

Date: 05.04.2021

To
Upkar Engineers
Main Market, Singh Saheedan, Sohana Sector 78,
S.A.S.Nagar (Mohali), Punjab-140308

Sub: Service of a copy of the notice, pursuant to the order dated February 17, 2021 issued by the Hon'ble National Company Law Tribunal, Mumbai Bench (Court - IV) proposing the Scheme concerning amalgamation of GMR Tuni-Anakapalli Expressways Limited and GMR Tambaram Tindivanam Expressways Limited along with their respective shareholders and creditors with and into GMR Highways Limited

Dear Sir/ Madam,

Notice is hereby given that by an order dated February 17, 2021, the Mumbai Bench (Court - IV) of the National Company Law Tribunal ("NCLT" or "Tribunal"), a copy of which is enclosed as **Annexure -1** to this notice, has directed to serve notice to the creditors of GMR Highways Limited ("**Company**") for the purpose of considering, and if thought fit, approving with or without modification, the Scheme of Amalgamation ("**Scheme**"), as approved by the Board of directors and consented by all the members of the Company, concerning amalgamation of the subsidiaries of the Company, namely GMR Tuni-Anakapalli Expressways Limited ("**Transferor Company-1**") and GMR Tambaram Tindivanam Expressways Limited ("**Transferor Company-2**") along with their respective shareholders and creditors with the Company.

Accordingly, in terms of the provisions of section 230 to 232, and other applicable provisions, if any, of the Companies Act, 2013 read along with rules framed thereunder, the Company seeks your written consent/ no objection or consent affidavits or representation, if any, to the Scheme pursuant to the order dated February 17, 2021 issued by the Tribunal, within 30 (thirty) days from the date of receipt of notice.

In this regard, we enclose the following:

1. Copy of the Scheme as **Annexure - 2** to this notice;
2. Statement, as required under rule 6(3) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other applicable provisions, if any as **Annexure - 3** to this notice;
3. Copy of Valuation Report as issued by the Registered Valuer dated November 19, 2020 as **Annexure - 4** to this notice; and
4. Draft format of the consent affidavit as **Annexure - 5** to this notice.

Request you to kindly **execute the original consent affidavit on a non-judicial stamp paper of Rs. 100/- (Rupees One Hundred only) and send a duly notarized copy** of the same at the earliest or send written consent/ no objection or representation, if any, through post/ courier/ e-mail/ hand-delivery, to the attention of the following:

Mr. Paramjeet Singh
highways.secretarial@gmrgroup.in
011-40052445 / 40052447



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

OR

Corporate Office: GMR T& UI Office, Opp to Departure Gate No 1,
Terminal 2, Indira Gandhi International Airport
New Delhi-110037

In case of any query, please contact the undersigned.

Regards,

For and on behalf of

GMR Highways Limited


Paramjeet Singh
Company Secretary ★



Note:

1. In case of Corporate Creditors, please enclose the copy of the board resolution or any other proof authorizing the signatory of the consent affidavit or written consent/ no objection to sign on its behalf along with his self-attested identity proof.
2. In the event of non-receipt of written consent/ no objection or consent affidavits or representation, if any, to the Scheme within 30 (thirty) days from the date of receipt of notice, it shall be presumed that there are no representations to make on the Scheme, and the Scheme shall be considered approved/ consented to.