committee, the Board at its meeting held on January 20, 2022 had appointed Mr. Paranthaman Adimoolam as Manager of the Company for a term of three years with effect from February 23, 2022 at remuneration as detailed in the resolution.

In terms of Section 196(4) of the Companies Act, 2013 read with rules made there under, it is proposed to obtain the approval of Shareholders for appointment including terms and conditions, of Mr. Paranthaman Adimoolam as Manager of the Company.

Brief Profile of Mr. Paranthaman Adimoolam

Mr. Paranthaman Adimoolam is a B.Tech in Civil Engineering from Janardhan Rai Nagar Rajasthan Vidyabeeth University. He possesses over 29 years of professional experience in the area of civil engineering, Construction, Supervision and Monitoring of Power plant, Residential & Industrial Buildings, industrial structures, Marine structures, Railway bridges, Highway projects Implementation / operations & Maintenance in GMR and other construction companies.

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

Except Mr. Paranthaman Adimoolam 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. 5 for approval of the members.

Item No 6:

Approval for appointment of Mrs. Ramadevi Bommidala (DIN 00575031) as Whole Time Director of the Company.

Mrs. Ramadevi Bommidala has been appointed as an Additional Director and Whole Time Director of the Company by Board in its meeting held on July 20, 2022. As Additional Director she will hold office till the date of next Annual General Meeting.

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, appointed Mrs. Ramadevi Bommidala, as an Additional Director of the Company and also 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. 88,50,000/- (Rupees Eighty Eight Lakhs Fifty Thousand 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. Ramadevi Bommidala, 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 196(4) of the Companies Act, 2013 states 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 Specified in Part I of that Schedule.

In terms of Section 196(4) of the Companies Act, 2013 read with rules made there under, it is proposed to obtain the approval of Shareholders for appointment including terms and conditions, of Mrs. Ramadevi Bommidala as Whole Time Director of the Company.

The Net Profit of the Company as at 31.03.2022 calculated as per Section 198 of the Companies Act, 2013 except the remuneration of the directors is Rs. 232,275,183/-.

Further note that the remuneration payable to any Whole-Time Director or manager individually is not exceeding five percent of the net profits of the company and also remuneration of such director and manager in aggregate is not exceeding ten percent of the net profits.

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

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

Except Mrs. Ramadevi Bommidala 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 an **Ordinary Resolution** set out at Item No. 6 of the Notice, for approval by the members.

**By the Order of the Board of Directors
For GMR Pochanpalli Expressways Limited**

**Sd/-
Paramjeet Singh
Company Secretary
M. No. A18789**

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. Mohan Rao Murthy	Mrs. Ramadevi Bommidala	Mr. Paranthaman Adimoolam
Age	64 Years	49 Years	51 Years
Qualifications	Chartered Accountant and Company Secretary	Graduate in B.Sc. Home Science from Andhra University, Visakhapatnam	B. Tech in Civil Engineering
Experience	More than 38 years in Banking, Finance, Manufacturing and Infra sectors	More than 24 years	over 29 years of professional experience in the area of civil engineering, Construction, Supervision and Monitoring of Power plant, Residential & Industrial Buildings, industrial structures, Marine structures, Railway bridges, Highway projects Implementation / operations & Maintenance.
Terms and conditions of appointment or reappointment along with details of remuneration sought to be paid and the remuneration last	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.	As detailed in the resolution.	As detailed in the resolution. Remuneration received as Manager of the Company during the Financial Year 2021-22 is Rs. 1,754,915/-

drawn by such person, if applicable															
Date of First appointment on the Board	October 16, 2015	August 01, 2022	February 23, 2019												
Shareholding in the Company	Nil	Nil	Nil												
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	NA	NA	NA												
Number of Board Meetings attended during the financial year 2020 - 21	Four Board meetings were held in the Financial Year 2021-22 wherein Mr. Mohan Rao Murthy had attended all the Board meetings.	NA	NA												
Other Directorships	<ol style="list-style-type: none"> GMR Tuni-Anakapalli Expressways Limited GMR Krishnagiri SIR Limited BSN Corporate Advisory Services Private Limited GMR SEZ & Port Holdings Limited 	<ol style="list-style-type: none"> GMR Energy Trading Limited GMR Enterprises Private Limited BSR Holdings Private Limited GMR Varalakshmi Foundation Parampara Family Business Institute 	Nil												
Membership / Chairmanship of Committees of other Boards	<table border="1"> <thead> <tr> <th>Name of the Company</th> <th>Committee</th> <th>Member /Chairman</th> </tr> </thead> <tbody> <tr> <td>GMR Tuni-Anakapa</td> <td>Nominatio</td> <td>Member</td> </tr> </tbody> </table>	Name of the Company	Committee	Member /Chairman	GMR Tuni-Anakapa	Nominatio	Member	<table border="1"> <thead> <tr> <th>Name of the Company</th> <th>Committee</th> <th>Member /Chairman</th> </tr> </thead> <tbody> <tr> <td>GMR Varalaks hmi Foundat ion</td> <td>Audit Com mitt ee</td> <td>Member</td> </tr> </tbody> </table>	Name of the Company	Committee	Member /Chairman	GMR Varalaks hmi Foundat ion	Audit Com mitt ee	Member	NA
	Name of the Company	Committee	Member /Chairman												
	GMR Tuni-Anakapa	Nominatio	Member												
Name of the Company	Committee	Member /Chairman													
GMR Varalaks hmi Foundat ion	Audit Com mitt ee	Member													

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		Corpo rate Social Respo nsibili ty Com mitte e			
		Mana geme nt Com mitte e			

GMR POCHANPALLI EXPRESSWAYS LIMITED

CIN: U45200KA2005PLC049327

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 17th Annual General Meeting of the Company to be held **on Tuesday, the 30th day of August 2022 at 10:00 AM at Transportation Business Board Room, GMR T&UI Office, Terminal-2, Opp. Departure Gate No. 1, IGI Airport, New Delhi – 110037.**

MEMBER PROXY

Signature of Member / Proxy

GMR POCHANPALLI EXPRESSWAYS LIMITED

CIN: U45200KA2005PLC049327

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	U45200KA2005PLC049327
Name of the Company	GMR Pochanpalli Expressways Limited
Registered Address	25/1, Skip House, 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

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 **Tuesday, the 30th day of August 2022 at 10:00 AM at Transportation Business Board Room, GMR T&UI Office, Terminal-2, 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 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. Arun Kumar Sharma (DIN 02281905), who is liable to be 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. Mohan Rao Murthy (DIN 02506274) as Independent Director of the Company.
5.	Approval for appointment of Mr. Paranthaman Adimoolam as Manager of the Company.
6.	Approval for appointment of Mrs. Ramadevi Bommidala (DIN 00575031) as Whole Time Director of the Company.

Signed this _____ day of _____ 2022

Signature of Member

Signature of Proxy holder(s)

Affix Revenue
Stamp of Re.1

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

