

NOTICE

Notice is hereby given that an Extra-Ordinary General Meeting No. 3/2020-21 of the members of GMR Enterprises Private Limited will be held on Monday, February 08, 2021 at Nectar Conference Room, New Udaan Bhawan Complex, Opp. Terminal-3, Indira Gandhi International Airport, New Delhi- 110 037 at 3.00 p.m. at shorter notice to transact the following business:

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 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 ("**the Act**") (including any statutory modification(s) or re-enactment thereof, for the time being in force) and pursuant to the provisions of SEBI (Issue and Listing of Debt Securities) Regulations, 2008; SEBI (Listing Obligations and Disclosure Requirements, 2015) as amended from time to time and other applicable SEBI regulations and guidelines and in accordance with the provisions of the Memorandum and Articles of Association of the Company and subject to such other applicable laws, rules and regulations and guidelines, 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 which the Board may constitute to exercise its powers, including the powers conferred by this Resolution) for making offer(s) or invitation(s) to subscribe to redeemable, secured/unsecured/subordinated, rated/unrated, listed/unlisted, non-convertible debentures, bonds, and/or other debt securities ("**NCDs**"), on a private placement basis in one or more tranches and/ or series for a period of 1 (one) year from the date of passing of this Resolution by the members of the Company, 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 NCDs (the "**Investors**").



RESOLVED FURTHER THAT the aggregate amount to be raised through the issuance of NCDs pursuant to the authority under this Resolution shall not exceed the overall limit of Rs. 1000,00,00,000/- (Rupees One Thousand Crores only).

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 NCDs including the class of investors to whom the NCDs are to be issued, securities to be offered, the number of NCDs, tranches, issue price, tenor, interest rate, premium/ discount, listing and to do all such acts, deeds, matters and things 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 and make necessary filings 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 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: February 05, 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 not less than 24 hours before the commencement of the Meeting.
2. The relevant Explanatory statement under Section 102(1) of the Companies Act, 2013 is annexed hereto.

ANNEXURE TO NOTICE

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013

Pursuant to Section 42 of the Companies Act, 2013, read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended from time to time, the Company is required to obtain the approval of its members by way of a special resolution, before making any offer or invitation for issuance of NCDs on a private placement basis. The said approval shall be the basis for the Board to determine the terms and conditions of any issuance of redeemable, secured/unsecured/subordinated, rated/unrated, listed/unlisted, non-convertible debentures, bonds, and/or other debt securities ("**NCDs**") by the Company for a period of 1 (One) year from the date on which the members have provided the approval by way of the special resolution.

The disclosures required pursuant to Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 are set out hereinbelow:

- a) Particulars of the offer including date of passing of board resolution: This special resolution is being passed in terms of the third proviso to Rule 14(1) of Companies (Prospectus and Allotment of Securities) Rules, 2014 for the issuance of NCDs, from time to time, for the period of 1 (one) year from the date hereof and accordingly this question is not applicable at present. The particulars of each offer shall be determined by the Board of Directors (including any committee duly authorized by the Board of Directors thereof), from time to time;
- b) Kinds of securities offered and price at which security is being offered: This special resolution is restricted to the private placement issuance of non-convertible debentures, bonds and other debt securities by the Company which may be secured/unsecured/subordinated, rated/unrated, listed/unlisted with the terms of each issuance being determined by the Board of Directors (including any committee duly authorized by the Board of Directors thereof), from time to time, for each issuance;
- c) Basis or justification for the price (including premium, if any) at which offer, or invitation is being made: Not applicable;
- d) Name and address of valuer who performed valuation: Not applicable;
- e) Amount which the company intends to raise by way of such securities: As may be determined by the Board of Directors from time to time but subject to the limits approved under Section 42 of the Companies Act, 2013 of up to Rs. 1000,00,00,000/- (Rupees One Thousand Crores only);

