

**NOTICE**

**Shorter Notice** is hereby given that the **Seventeenth (17<sup>th</sup>) Annual General Meeting ('AGM')** of the Members of the GMR Enterprises Private Limited will be held on **Monday, September 30, 2024 at 11:30 a.m. (IST)** through Video Conferencing ('VC')/ other Audio-Visual Means ('OAVM'). The venue of the meeting shall be deemed to be New Udaan Bhawan, Opp. Terminal- 3, IGI Airport, New Delhi- 110037, to transact the following businesses:

**ORDINARY BUSINESS:**

- 1. To receive, consider, approve and adopt the Standalone and Consolidated Audited Financial Statements of the Company for the financial year ended March 31, 2024 together with the reports of the Board of Directors and Auditors thereon.**
- 2. To approve the appointment of M/s Suri & Siva, Chartered Accountants (Firm Registration No.: 004284S) as the Statutory Auditors of the Company and to fix their remuneration:**

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

**"RESOLVED THAT** pursuant to the provisions of Section 139, 141, 142 and all other applicable provisions, if any, of the Companies Act, ) read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) made thereof for the time being in force), and RBI Circular on Guidelines for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs) dated April 27, 2021, and pursuant to the recommendations of the Audit Committee and approval of Board of Directors, approval of the Members of the Company be and is hereby accorded for the appointment M/s Suri & Siva, Chartered Accountants (Firm Registration No.: 004284S), as the Statutory Auditors of the Company to hold office for a period of three consecutive years commencing from the conclusion of the ensuing 17<sup>th</sup> AGM of the Company and effective from 2<sup>nd</sup> half of the FY 2024-25 until the Conclusion of 20<sup>th</sup> AGM of the Company to be held for the Financial Year 2026-27 on such remuneration as may be mutually agreed between the Board of Directors and Statutory Auditors plus reimbursement of out-of-pocket expenses to be incurred by them in connection with the audit of the accounts of the Company and taxes as applicable."

**By order of the Board of Directors  
For GMR Enterprises Private Limited**



  
**Yogindu Khajuria  
(Company Secretary)  
Membership No.: F6232**

**Place:** New Delhi  
**Date:** August 12, 2024

## NOTES

1. Ministry of Corporate Affairs ("MCA"), has vide its General Circular No. 11/2022 dated December 28, 2022 read together with General Circular No. 2/2022 dated May 5, 2022, General Circular No. 21/2021 dated December 14, 2021, General Circular No. 19/2021 dated December 08, 2021, General Circular No. 02/2021 dated January 13, 2021, General Circular No. 20/2020 dated May 5, 2020, General Circular No. 17/2020 dated April 13, 2020 and General Circular No. 14/2020 dated April 8, 2020 and other circulars issued in this regard (collectively referred to as "MCA Circulars"), permitted the holding of the Annual General Meeting ("AGM/Meeting") through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM"), without the physical attendance of the Members at the meeting venue. In accordance with the provisions of the Companies Act, 2013 (the "Act") and the aforesaid MCA Circulars, the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be New Udaan Bhawan, Opp. Terminal-3, IGI Airport, New Delhi- 110037.
2. Corporate/Trust members are entitled to appoint authorised representatives to attend the AGM on their behalf and cast their votes at the AGM. Corporate/ Trust Members intending to authorize their representatives to participate and vote at the Meeting are requested to send a certified copy of the Board resolution/ authorization letter to the Company at [yogindu.khajuria@gmrgroup.in](mailto:yogindu.khajuria@gmrgroup.in) or [contact@holdinggepl.com](mailto:contact@holdinggepl.com).
3. **Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on poll instead of himself and the proxy need not be a member of the Company.** Since this AGM is being held through VC / OAVM pursuant to the aforesaid MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed hereto.
4. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") setting out material facts relating to the special business to be transacted at the AGM is annexed hereto.
5. Copies of all documents referred to in the notice are available for inspection electronically. Members seeking to inspect such documents can send an email to [yogindu.khajuria@gmrgroup.in](mailto:yogindu.khajuria@gmrgroup.in).
6. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 the Register of Contracts or Arrangements in which the directors are interested maintained under Section 189 of the Act will be available electronically for inspection by the members during the AGM.



7. Members seeking inspection/any information with regards to the documents referred to in the Notice or any matter to be placed at the Meeting, are requested to write to the Company before the commencement of the Meeting through email at [yogindu.khajuria@gmrgroup.in](mailto:yogindu.khajuria@gmrgroup.in). The same will be replied by the Company suitably. Additionally, all documents referred to in the Notice will be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of the AGM and will also be made available for inspection electronically at the Meeting. Member seeking any information with regard to any queries regarding the Annual Report, may write to the Company at [yogindu.khajuria@gmrgroup.in](mailto:yogindu.khajuria@gmrgroup.in).
8. Considering the Meeting is being held through VC, Route Map, proxy form and attendance slip are not attached to this Notice.
9. The attendance of the members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
10. Members may join the AGM through VC/OAVM Facility by following the procedure as mentioned in **Annexure-I** to this notice which shall be kept open for the Members from 11:00 a.m. (IST) i.e., 30 minutes before the time scheduled to start the AGM and the Company may close the window for joining the VC/OAVM facility, 15 minutes after the scheduled time to start the AGM.



**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**Item No. 2**

M/s Girish Murthy & Kumar, Chartered Accountants (Firm Registration No. 000934S), were appointed as the Statutory Auditors of the Company for a term of three years at the 15<sup>th</sup> (Fifteenth) Annual General Meeting (AGM) of the Company held on September 30, 2022 to hold office till the conclusion of 17<sup>th</sup> (Seventeenth) AGM of the Company to be held for the Financial Year 2023-24. The tenure of M/s Girish Murthy & Kumar, Chartered Accountants shall expire at the ensuing AGM of the Company.

As per the RBI Circular dated April 27, 2021 having Serial No. RBI/2021-22/25 on 'Guidelines for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs)', CICs with asset size of above Rs. 1,000 Crore are required to appoint audit firm(s) as its SCA(s)/SA(s) fulfilling the eligibility norms as prescribed. Such entities shall appoint the SCAs/SAs for a continuous period of three years, subject to the firms satisfying the eligibility norms each year. An audit firm would not be eligible for reappointment in the same Entity for six years after completion of full or part of one term of the audit tenure. Also, the Guidelines prescribes that the Entities shall shortlist minimum of 2 audit firms for every vacancy of SCAs/SAs so that even if firm at first preference is found to be ineligible/refuses appointment, the firm at second preference can be appointed and the process of appointment of SCAs/SAs does not get delayed.

The Board of Directors of the Company have at its meeting held on August 12, 2024 pursuant to the recommendations of the Audit Committee of the Company have evaluated and considered to recommend to the Members of the Company for the approval the appointment of M/s Suri & Siva, Chartered Accountants (Firm Registration No.: 004284S), as Statutory Auditors of the Company for a term of three consecutive years to hold office as Statutory Auditors from the conclusion of the ensuing 17<sup>th</sup> AGM of the Company and effective from 2<sup>nd</sup> half of the FY 2024-25 until the Conclusion of 20<sup>th</sup> AGM of the Company to be held for the Financial Year 2026-27. As per the requirements of the Companies Act, 2013 (the 'Act'), and rules made thereunder and RBI Norms, M/s Suri & Siva, Chartered Accountants (Firm Registration No.: 004284S), have given their consent to act as the Statutory Auditors of the Company and confirmed that the appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act and they are not disqualified to be appointed as Statutory Auditor in terms of the provisions of the Section 139 and 141 of the Act and the rules made thereunder including RBI Guidelines.

Accordingly, the Board recommends to the members of the Company for their approval the appointment of M/s Suri & Siva, Chartered Accountants (Firm Registration No.: 004284S), for a term of three years as aforesaid.

None of the Directors/Key Managerial Personnel of the Company / their relatives are, in any way, whether financially or otherwise, concerned or interested, in the resolution set out at item No. 2 of the Notice. The Board recommends the Ordinary Resolution set out at **item no. 2** of the Notice for approval by the Members.

**By order of the Board of Directors  
For GMR Enterprises Private Limited**

**Place:** New Delhi  
**Date:** August 12, 2024



  
**Yogindu Rhajuria  
(Company Secretary)  
Membership No.: F6232**

**Consent by Shareholder for Shorter Notice**

*(Pursuant to Proviso to Sub-Section (1) of Section 101 of the Companies Act, 2013)*

To  
The Board of Directors  
**GMR Enterprises Private Limited**  
Third Floor, Old No.248/New No.114,  
Royapettah High Road, Royapettah,  
Chennai - 600 014

Dear Sirs,

**Subject: Consent to hold the Annual General Meeting of the Company at shorter notice**

I/We, \_\_\_\_\_, having Registered office/residing at \_\_\_\_\_ holding \_\_\_\_\_ equity Shares of Rs.10/- each, in the Company in our own name hereby give consent, pursuant to the provisions of Section 101(1) of the Companies Act, 2013, to hold the Annual General Meeting of the members of the Company on Monday, September 30, 2024 at 11:30 a.m. (IST) through Video Conferencing ('VC')/ other Audio-Visual Means ('OAVM') at a shorter notice.

.....  
(Member)

**Date:**  
**Place:**

**Annexure- I**

**The procedure for attending the meeting through Video Conferencing is as under:**

1. Meeting will be held by way of Video Conferencing through Zoom application.
2. The credentials of zoom id, viz., id and password will be provided to the shareholders on their registered email id.
3. The shareholder has to click on the link as provided on their email and the same will take to the user id and password option. There, the shareholder has to enter user id, password and click on join meeting button. Shareholders have the option to join the meeting with or without video.
4. The shareholder has the facility to speak by pressing 'unmute'. It is advisable that during the proceedings, the shareholder shall stay on mute and unmute only when they want to speak anything.
5. Each member shall identify themselves at the commencement of the Meeting for the purpose of quorum.
6. For any assistance (including with the technology) before or during the meeting, members may contact the team on 9980271415.
7. Designated email id of the Company for correspondences/ voting and all other purposes related to the Meeting shall be [yogindu.khajuria@gmrgroup.in](mailto:yogindu.khajuria@gmrgroup.in).

