

NOTICE

Notice is hereby given that an Extra-ordinary General Meeting of the members of GMR Enterprises Private Limited will be held on Tuesday, August 01, 2017 at Nectar Conference Room, New Udaan Bhawan, Opp. Terminal -3, IGI Airport, New Delhi- 110 037 at 10.00 a.m. to transact the following business at shorter notice:

SPECIAL BUSINESS

1. 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, and the Companies (Incorporation) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), the consent of the members be and is hereby accorded to insert a new sub-clauses III(A)(5) and III(A)(6) after the existing clause III(A)(4) and henceforth be read as follows:

Clause III (A) 5:

"To carry on the business of an Investment Company in India or elsewhere and for that purpose invest in, acquire, underwrite, subscribe for, exchange, sub-underwrite or participation in any Syndicate, hold shares, bonds, stocks, securities, debentures, debenture stocks issued or guaranteed by any company constituted and carrying on business in India or elsewhere, any Government, State Dominions, Sovereign, Central or Provincial Commissioners, Port Trust, Public Body or Authority, Supreme, Municipal, Local or otherwise whether in India or elsewhere and as an investment company (either through itself or through its subsidiaries) invest in and/ or carry on the business of and promote, develop, establish, construct, own, provide technical and allied services, mobilize for and operate and maintain road, airport and other infrastructure Projects, power plants, of all types and capacities, and generate and supply power, electricity to the state electricity boards or other consumers in India and abroad if permitted by law and also to acquire, merge or amalgamate with companies having similar businesses and to carry on and transact every kind of guarantee and indemnity business and to undertake obligations of every kind and description and also to undertake trusts of all kinds and to carry on the business and to act as an issue house, promoters, financiers, underwriters, brokers, consultants, managers, share transfer agents or in



any capacity participate in the creation, issue conversion or transfer of or on shares, debentures, bonds, deposits or other securities or obligations and to purchase for investment or resale and to deal in land, house and other property of any tenure and any interest, and to create, and deal in freehold and leasehold ground rents and to lend money on personal security or on the security of leasehold and freehold land, shares, securities, debentures, merchandise and other property and assets or on guarantee of third parties or otherwise to such persons, firms or companies upon such terms and subject to such conditions as may seem expedient and to generally finance industrial enterprises and finance companies and to carry on in all their respective branches the business of hire purchase, leasing, housing general finance, investment trust and legal and also to carry on such business for charitable purposes."

Clause III (A) 6:

"To construct, erect, build, repair, remodel, demolish, develop, improve, grade curve, pave macadamize, cement and maintain buildings, structures houses, apartments, townships, multi storeyed complexes, landscapes, hospitals, schools, places of worship, highways, roads, paths, streets, sideways, seaports, Airports, bridges, flyovers, subways, toll ways, alleys, pavements, and to do other similar constructions, construction for industrial use,-leveling or paving work and to build, construct and repair railways, waterways, electrical works, tunnels, canals, wharves, ports, pipes, docks, water-works, drainage works, light houses, power houses, arid floor and to do all kinds of excavating, dredging and digging work; to make all kinds of iron, wood, glass, machinery, and earth construction, to design, decorate, plan, model and to furnish labour and all kinds of materials to supervise, construction or other work, to act as valuers, appraisers, referees and assessors to investigate into the conditions of buildings and other structures of all kinds and to supply efficient and honest Arbitrators amongst its personnel. And to enter into agreements of commission agency, consignment agency, representatives, depot keepers or authorised dealers, for manufacturers, wholesalers, importers or dealers, of building and construction materials of raw materials, products or accessories, required for building, or civil or other engineering constructions and builders' requisites and to carry on the business of contractors and/or agents, anywhere in the world and to mine, quarry, grind, and excavate, and take from pits, sand, gravel, stone, gypsum or other building or paving materials, to own, acquire or take on lease areas of land mining, bases, licenses or rights in or owner land, to wash and screen the sand and gravel and to deal in the' same or dispose it off in any manner whatsoever and to purchase, acquire, take on lease, or in exchange or in any other lawful manner any area, land, buildings, structures and to turn the same into account, develop the same and dispose of or maintain hotels, restaurants, resorts, farms, farm houses, townships, markets, or other buildings, or conveniences thereon and to equip the same or any part thereof with all or any amenities or

conveniences, including drainage facility, electric, telegraphic, telephonic, television installations and to deal with the same in any manner whatsoever and to act as interior decorators and architects."

RESOLVED FURTHER THAT the approval of the members be and is hereby accorded to delete the entire other objects mentioned in Clause III (C) of Memorandum of Association.

RESOLVED FURTHER THAT all the Directors and KMPs of the Company 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."

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

"RESOLVED THAT pursuant to section 14 and other applicable provisions, if any, of the Companies Act, 2013, the Article No.1, 2, 3 and 75 of the Articles of Association of the Company be altered, amended and read as follows:

1. Subject to hereinafter provided, the Regulations contained in Table 'F' of Schedule I to the Companies Act, 2013 shall apply to this Company in so far as they are applicable to a Private Company, limited by Shares, which is not a subsidiary of a public company.
2. The notified provisions of the Companies Act, 2013 and the Rules made there under to the extent of applicability, shall apply for management of the Company, where it is not expressly provided in this Articles of Association or in accordance with the provisions of the Companies Act, 2013.
3. The Company is a Private Company within the meaning of Section 2(68) of the Companies Act, 2013 and having minimum paid-up capital of Rupees One Lakh or such higher paid-up capital as may be prescribed accordingly:
 - a. The right to transfer shares of the Company is restricted;
 - b. The number of members of the Company (Exclusive of (i) persons who are in the employment of the Company, and (ii) persons who, having been formerly in the employment of the Company were members of the Company while in that employment have continued to be members after the employment ceased) shall be limited to Two Hundred Provided

that for the purpose of this article, where two or more persons hold one or more Shares in the Company jointly they shall be treated as a single member;

- c. Any invitation to the public to subscribe for any securities of the Company is prohibited.

75. The Board shall provide for the safe custody of the seal.

The Common seal shall not be affixed to any instrument except by the authority of a resolution of the Board or a Committee of Directors previously given and in the presence of any one Director or Secretary or any other person authorised by the Board, who shall sign every such instrument to which the seal has been so affixed, provided nevertheless that any instrument bearing the seal of the Company and issued for valuable consideration shall be binding on the Company notwithstanding any irregularity touching the authority of the Director to issue the same.

RESOLVED FURTHER THAT all the Directors and KMPs of the Company 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 Articles 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.”

3. 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 and 71 of the Companies Act, 2013, read with Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) (the “**Act**”), 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 5000 (five thousand) secured, redeemable, marketable, 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), to be issued and allotted in four (4) tranches, for an aggregate value of Rs. 500,00,00,000/- (Rupees Five Hundred Crores only), by way of private placement, 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.



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 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 .”

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




Yogindu Khajuria
Company Secretary

Place: New Delhi
Date: August 01, 2017

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 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

Item No. 1:

The Scheme of Amalgamation and Arrangement between GMR Holdings Private Limited (Transferor Company 1 or GHPL) and GMR Projects Private Limited (Transferor Company 2 or GPPL) with GMR Enterprises Private Limited (Transferee Company or GEPL or Company) was duly approved by the Hon'ble High Court of Madras (hereinafter referred to as "Scheme") and to fully effectuate the Order of the Hon'ble High Court; and to ensure that all the businesses of the Transferor Company 1 and Transferor Company 2 can effectively be carried and continued under the Transferee Company, the Board of the Company at their Meeting dated August 01, 2017 approved amending of the Object Clause of the Company subject to the approval of the shareholders, pursuant to the applicable provisions of the Companies Act, 2013, by incorporating the main Object Clauses of GHPL and GPPL (the Transferor Companies) in the Object Clause of the Company (being Transferee Company) to continue the main business activities of the two transferor companies.

In view of the above, it is proposed to alter the Main Objects of the Memorandum of Association by way of inclusion of two new clauses, which will enable the Company to undertake the businesses of GHPL and GPPL as aforesaid considering the business exigencies of the Company.

Further, the Board has proposed to delete clause III (C) as the same is not permitted to be retained under the Companies Act, 2013/Rules made thereunder.

Since the proposed resolution would require amendment to Clause III of the Memorandum of Association, approval of shareholders of the Company is sought by means of Special Resolution, as per the provisions of Section 13 of the Companies Act, 2013.

The Board of Directors at their meeting held on August 1, 2017 has recommended the special resolution as set out in Item No.1 of the accompanying Notice for approval by the shareholders of the Company.

None of the directors, Key Managerial Personnels or their relatives are in any way concerned or interested in the said special resolution.

The altered copy of the Memorandum of Association of the Company is available at the registered office of the Company during business hours and



the same would be available at the meeting of the Company, for inspection of members.

Item No. 2:

Board of Directors of the Company at their meeting dated August 01, 2017 has approved amendment to the Articles of Association of the Company subject to the approval of the Shareholders in order to incorporate the requirements of the Companies Act, 2013 and also incorporate the relevant Articles of the Articles of Association of the Transferor Companies 1 & 2. Comparative table showing changes proposed to the Articles of Association are as follows:

Clauses & Articles	Existing Article	Modified	Remarks
Article 1	Subject to hereinafter provided, the regulations contained in Table 'A' in the first schedule to the Companies Act, 1956 shall apply to this Company in so far as they are applicable to a Private Company, limited by Shares	Subject to hereinafter provided, the Regulations contained in Table 'F' of Schedule I to the Companies Act, 2013 shall apply to this Company in so far as they are applicable to a Private Company, limited by Shares, which is not a subsidiary of a public company.	Statutory requirement
Article 2	Regulations 21, 25, 26, 27, 36, 37, 38, and 39, of Table A shall not apply to the Company and clauses hereinafter contained shall be applicable.	The notified provisions of the Companies Act, 2013 and the Rules made there under to the extent of applicability, shall apply for management of the Company, where it is not expressly provided in this	Statutory requirement

		Articles of Association or in accordance with the provisions of the Companies Act, 2013.	
Article 3	<p>The Company is a Private Company within the meaning of Section 2(35) and 3(1) (iii) of the Companies Act, 1956 and having minimum paid-up capital of Rupees One Lakh or such higher paid-up capital as may be prescribed accordingly:</p> <p>a. No invitation shall be issued to the public to subscribe for any Shares in or Debentures of the Company.</p> <p>b. The number of members of the Company (Exclusive of (i) persons who are in the employment of the Company, and (ii) persons who, having been formerly in the employment of the Company while in that employment have continued to be members after the employment</p>	<p>The Company is a Private Company within the meaning of Section 2(68) of the Companies Act, 2013 and:</p> <p>a. The right to transfer shares of the Company is restricted;</p> <p>b. The number of members of the Company (Exclusive of (i) persons who are in the employment of the Company, and (ii) persons who, having been formerly in the employment of the Company while in that employment have continued to be members after the employment ceased) shall be limited to Two Hundred Provided that for the purpose of this article, where two or more persons</p>	Statutory requirement

	<p>ceased) shall be limited to fifty Provided that for the purpose of this article, where two or more persons hold one or more Shares in the Company jointly they shall be treated as a single member.</p> <p>c. The right to transfer the Shares of the Company is restricted in the manner and to the extent hereinafter contained.</p> <p>d. No invitation to or acceptance of deposits from persons other than the Company's members, directors or their relatives be made.</p>	<p>hold one or more Shares in the Company jointly they shall be treated as a single member;</p> <p>c. Any invitation to the public to subscribe for any securities of the Company is prohibited.</p>	
<p>Article 75</p>	<p>The Common seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board and except in the presence of any one Director who shall sign every instrument to which the seal of the Company is so affixed in his presence. This clause is subject to Companies (Issue of</p>	<p>The Board shall provide for the safe custody of the seal. The Common seal shall not be affixed to any instrument except by the authority of a resolution of the Board or a Committee of Directors previously given and in the presence of any one Director or Secretary or any</p>	<p>To align with the Articles of GHPL and GPPL</p>

	<p>Shares Certificate), Rules, 1980. The Board shall provide for the safe custody of the Seal.</p>	<p>other person authorised by the Board, who shall sign every such instrument to which the seal has been so affixed, provided nevertheless that any instrument bearing the seal of the Company and issued for valuable consideration shall be binding on the Company not withstanding any irregularity touching the authority of the Director to issue the same.</p>	
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Since the proposed resolution would require amendment to the Articles of Association, approval of shareholders of the Company is sought by means of Special Resolution, as per the provisions of Section 14 of the Companies Act, 2013.

The Board of Directors at their meeting held on August 1, 2017 has recommended the special resolution as set out in Item No.2 of the accompanying Notice for approval by the shareholders of the Company.

None of the directors, Key Managerial Personnels or their relatives are in any way concerned or interested in the said special resolution.

The altered copy of the Articles of Association of the Company is available at the registered office of the Company during business hours and the same would be available at the meeting of the Company, for inspection of members.

Item No. 3:

The Company proposes to issue 5,000 secured, redeemable, Non-Convertible Debentures (NCD) of face value of Rs.10,00,000 (Rupees Ten Lacs) each aggregating to Rs.500,00,00,000/- (Rupees Five Hundred Crore only) in 4 tranches on a private placement basis.



The Company proposes to utilize the proceeds of NCDs for general corporate purposes and for payment of fees, cost, charges and expenses pertaining to the Issue as may be mutually agreed between the Company and the Debenture Holders from time to time in compliance with the provisions of applicable law(s), Private Placement Offer Letters and the Debenture Trust Deed proposed to be executed.

This resolution would be valid for a period of one year from the date of this Extra Ordinary General Meeting / or such period as may be agreed to in the transactions documents proposed to be executed from time to time.

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 related 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.

In consonance with the recommendations of the Audit Committee of the Company, the Board at their meeting held on August 1, 2017 recommended passing of the said resolution as a special resolution for Members approval.

None of the directors, Key Managerial Personnels or their relatives are 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: August 01, 2017