

## NOTICE

Notice is hereby given that an Extra-Ordinary General Meeting No. 1/2021-22 of the members of GMR Enterprises Private Limited will be held on Friday, December 17, 2021 at Nectar Conference Room, New Udaan Bhawan Complex, Opp. Terminal-3, Indira Gandhi International Airport, New Delhi-110037 at 10:00 a.m. to transact the following business at shorter notice:

### SPECIAL BUSINESS

**1. To approve appointment of Mr. I.V. Srinivasa Rao (DIN: 01541362) 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 (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. I.V. Srinivasa Rao (DIN: 01541362), who was appointed by the Board of Directors as an Additional Director of the Company under Independent Category with effect from December 15, 2021, 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 at a sitting fee as may be approved by the Board of Directors from time to time.”

**2. To approve appointment of M/s. Girish Murthy & Kumar, Chartered Accountants, as Statutory Auditors of the Company**

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

**“RESOLVED THAT** in supersession to the ordinary resolution passed by the Members at the 10<sup>th</sup> Annual General Meeting of the Company held on September 30, 2017 and pursuant to Circular no. RBI/2021-22/25-Ref.No.DoS.CO.ARG/ SEC.01/ 08.91.001/2021-22 dated April 27, 2021 [(Guidelines for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs)] issued by the Reserve Bank of India (‘RBI Guidelines’) and pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’), and the relevant rules made thereunder; (including any amendment, modification, variation or re-enactment thereof), in consonance with the recommendations of the Audit Committee and the Board of Directors and pursuant to the Policy on appointment of Statutory Auditors of the Company, approval of the shareholders of the Company be and is hereby accorded to the appointment of M/s. Girish Murthy & Kumar, Chartered Accountants (Registration No. 000934S) as Statutory Auditors of the Company, to hold office from this extra ordinary general meeting till conclusion of the 15<sup>th</sup> Annual General Meeting of the Company to conduct audit of accounts of the Company for the financial year ending March 31, 2022, at a remuneration mentioned in the statement annexed herewith pursuant to Section 102 of the Act.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board of Directors of the Company (hereinafter referred to as Board, which term shall be deemed to include any Committee constituted or to be constituted by the Board or any person(s) authorised by the Board in this regard) be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to implementation of the aforesaid resolution including but not limited to determination of roles and responsibilities/scope of work of the Statutory Auditors, negotiating, finalising, amending, signing, delivering, executing, the terms of appointment including any contracts or documents in this regard, without being required to seek any further consent or approval of the Members of the Company.”

**3. To approve issue of 8000 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 8000 (Eight 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 800,00,00,000 (Indian Rupees Eight Hundred Crores only) ("**Debentures**") by way of private placement in one or more series/tranches for a period of 1 (one) financial 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, on the terms and conditions under the bond/debenture trust deed to be executed in relation to the Debentures (the "**Investors**").

**RESOLVED FURTHER THAT** the approval of the Members be and is hereby accorded to issuance of the Debentures and the terms and conditions for such Debentures being in accordance with the debenture documents.

**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 Debentures including the class of investors to whom the Debentures are to be issued, securities to be offered including but not limited to pledge of equity shares of subsidiaries/group entities/affiliates as may be required, the number of Debentures, 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 Debentures and deal with all such matters and take all such steps as may be necessary including but not limited to signing and executing 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."

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

**Yogindu Khajuria**  
**Company Secretary**

Place: New Delhi  
Date: December 16, 2021

**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](mailto:yogindu.khajuria@gmrgroup.in) not less than 24 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**

#### **Agenda Item No. 1**

#### **Appointment of Mr. I.V. Srinivasa Rao (DIN: 01541362) as an Independent Director of the Company**

The Board of Directors at their meeting held on December 15, 2021 had appointed Mr. I.V. Srinivasa Rao (DIN: 01541362), as an Additional Director of the Company under Independent Category with effect from December 15, 2021, 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. I.V. Srinivasa Rao (DIN: 01541362) shall hold office upto the date of this General Meeting.

Brief details of Mr. I.V. Srinivasa Rao (DIN: 01541362) 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 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 an Special Resolution.

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

#### **Agenda Item No. 2**

#### **Appointment of M/s. Girish Murthy & Kumar, Chartered Accountants, as Statutory Auditors of the Company**

M/s B. Purushottam & Co., Chartered Accountants (the "Outgoing Auditors"), were appointed by the members for a term of 5 consecutive years at 10<sup>th</sup> Annual General Meeting held on September 30, 2017 and they were to hold office till the conclusion of 15<sup>th</sup> Annual General Meeting. Reserve Bank of

India, vide its circular dated April 27, 2021, issued Guidelines for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs) (the "Guidelines"/ "Circular"), mandated NBFCs (including HFCs) with an asset size of Rs. 1,000 crore and above to appoint the SCAs/SAs for a continuous period of three years, subject to the firms satisfying the eligibility norms each year. Further, the Guidelines also specifies that an auditor who has completed a period of 3 years (counted as one tenure) as on the date of the Circular shall not be eligible for re-appointment in the same Entity for six years (two tenures) after completion of one tenure of 3 years. Subsequently, the RBI had also released Frequently Asked Questions (FAQs) dated June 11, 2021, inter alia, clarifying that the existing statutory auditors who have completed 3 years with an entity would not be able to continue as auditors with effect from second half of the financial year 2021-22, even though they may not have completed their present tenure as approved by the Members of the said entity.

Consequently, in terms of the said RBI Circular and related FAQs, M/s B. Purushottam & Co., Chartered Accountants had tendered their resignation on December 13, 2021.

The Audit Committee and Board of the Company noted that the Outgoing Auditors have not raised any concern or issue and there is no reason other than those mentioned in their above said letter. In order to comply with the requirements of the Guidelines, the Board of Directors, based on the recommendation of the Audit Committee, at their meeting held on December 15, 2021, approved the appointment of M/s. Girish Murthy & Kumar, Chartered Accountants (Registration No. 000934S) as Statutory Auditors for a period of 3 years to conduct statutory audit of the financial statements of the Company for the financial years ended March 31, 2022, March 31, 2023 and March 31, 2024, as under:

<b>First Year</b>	From December 17, 2021 till the conclusion of the 15 <sup>th</sup> Annual General Meeting, to conduct audit of the accounts of the Company for the financial year ending March 31, 2022.
<b>Second Year</b>	From the conclusion of the 15 <sup>th</sup> Annual General Meeting till the conclusion of the 16 <sup>th</sup> Annual General Meeting to conduct audit of the accounts of the Company for the financial year ending March 31, 2023.
<b>Third Year</b>	From the conclusion of the 16 <sup>th</sup> Annual General Meeting till the conclusion of the 17 <sup>th</sup> Annual General Meeting to conduct audit of the accounts of the Company for the financial year ending March 31, 2024.

Pursuant to the provisions of Section 139(8)(i) of the Companies Act, 2013, the Statutory Auditors appointed vide the resolutions in this extraordinary general meeting will hold the office till conclusion of the 15<sup>th</sup> Annual General Meeting of the Company. In line with the provisions of the said Section, the Board has initially proposed the ordinary resolutions for the appointment of the Statutory Auditors proposed to be appointed for the First year ending on conclusion of the 15<sup>th</sup> Annual General Meeting as set out in this Notice. Subsequently, in the Notice convening the 15<sup>th</sup> Annual General Meeting, the Board of Directors will recommend to the Members passing of the ordinary resolution for appointment of the proposed Statutory Auditors for the Second and Third year ending at 16<sup>th</sup> and 17<sup>th</sup> Annual General Meeting, respectively. The proposed Statutory Auditors will effectively hold office for three consecutive years, ending on conclusion of the 17<sup>th</sup> Annual General Meeting of the Company and for the three consecutive financial years ending March 31, 2024 in compliance with the Guidelines.

The Auditors have confirmed that their appointment, if made, will be within the limit specified under the Act and RBI Guidelines. They have also confirmed that they are not disqualified to be appointed as statutory auditors in terms of the provisions of the Section 141 of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014 and the RBI Guidelines dated April 27, 2021.

As per RBI Guidelines, the Board of Directors of Company, on the recommendation of Audit Committee, have approved a Policy for Appointment of Statutory Auditors which can be accessed at [www.holdinggepl.com](http://www.holdinggepl.com)

The Board recommends passing of the resolution set out in Item No. 2 as an Ordinary Resolution.

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

### **Agenda Item No. 3**

#### **Private Placement of Non-Convertible Debentures:**

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 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 8000 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 800,00,00,000 (Indian Rupees Eight Hundred Crores only) ("**Debentures**") by way of private placement in one or more series/tranches during the financial year 2021-22.

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	November 29, 2021; December 15, 2021 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	Since the Debentures would be issued in 1 or more tranches or issuances, the price would be determined by the Board based on prevailing market conditions at the time of issue of the relevant Debentures
Name and address of valuer who performed valuation	Not applicable
Material terms of raising such securities,	Since the Debentures would be issued in 1 or more tranches or issuances, the material terms will be determined by Board based on the provisions of Companies Act, 2013, the rules made thereunder and other applicable laws.
Purpose or Objects of the Offer	The Company proposes to utilize the proceeds of the Debentures for meeting payment of fees, cost, charges and expenses pertaining to the issue of Debentures and refinancing the existing debts 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 transaction documents proposed to be executed in connection with each issuance.
Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects	None
Principle terms of assets charged as securities	The principal amount of the Debentures issued along with all interest and all other amounts due thereunder will be secured by way of charge on assets of the Company (including pledge of lock-in free fully paid up equity shares held by the Company in subsidiaries/group entities/affiliates) in favour of the debenture trustee, in such manner as may be agreed with the debenture trustee and as per terms of the relevant issuance.

The draft Debenture 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 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: December 16, 2021

**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, December 17, 2021 at Nectar Conference Room, New Udaan Bhawan Complex, Opp. Terminal-3, Indira Gandhi International Airport, New Delhi-110037 at 10:00 a.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, December 17, 2021 at Nectar Conference Room, New Udaan Bhawan Complex, Opp. Terminal-3, Indira Gandhi International Airport, New Delhi-110037 at 10:00 a.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. I.V. Srinivasa Rao (DIN: 01541362) as Independent Director of the Company		
2.	To approve appointment of M/s. Girish Murthy & Kumar, Chartered Accountants, as Statutory Auditors of the Company		
3.	To approve issue of 8000 redeemable, secured/unsecured/subordinated, rated/unrated, listed/unlisted, non-convertible debentures, bonds, and/or other debt securities in one or more tranches		

Signed this.....day of.....2021

\_\_\_\_\_  
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  
December 17, 2021 at Nectar Conference Room, New Udaan Bhawan  
Complex, Opp. Terminal-3, Indira Gandhi International Airport, New Delhi-  
110037 at 10:00 a.m. at shorter notice.

.....

Date: .....

Place: .....

**ANNEXURE****Details of directors seeking appointment at the Annual General Meeting to be held on December 17, 2021, pursuant to SS-2:**

Name of the Director	Mr. I.V. Srinivasa Rao
Director Identification Number (DIN)	01541362
Age	69 years
Brief resume of the Director and other details viz. qualifications, experience/ expertise	Mr. IVS is FCA, ACS, M.com and LLB. He has about 43 years of experience, out of which 28 years exclusively relate to: Infrastructure, Power, Energy, Airport Sectors; He started his career as a Practicing Advocate and worked with renowned organizations like: LIC of India, Assam Petro Chemicals, Sonar Caps & Lamps Limited and Gold Star Group of Companies etc. His accomplishments include assignments like: raising funds through Public Issue, Right Issue, Loans from FIs, QIPs etc. He was previously associated with Group and lastly held the position of Executive Vice President up to March 31 2017. Currently, he is Practicing as a CA at Bangalore.
Date of first appointment on the Board	December 15, 2021
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)	There is no inter-se relationship with any Director and KMPs of the Company.
Number of Board Meetings attended during the year 2021-22	Appointed and attended the Board meeting held on December 15, 2021.
Details of remuneration last drawn (Rs.)	Not applicable. However, Mr. I.V. Srinivasa Rao is entitled to sitting fee for attending the Board and Committee meetings of the Company as per the Companies Act, 2013.

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

Names of entities in which Mr. I.V. Srinivasa Rao holds directorship and the membership of Committees of the Board:

<b>S. No.</b>	<b>Name of Companies (Directorship)</b>	<b>Membership of Committees of the Board</b>
1	Megawide Infrastructure India Private Limited	Nil
2	PAX Innovation ICT Services Private Limited	Nil
3	WAISL Limited	Audit Committee- Chairman Nomination & Remuneration Committee- Member

## Route Map

