

NOTICE

Notice is hereby given that an Extra-Ordinary General Meeting No. 1/2018-19 of the members of GMR Enterprises Private Limited will be held on Wednesday, April 11, 2018 at Nectar Meeting Room, New Udaan Bhawan, Opp. Terminal -3, IGI Airport, New Delhi- 110 037 at 5.45 p.m. to transact the following business at shorter notice:

SPECIAL BUSINESS

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

"RESOLVED THAT pursuant to the provisions of Sections 42, 71, 179 and other applicable provisions of the Companies Act, 2013, (the "**Act**") read with Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (as amended from time to time), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (as amended from time to time), and such other applicable statutory provisions including modifications or re-enactments thereof for the time being in force and other applicable provisions, the memorandum and articles of association of the Company, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "**the Board**" which term shall be deemed to include any committee of directors), for the proposed issue of 1000 (one thousand) listed, rated, redeemable and secured non-convertible debentures in dematerialised form, bearing a face value of Rs. 10,00,000/- (Rupees Ten Lakhs only) each (with a minimum subscription amount of Rupees One Crore only) for an aggregate value of Rs. 100,00,00,000/- (Rupees One Hundred Crores only), by way of private placement ("**Debentures**"), provided that such proposed issue/ invitation to subscribe to securities shall not be made to more than such number as may be prescribed under the Act and to further list the Debentures on the stock exchange(s) in compliance with the applicable regulations on such terms as set out in the debenture trust deed and do such other acts as may be required in this regard to give effect to this resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to the resolution and to secure the non-convertible debentures together with redemption premium, interest, compound/additional interest, commitment



charge, cost, charges, expenses, and any other monies payable thereon, consent of the Company be and is hereby accorded to the Board to create security inter alia by way of pledge of the fully paid up equity shares of GMR Infrastructure Limited, a listed subsidiary company, held in the name of the Company and by way of mortgage of right, title and interest in all that piece and parcel of land admeasuring acre 0.35 cents out of acre 0.69 cents (0.28.0 hectares) (part land), comprised in survey no. 86/24 situated at Maruthandapalli Village, Shoolagiri Taluk, Krishnagiri District, within the sub-registration district of Shoolagiri and registration district of Krishnagiri, Tamil Nadu, together with all buildings and structures, erections, and constructions of every description which are erected, constructed, standing or attached or shall at any time hereafter during the continuance of the security hereby constituted be erected, constructed and standing or attached to the aforesaid lands and premises or any part thereof and all appurtenances whatsoever to the aforesaid lands or any part thereof belonging to or in anywise appertaining or usually held, occupied or enjoyed therewith or reputed to belong or be appurtenant thereto (both present and future), owned by the Company and any other security as may be stipulated by the debenture trustee/debenture holders, in such form and manner as they may deem fit.

RESOLVED FURTHER THAT for the purpose of giving effect to the resolution, consent of the Company be and is hereby accorded to the Board to appoint such persons as the authorized signatories of the Company as it may deem fit from time to time to finalise, settle, modify/amend and execute such documents, deeds, instruments, writings, papers or agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to resolve any question, difficulty or doubt that may arise in relation thereto or otherwise considered by the Board to be in the best interests of the Company."

By Order of the Board
For **GMR Enterprises Private Limited**



Yogindu Khajuria
Company Secretary

Place: New Delhi
Date: April 11, 2018

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself on a poll. A proxy need not be a member of the Company. The proxy form in order to be effective must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
2. The relevant Explanatory statement under Section 102 of the Companies Act, 2013 is annexed hereto.



ANNEXURE TO NOTICE

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

The Company proposes to issue 1000 listed, rated, redeemable and secured Non-Convertible Debentures of face value of Rs.10,00,000/- (Rupees Ten Lakhs only) each aggregating to Rs. 100,00,00,000/- (Rupees One Hundred Crores only) on a private placement basis ("**NCDs**").

The Company proposes to utilize the proceeds of the NCDs for meeting payment of fees, cost, charges and expenses pertaining to the issue of NCDs and for other general corporate purposes in compliance with the provisions of applicable law(s), information memorandum/disclosure document, the debenture trust deed and other debenture documents proposed to be executed.

This resolution would be valid for a period of one year from the date of this Extra-Ordinary General Meeting.

In terms of Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 read with Section 42 of the Companies Act, 2013, a company shall not make a private placement of its securities unless the proposed offer of securities or invitation to subscribe to the securities has been previously approved by the Members of the Company by a Special Resolution.

The draft debenture trust deed and other debenture documents are available for inspection by the Members at the registered office of the Company during business hours on all working days from the date hereof upto the date of the meeting.

The Board recommends passing of the resolution as a special resolution.

None of the Directors, Key Managerial Personnel or their relatives is in any way concerned or interested in the said special resolution.

By Order of the Board
For **GMR Enterprises Private Limited**




Yogindu Khajuria
Company Secretary

Place: New Delhi
Date: April 11, 2018