



GMR POCHANPALLI EXPRESSWAYS LIMITED

CIN NO U45200KA2005PLC049327

Registered Office: 25/1, SKIP House, Museum Road, Bangalore – 560 025, Karnataka
Corporate office: GMR T&UI office, Terminal-2, Opp. Departure Gate No.1, IGI Airport, New Delhi 110037

E-mail: highways.secretarial@gmrgroup.in

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

**Notice of
18th Annual General Meeting**

Day, Date & Time

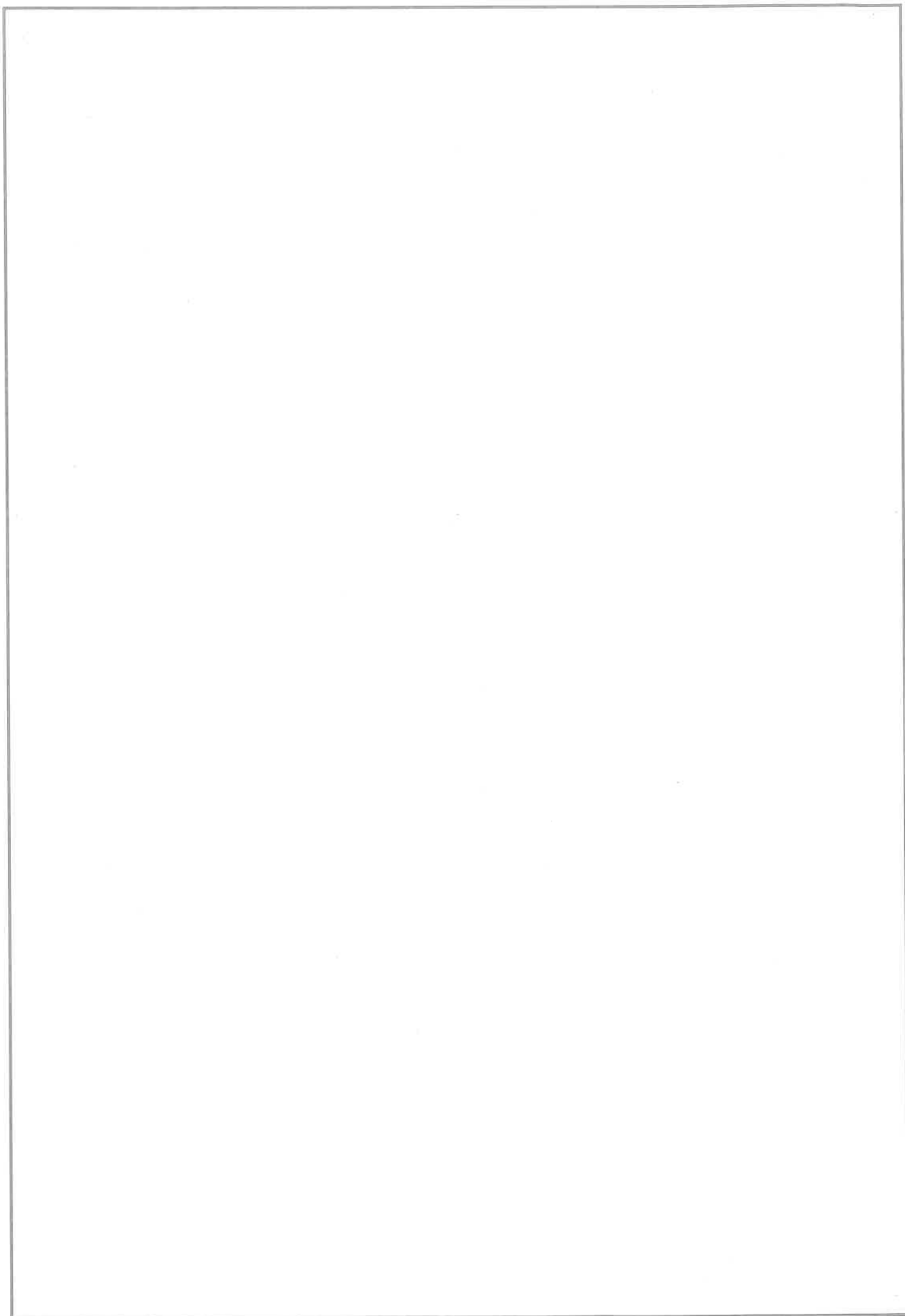
Thursday, the 31st day of August, 2023

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 18th Annual General Meeting of the Members of **GMR Pochanpalli Expressways Limited** will be held on **Thursday, the 31st day of August 2023 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, 2023 together with the Reports of the Directors and the Auditors thereon.
2. To appoint Director in place of Mrs. Ragini Grandhi (DIN 00582227), who is liable to be retire by rotation and being eligible offers herself for re-appointment.
3. To consider and approval for re-appointment of M/s Chaturvedi & Shah LLP, Chartered Accountants as statutory auditors of the company for the 2nd term.

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 139 and 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions of Companies Act, 2013 read with rule made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) M/s. Chaturvedi & Shah LLP, Chartered Accountants, (*Firm Registration No.101720W*) be and are hereby appointed as Statutory Auditors of the Company for a period of 5(five) years and are entitled to hold office from the conclusion of this Annual General Meeting to the conclusion of 23rd Annual General Meeting of the Company, 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 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."

Special Business

4. **To ratify the remuneration of M/s. G. R. & Co., 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 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 (Firm Registration No: 101504), 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 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.”

5. APPROVAL FOR ADOPTION OF RESTATED ARTICLES OF ASSOCIATION

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

RESOLVED THAT in accordance with the provisions of Sections 5, 14 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 and other applicable rules and regulations framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent of members of the Company be and are hereby approved and adopted as the articles of association of the Company in substitution of and to the entire exclusion of the regulations contained in the existing articles of association of the Company.

RESOLVED FURTHER THAT the Board of Directors and/or Company Secretary of the Company be and are hereby severally authorised to do all acts, deeds, things 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
For GMR Pochanapalli Expressways Limited**


**Paramjeet Singh
Company Secretary
M. No. A18789**

Place: New Delhi
Date: 24.07.2023

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. 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 4:

To ratify the remuneration of M/s. G. R. & Co., Cost Accountant of the Company for the financial year 2023-24.

M/s. G.R & Co., Practicing Cost Accountants, is carrying out the Cost Audit of the Company since the Financial Year 2014-15. 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 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 ending 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** at Item No. 4 for approval of the members.

ITEM NO. 5:

The Company was incorporated under the Companies Act, 1956 and the Articles of Association was amended on February 01, 2010 as per Companies Act, 1956.

Further In compliance with SEBI (Issue and Listing of Non-Convertible securities) (Amendment) Regulations, 2023, published on February 2, 2023, in the regulation 18, after sub regulation (6) and before sub regulation (7), the following sub regulation (6A) shall be inserted:

“(6A) The trust deed shall contain a provision, mandating the issuer to appoint the person nominated by the debenture trustee(s) in terms of clause (e) of sub regulation (1) of regulation 15 of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993, as a director on its Board of Directors at the earliest and not later than one month from the date of receipt of nomination from the debenture trustee(s):

Further in regulation 23, after sub regulation (5), the following sub regulation (6) shall be inserted, namely

“(6) If an issuer is a company, it shall ensure that its Articles of Association require its Board of Directors to appoint the person nominated by the debenture trustee(s) in terms of clause (e) of sub regulation (1) of regulation 15 of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993 as a director on its Board of Directors.

Provided that the issuer whose debt securities are listed as on the date of publication of the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) (Amendment) Regulations, 2023 in the official gazette, shall amend its Articles of Association to comply with this provision, on or before September 30, 2023."

The Company had issued 6,500 (Six Thousand Five Thousand only) Rated, taxable, Listed, Redeemable, Non-Convertible Debentures (NCDs) of ₹ 10,00,000 (Rupees Ten Lakhs Only) each, aggregating to ₹ 650,00,00,000/-(Indian Rupees Six Hundred Fifty Crore Only) on a Private Placement basis on July 27, 2010.

In view of the above, debenture trustee i.e. Axis Trusteeship Limited and the Debenture Holders shall have the right to appoint a nominee director as per the SEBI (Debenture Trustee) Regulations, 1993 on the Board of the Company ("**Nominee Director**") in the event of:

- (a) Two consecutive defaults in payment of interest to the Debenture Holder(s); or
- (b) default in creation of Security for Debentures; or
- (c) default in Redemption of Debentures.

The Company shall appoint the Nominee Director forthwith on receiving a nomination notice from the Debenture Trustee and not later than one month from the date of receipt of nomination from the Debenture Trustee.

The Nominee Director shall not be liable to retire by rotation nor required to hold any qualification shares. The Nominee Director shall be appointed on all key committees of the Board of Directors of the Company. The Company shall ensure that its Articles of Association require its Board of Directors to appoint the person nominated by the Debenture Trustee in terms of clause (e) of sub-regulation (1) of regulation 15 of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993 and above clause mentioned herein, as a director on its Board of Directors.

Nomination sent by the Debenture Trustee:

- (i) through email, shall be deemed to have been duly served on receiving a delivery notification of the email.
- (ii) by way of letter, shall be deemed to be delivered within 3 (Three) Business Days after it has been deposited in the post (by registered post, with acknowledgment due), postage prepaid in an envelope duly addressed to the Issuer.
- (iii) and the date of receipt by the issuer shall be construed accordingly.

Accordingly, it is required to incorporate the above changes in the present Articles of Association of the Company in compliance with SEBI (Issue and Listing of Non-Convertible securities) (Amendment) Regulations, 2023, further, in case of changing any clause in the existing Articles of Association, ROC insists/suggests to align the present Articles to the Companies Act, 2013.

None of the directors and key managerial personnel of the company and their relatives has any concern or interest, financially or otherwise in proposed resolution.

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

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



**Paramjeet Singh
Company Secretary
M. No. A18789**

Place: New Delhi
Date: 24.07.2023

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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 18th Annual General Meeting of the Company to be held **on Thursday, the 31st day of August 2023 at 10:00 A.M** at **Transportation Business Board Room, GMR T&UI Office, Terminal-2, Opp. Departure Gate No. 1, IGI Airport, New Delhi - 110037.**

MEME

PROXY

Signature of Member / Proxy

GMR POCHANPALLI EXPRESSWAYS LIMITED

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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	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 18th Annual General Meeting of the Company, to be held on Thursday, the **31st day of August 2023 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, 2023 together with the Reports of the Directors' and the Auditors' thereon.
2.	To appoint Director in place of Ms. Ragini Grandhi (DIN 00582227), who is liable to be retire by rotation and being eligible offers herself for re-appointment.
3.	To consider and approval for re-appointment of M/s Chaturvedi & Shah LLP, Chartered Accountants as statutory auditors of the company for the 2 nd term
Special Business	
4.	To ratify the remuneration of M/s. G. R. & Co., Cost Auditor of the Company for the financial year 2023-24.
5.	Approval for adoption of restated Articles of Association

Signed this _____ day of _____ 2023

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

