

NOTICE

Notice is hereby given that an Extra-Ordinary General Meeting No. 1/2022 of the members of GMR Enterprises Private Limited will be held on Friday, April 29, 2022 at Nectar Conference Room, New Udaan Bhawan Complex, Opp. Terminal-3, Indira Gandhi International Airport, New Delhi-110037 at 7:00 p.m. at shorter notice to transact the following business at shorter notice:

SPECIAL BUSINESS

1. To approve appointment of Mr. Nangavaram Chandramouli Sarabeswaran (DIN: 00167868) as an Independent Director of the Company

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 Section 149, 152 and all other applicable provisions of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Master Direction - Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016 dated September 01, 2016 and Master Direction - Core Investment Companies (Reserve Bank) Directions, 2016 dated August 25, 2016 issued by the Reserve Bank of India (RBI), Mr. Nangavaram Chandramouli Sarabeswaran (DIN: 00167868), who was appointed by the Board of Directors as an Additional Director of the Company under Independent Category with effect from March 25, 2022, in terms of Section 161 of the Companies Act, 2013 and Articles of Association of the Company, and who holds office up to the date of this Extraordinary General Meeting of the Company, be and is hereby appointed as an Independent Director of the Company with immediate effect for a term of 5 years effective from March 25, 2022 at a sitting fee as may be approved by the Board of Directors from time to time.”



2. To approve issue of 15000 redeemable, secured/unsecured/subordinated, rated/unrated, listed/unlisted, non-convertible debentures, bonds, and/or other debt securities in one or more series/tranches

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 Section 42, Section 71, and Section 179 of the Companies Act, 2013 (“**Act**”), Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, Rule 18 of the Companies (Share Capital and Debenture) Rules, 2014, and other applicable provisions, if any, of the Act, the relevant rules and regulations made thereunder; and such other applicable statutory provisions including modifications or re-enactments thereof, pursuant to the provisions of SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021; SEBI (Listing Obligations and Disclosure Requirements, 2015) as amended from time to time and other applicable SEBI regulations and guidelines and the relevant provisions of the Articles of Association and Memorandum of Association of the Company, the consent of the Members 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 which the Board may constitute to exercise its powers, including the powers conferred by this Resolution) for issuance and allotment of up to 15000 (Fifteen Thousand) secured/unsecured/subordinated, listed/unlisted, rated/unrated, redeemable non-convertible bonds/debentures in dematerialized form, having face value of INR 10,00,000 (Rupees Ten Lakhs only) each aggregating up to INR 1500,00,00,000 (Indian Rupees One Thousand Five Hundred Crores only) (“**Debentures**”) by way of private placement in one or more series/tranches for a period of 1 (one) year from the conclusion of this Extra-Ordinary General Meeting, to one or more eligible investor(s) as may be permitted under applicable law whose names are recorded by the Company prior to the invitation to subscribe / EBM platform as the case may be, on the terms and conditions under the bond/debenture trust deed to be executed in relation to the Debentures (the “**Investors**”) in accordance with the transaction documents as may be approved by the Board from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to determine the terms of issue of Debt Securities including the class of investors to whom the Debt Securities are to be issued, securities to be offered including but not limited to pledge of equity shares or mortgage of land of subsidiaries/group entities/affiliates as may be required, the number of Debt Securities, series/tranches, issue price, tenor, interest rate, premium/ discount, listing and to do all such acts, deeds, matters and things including making corrections, amendments, modifications, in the offer letter and other documents relating to the proposed issuance of Debt Securities and deal with



all such matters and take all such steps as may be necessary including but not limited to signing and executing of any deeds/ documents/instruments/undertakings/ agreements/ papers/ writings, issue the disclosure documents/shelf disclosure documents and make necessary filings including filing offer letter in Form PAS-4, recording private placement offer in Form PAS-5 with the statutory authorities and government authority, as may be required, with power to settle all questions, difficulties or doubts that may arise in regard to the aforesaid resolution and Debentures as it may in its sole discretion deem fit and to delegate all or any of its powers herein conferred to any of the Directors and/or Officers of the Company, to give effect to this resolution."

3. To approve amendment in the Object Clause of Memorandum of Association of the Company

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 Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made thereunder and all other applicable laws, rules, directions and regulations (including any statutory modification or re-enactment thereof for the time being in force), approval of the members be and is hereby accorded to amend existing clause III(A) be inserting a new sub-clause (7) after the existing sub-clause III(A)(6) and henceforth be read as follows:

Clause III (A) 7:

"To carry on business of commodity trading by way of (including commodity derivatives) broking, trading and hedging and to act as brokers and traders in all commodities and commodity derivatives, and to act as market makers, finance brokers, underwriters, sub-underwriters, providers of service for commodity related activities buy, sell, take hold deal in, convert, modify, add value, transfer or otherwise dispose of commodities and commodity derivatives, and to carry on the business of commodity warehousing, processing and consumption."

RESOLVED FURTHER THAT all the Directors, Mr. Vishalkumar Sinha (Chief Financial Officer), Mr. Ravi Majeti (Manager), and Ms. Yogindu Khajuria (Company Secretary), be and are hereby severally authorized to do all such acts, deeds and things as may be required from time to time in connection therewith and any matter incidental or accidental thereto including any modifications to the Memorandum of Association as may be directed by any



statutory authority and to take all necessary actions as may be required to give effect to the said resolution.”

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




Yogindu Khajuria
Company Secretary

Place: New Delhi
Date: April 29, 2022

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 or shared electronically at yogindu.khajuria@gmrgroup.in not less than 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

Agenda Item No. 1

Appointment of Mr. Nangavaram Chandramouli Sarabeswaran (DIN: 00167868) as an Independent Director of the Company

The Board of Directors at their meeting held on March 25, 2022 had appointed Mr. N C Sarabeswaran (DIN: 00167868), as an Additional Director of the Company under Independent Category with effect from March 25, 2022, pursuant to Section 161 read with Section 149 of the Companies Act, 2013 and Article 52 of the Articles of Association of the Company and in compliance with Core Investment Company – Master Direction dated August 25, 2016 and NBFC Master Direction dated September 01, 2016, as amended from time to time.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. N C Sarabeswaran (DIN: 00167868) shall hold office upto the date of this General Meeting.

Brief details of Mr. N C Sarabeswaran (DIN: 00167868) pursuant to SS-2 is given as Annexure to this Notice.

Being eligible, it is proposed to appoint him as an Independent Director of the Company for a term of 5 years effective from March 25, 2022 who shall not be subject to retirement by rotation of Directors at the Annual General Meeting of the Company and hence this resolution is proposed for the approval of the Members.

The Board recommends passing of the resolution set out in Item No. 1 as a Special Resolution.

None of the Directors or Key Managerial Personnel or their relatives except Mr. N C Sarabeswaran, are concerned or interested in the said resolution.

Agenda Item No. 2

Approval for issue of 15000 redeemable, secured/unsecured/subordinated, rated/unrated, listed/unlisted, non-convertible debentures, bonds, and/or other debt securities in one or more series/tranches through Private Placement of Non-Convertible Debt Securities:



The members are requested to note that pursuant to Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a Company shall not make a private placement of its securities (including non-convertible debentures) unless the proposed offer of securities or invitation to subscribe securities has been previously approved by the shareholders of the company, by a special resolution, for each of the offers or invitations and in case of offer or invitation for non-convertible debentures, it shall be sufficient if the company passes a previous special resolution only once in a year for all offers or invitation for such debentures during the year. The said approval shall be the basis for the Board to determine the terms and conditions of any issuance of non-convertible debentures/debt securities by the Company, including the price at which such non-convertible debentures are being issued based on the prevailing market conditions.

In this regard, the Company proposes to issue 15000 secured/unsecured/subordinated, listed/unlisted, rated/unrated, redeemable non-convertible bonds/debentures in dematerialized form, having face value of INR 10,00,000 (Rupees Ten Lakhs only) each, aggregating up to INR 1500,00,00,000 (Indian Rupees One Thousand Five Hundred Crores only) ("**Debentures**") by way of private placement in one or more series/tranches during the financial year 2022-23.

The Company shall not make offer of securities or invitation to subscribe to the securities to more than 200 (two hundred) persons or such other number as may be specified during a financial year under Section 42 and other applicable provisions of the Act read with the rules issued in relation thereto and other applicable law.

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

Date of the board resolution recommending issuance of Debentures	April 29, 2022 and any other date as the Board may consider for subsequent issue, if any
Basis or justification for the price (including premium, if any) at which the offer(s) or invitation(s) is being made	Face value of Debentures / Bonds will be Rs. 10 lacs each. Further, the Debt Securities would be issued in one or more tranches / series or issuances, the price would be determined by the Board based on prevailing market conditions at the time of issue of the relevant Debentures on premium, discount respectively.
Name and address of valuer who performed valuation	Not applicable



<p>Material terms of raising such securities</p>	<p>Since the Debt Securities would be issued in one or more tranches or issuances, the material terms will be determined and approved by Board based on the provisions of Companies Act, 2013, the rules made thereunder and other applicable laws as per Transaction documents approved by the Board from time to time during the said one year.</p>
<p>Purpose or Objects of the Offer</p>	<p>The Company proposes to utilize the proceeds of the Debt Securities</p> <ul style="list-style-type: none"> a) for meeting payment of fees, cost, charges pertaining to the issue of Debt Securities b) for refinancing / servicing of the existing borrowings c) For investment in or providing loans to subsidiaries & group companies d) other general corporate purposes in compliance with the provisions of applicable law(s), information memorandum/disclosure document, the debenture trust deed and other transaction documents proposed to be executed in connection with each issuance.
<p>Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects</p>	<p>None</p>
<p>Principle terms of assets charged as securities</p>	<p>The principal amount of the Debentures/Bonds issued along with all interest and all other amounts due thereunder will be secured by way of charge on assets of the Company / subsidiaries of the Company (including pledge of lock-in free fully paid up equity shares held by it in subsidiaries/group entities/affiliates) in favour of the debenture / bond trustee or mortgage of land, in such manner as may be agreed with the debenture / bond trustee and as per terms of the relevant issuance.</p>



The draft Debenture / Bond trust deed and other transaction documents will be accessible for inspection by the Members, as and when available, through electronic mode.

The Board recommends passing of the resolution set out in Item No. 2 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.

Agenda Item No. 3

Amendment in the Object Clause of Memorandum of Association of the Company

The Board of Directors at their meeting held on March 25, 2022 had approved to amend the Object Clause of Memorandum of Association of the Company by inserting a clause for commodity trading by the Company.

The draft Memorandum of Association will be accessible for inspection by the Members, as and when available, through electronic mode.

The Board recommends passing of the resolution set out in Item No. 3 as a Special Resolution.

None of the Directors or Key Managerial Personnel or their relatives are concerned or interested in the said resolution.

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



A handwritten signature in black ink, appearing to read "Yogindu Khajuria".

Yogindu Khajuria
Company Secretary

Place: New Delhi
Date: April 29, 2022

GMR ENTERPRISES PRIVATE LIMITED

Regd. Off.:
Third Floor, Old No.248/New No.114,
Royapettah High Road, Royapettah,
Chennai - 600 014
CIN: U74900TN2007PTC102389

Extraordinary General Meeting

ATTENDANCE SLIP

(Please present this slip at the Entrance of the Meeting Hall)

I certify that I am a member/ proxy/authorized representative for the member of the Company.

I hereby record my presence at the Extraordinary General Meeting of the Company being held on Friday, April 29, 2022 at Nectar Conference Room, New Udaan Bhawan Complex, Opp. Terminal-3, Indira Gandhi International Airport, New Delhi-110037 at 7.00 p.m. at shorter notice.

To be signed at the time of handing over the slip at the Meeting Hall.

(Signature of Member/Proxy)

Name:
Regd. Folio No.:

GMR ENTERPRISES PRIVATE LIMITED

Regd. Off.:
Third Floor, Old No.248/New No.114,
Royapettah High Road, Royapettah,
Chennai - 600 014
CIN: U74900TN2007PTC102389

FORM OF PROXY

(Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the member (s): Registered address:		E-mail Id: Folio No/Client Id*: DP ID*:	
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I / We being the members of _____ shares of GMR Enterprises Private Limited, hereby appoint:

1) _____ of _____ having e-mail id _____ or failing him

2) _____ of _____ having e-mail id _____ or failing him

3) _____ of _____ having e-mail id _____ or failing him

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Extraordinary General Meeting of the Members of GMR Enterprises Private Limited will be held on Friday, April 29, 2022 at Nectar Conference Room, New Udaan Bhawan Complex, Opp. Terminal-3, Indira Gandhi International Airport, New Delhi-110037 at 7.00 p.m. at shorter notice. or at any adjournment thereof at shorter notice.

** I / We direct my / our proxy to vote on the resolution(s) in the manner as indicated below:

Sl. No.	Resolutions	For	Against
1.	To approve appointment of Mr. Nangavaram Chandramouli Sarabeswaran (DIN: 00167868) as an Independent Director of the Company		
2.	To approve issue of 15000 redeemable, secured/unsecured/subordinated, rated/unrated, listed/unlisted, non-convertible debentures, bonds, and/or other debt securities in one or more tranches		
3.	To approve amendment in the Object Clause of Memorandum of Association of the Company		

Signed this.....day of.....2022

Signature of shareholder

Affix a 15 paisa Revenue Stamp

Signature of first Proxy holder

Signature of second Proxy holder

Signature of third Proxy holder

NOTES:

1. The form should be signed across the stamp as per specimen signature registered with the Company.
2. The proxy form should be deposited at least before the commencement of the meeting at the registered office of the Company.
3. A proxy need not be a member of the Company.

4. 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. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.
5. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
6. The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the Meeting.
7. In case a member wishes his / her votes to be used differently, he / she should indicate the number of shares under the column "For" or "Against" as appropriate.

* Applicable for the members holding shares in electronic form.

** This is optional. Please put a tick mark (✓) in the appropriate column against the Resolutions indicated in the Box. If a member leaves the "For" or "Against" column blank against any or all the Resolutions, the proxy will be entitled to vote in the manner he/she thinks appropriate

Consent by Shareholder for Shorter Notice

[Pursuant to Section 101(1) 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 Extraordinary General Meeting at shorter notice

I/ We,, having Registered office at holding equity Shares of Rs.10/- each, in the Company in my/our own name hereby give consent, pursuant to Section 101(1) of the Companies Act, 2013, to hold the Extraordinary General Meeting on April 29, 2022 at Nectar Conference Room, New Udaan Bhawan Complex, Opp. Terminal-3, Indira Gandhi International Airport, New Delhi-110037 at 7.00 p.m. at shorter notice.

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Date:

Place:

ANNEXURE

Details of directors seeking appointment at the Extraordinary General Meeting to be held on April 29, 2022, pursuant to SS-2:

Name of the Director	Mr. Nangavaram Chandramouli Sarabeswaran
Director Identification Number (DIN)	00167868
Age	78 years
Brief resume of the Director and other details viz. qualifications, experience/ expertise	Mr. N.C. Sarabeswaran is a chartered accountant and the founding partner of Jagannathan & Sarabeswaran, Chartered Accountants, an audit firm. He has experience in the areas of banking and finance. He was nominee director on behalf of the RBI and later professional and independent director on the board of Vysya Bank Limited. He had been Chairman of Audit Committee and previously a member of the management and joint venture Committees; and held the position of President of Indo-Australian Chamber of Commerce. He had been Director and Chairman & Member of various Boards & Committees in GMR Group Companies.
Date of first appointment on the Board	March 25, 2022
Shareholding in the Company	Nil
Directorships and Committee memberships held in other companies	Given hereunder as (a)
Inter-se relationships between - Directors - Key Managerial Personnel (KMP)	NIL
Number of Board Meetings attended during the year 2021-22	One - Appointed and attended the Board meeting held on March 25, 2022.
Details of remuneration last drawn (Rs.)	Not applicable. However, Mr. N.C. Sarabeswaran is entitled to sitting fee for attending the Board and Committee meetings of the Company as per the Companies Act, 2013 and as may approved by the Board from time to time.



(a) Details of Directorships and Membership in Committees of the Board in other companies:

Names of entities in which Mr. N.C. Sarabeswaran holds directorship and the membership of Committees of the Board:

S. No.	Name of Companies (Directorship)	Membership of Committees of the Board
1	R Subbaraman & Co Private Limited	Nil
2	Madura Micro Finance Limited	Nil



Route Map

