

NOTICE

NOTICE is hereby given that an Extra-Ordinary General Meeting (No. 01/2024) of the members of GMR Enterprises Private Limited will be held on Tuesday, May 28, 2024 at shorter notice at Neil Armstrong Conference Room, Third Floor, New Udaan Bhawan, Opp. Terminal-3, Indira Gandhi International Airport, New Delhi-110037 at 10:30 a.m. to transact the following businesses:

SPECIAL BUSINESS

- 1. To approve the continuation of directorship of Mr. Grandhi Mallikarjuna Rao (DIN: 00574243) as a Non-Executive Non-Independent Director of the Company post attaining the age of 75 years.**

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 Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions of the Companies Act, 2013 read with Rules made thereunder, including any amendment(s), statutory modification(s) or re-enactment(s) made thereof for the time being in force and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the members of the Company be and is hereby accorded for the continuation of Mr. Grandhi Mallikarjuna Rao (DIN: 00574243), as a Non-Executive Non-Independent Director of the Company post attaining the age of 75 years.

RESOLVED FURTHER THAT all the Directors and Company Secretary of the Company be and are hereby severally authorized to file all necessary e-forms with the Registrar of Companies and to do all such acts, deeds, matters and things and take all such steps as may be considered necessary, proper or expedient to give effect to this resolution.”

- 2. To approve the continuation of directorship of Mr. Parameswararao Kusumanchi (DIN: 02780484) as a Non-Executive Independent Director of the Company post attaining the age of 75 years.**

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 Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions of the Companies Act, 2013 read with Rules made thereunder, including any amendment(s), statutory modification(s) or re-enactment(s) made thereof for the time being in force and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the members of the Company be and is hereby accorded for the continuation of Mr. Parameswararao Kusumanchi (DIN: 02780484), as a Non-Executive Independent Director of the Company post attaining the age of 75 years.

RESOLVED FURTHER THAT all the Directors and Company Secretary of the Company be and are hereby severally authorized to file all necessary e-forms with the Registrar of Companies and to do all such acts, deeds, matters and things and take all such steps as may be considered necessary, proper or expedient to give effect to this resolution.”

3. To approve the continuation of directorship of Mr. Grandhi Mallikarjuna Rao (DIN: 00574243) serving the Board of the Company as Non-Executive Non-Independent Director for a term of Five years.

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

“RESOLVED THAT pursuant to the provisions of Regulation 17(1D) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions of the Companies Act, 2013 read with Rules made thereunder, including any amendment(s), statutory modification(s) or re-enactment(s) made thereof for the time being in force and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the members of the Company be and is hereby accorded for the continuation of directorship of Mr. Grandhi Mallikarjuna Rao (DIN: 00574243) as Director (designated as Non-Executive Non-Independent Director) of the Company for a term of Five consecutive years effective from March 31, 2024 till March 31, 2029.

RESOLVED FURTHER THAT all the Directors and Company Secretary of the Company be and are hereby severally authorized to file all necessary e-forms with the Registrar of Companies and to do all such acts, deeds, matters and things and take all such steps as may be considered necessary, proper or expedient to give effect to this resolution.”



4. To approve the continuation of directorship of Mr. Boda Venkata Nageswara Rao (DIN: 00051167) serving the Board of the Company as Non-Executive Non-Independent Director for a term of Five years.

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

“RESOLVED THAT pursuant to the provisions of Regulation 17(1D) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions of the Companies Act, 2013 read with Rules made thereunder, including any amendment(s), statutory modification(s) or re-enactment(s) made thereof for the time being in force and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the members of the Company be and is hereby accorded for the continuation of directorship of Mr. Boda Venkata Nageswara Rao (DIN: 00051167) as Director (designated as Non-Executive Non-Independent Director) of the Company for a term of Five consecutive years effective from March 31, 2024 till March 31, 2029.

RESOLVED FURTHER THAT all the Directors and Company Secretary of the Company be and are hereby severally authorized to file all necessary e-forms with the Registrar of Companies and to do all such acts, deeds, matters and things and take all such steps as may be considered necessary, proper or expedient to give effect to this resolution.”

5. To approve the continuation of directorship of Mr. Srinivas Bommidala (DIN: 00061464) serving the Board of the Company as Non-Executive Non-Independent Director for a term of Five years.

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

“RESOLVED THAT pursuant to the provisions of Regulation 17(1D) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions of the Companies Act, 2013 read with Rules made thereunder, including any amendment(s), statutory modification(s) or re-enactment(s) made thereof for the time being in force and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the members of the Company be and is hereby accorded for the continuation of directorship of Mr. Srinivas Bommidala (DIN: 00061464) as Director (designated as Non-Executive Non-Independent Director) of the Company for a term of Five consecutive years effective from March 31, 2024 till March 31, 2029.



RESOLVED FURTHER THAT all the Directors and Company Secretary of the Company be and are hereby severally authorized to file all necessary e-forms with the Registrar of Companies and to do all such acts, deeds, matters and things and take all such steps as may be considered necessary, proper or expedient to give effect to this resolution.”

6. To approve the continuation of directorship of Mr. Grandhi Buchisanyasi Raju (DIN: 00061686) serving the Board of the Company as Non-Executive Non-Independent Director for a term of Five years.

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

RESOLVED THAT pursuant to the provisions of Regulation 17(1D) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions of the Companies Act, 2013 read with Rules made thereunder, including any amendment(s), statutory modification(s) or re-enactment(s) made thereof for the time being in force and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the members of the Company be and is hereby accorded for the continuation of directorship of Mr. Grandhi Buchisanyasi Raju (DIN: 00061686) as Director (designated as Non-Executive Non-Independent Director) of the Company for a term of Five consecutive years effective from March 31, 2024 till March 31, 2029.

RESOLVED FURTHER THAT all the Directors and Company Secretary of the Company be and are hereby severally authorized to file all necessary e-forms with the Registrar of Companies and to do all such acts, deeds, matters and things and take all such steps as may be considered necessary, proper or expedient to give effect to this resolution.”

7. To approve the continuation of directorship of Mr. Grandhi Kiran Kumar (DIN: 00061669) serving the Board of the Company as Non-Executive and Non-Independent Director for a term of Five years.

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

RESOLVED THAT pursuant to the provisions of Regulation 17(1D) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions of the Companies Act, 2013 read with Rules made thereunder, including any amendment(s), statutory modification(s) or re-enactment(s) made thereof for the time being in force and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors



of the Company, approval of the members of the Company be and is hereby accorded for the continuation of directorship of Mr. Grandhi Kiran Kumar (DIN: 00061669) as Director (designated as Non-Executive Non-Independent Director) of the Company for a term of Five consecutive years effective from March 31, 2024 till March 31, 2029.

RESOLVED FURTHER THAT all the Directors and Company Secretary of the Company be and are hereby severally authorized to file all necessary e-forms with the Registrar of Companies and to do all such acts, deeds, matters and things and take all such steps as may be considered necessary, proper or expedient to give effect to this resolution.”

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



Place: New Delhi
Date: April 18, 2024



.....
Yogindu Khajuria
Company Secretary
M. No.: F6232

NOTES

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA ORDINARY GENERAL MEETING ("EGM") IS ENTITLED TO APPOINT ANY OTHER PERSON AS PROXY TO ATTEND AND VOTE AT THE MEETING INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED, NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE GENERAL MEETING.** Pursuant to Section 105 of the Companies Act, 2013 and Rule 19 of the Companies (Management & Administration) Rules, 2014, a person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
2. Explanatory statement pursuant to Section 102 of the Companies Act, 2013 read with relevant rules setting out the material facts and reasons for the proposed resolution concerning the item of the special business to be transacted at the EGM is annexed hereto and forms part of this Notice.
3. Copies of all documents referred to in the notice is available for inspection by the members at the registered office of the Company during the normal business hours on all working days till the date of the EGM.
4. Corporate Members intending to send their authorized representative(s) to attend and vote at the EGM are requested to forward a certified scanned copy of Board Resolution authorizing their representative to attend and vote at the EGM either to the Company in advance or submit the same at the venue of the General Meeting by email to: Yogindu.khajuria@gmrgroup.in.
5. Members or Proxies and Authorized Representatives should bring the attendance slip duly filled in for attending the EGM.
6. Proxy form and attendance slip are attached herewith in the notice.
7. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which Directors are interested under Section 189 of Companies Act, 2013 will be available for inspection at the EGM.
8. The meeting is being held at a shorter notice and request for consenting to the shorter notice is enclosed to this notice as per the provisions of section 101 of the Companies Act, 2013 and rules made thereunder. Members are requested to provide their consent for shorter notice by sending the signed copy or through e-mail confirmation.
9. Route map to the venue of the meeting is annexed herewith for convenience of the members.



ANNEXURE TO NOTICE

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

Item No. 1

To approve the continuation of directorship of Mr. Grandhi Mallikarjuna Rao (DIN: 00574243) as a Non-Executive Non-Independent Director of the Company post attaining the age of 75 years.

In terms of the Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('Listing Regulations') with effect from 1st April 2019, no listed Company shall appoint or continue the appointment of a Non-Executive Director, who has attained the age of 75 years, unless a special resolution is passed to that effect. Mr. Grandhi Mallikarjuna Rao is not disqualified for continuing as a Director in terms of Section 164 of the Companies Act, 2013 and he has given his consent to continue as Non-Executive Non-Independent Director post attaining the age of 75 years.

The Nomination & Remuneration Committee (NRC) at its meeting held on April 18, 2024 has provided its recommendation to the Board and based on the recommendation of the NRC, the Board of Directors also approved and recommended to the members, his continuation as Non-Executive Non-Independent Director post attaining the age of 75 years.

In Compliance with the provisions of Section 17(1A) of SEBI LODR, the resolution for the approval for continuation of Mr. Grandhi Mallikarjuna Rao as Non-Executive Non-Independent Director post attaining the age of 75 years is being placed before the members for their approval.

Justification for Continuation of Mr. Grandhi Mallikarjuna Rao

Mr. Grandhi Mallikarjuna Rao (DIN: 00574243), who is currently the Non-Executive Chairman of the Company, will be attaining the age of 75 years on July 01, 2024 and in view of the aforesaid Regulation, a Special Resolution is required for continuation of the directorship of Mr. Grandhi Mallikarjuna Rao post attaining the age of 75 years i.e., after July 01, 2024.

Mr. Grandhi Mallikarjuna Rao is the founder of the GMR Group. Over the last 4 decades, he has successfully established GMR Group, as one of the most recognized brands in the Country. The Group is now well diversified and professionally managed infrastructure developer with focus on Airports, Energy, Highways and Urban Infrastructure including SEZs. Though all these



business opportunities were new to the Group and to the Country, the Group has scaled up quickly and delivered world-class quality assets. He is involved in apex level business decisions and external relations, senior leadership development, organization building initiatives etc. Over these years, he has been instrumental in driving the group strategy and other corporate initiatives and under his guidance, the Company has recently completed the strategic group restructuring plan involving demerger of non-airport vertical business into a separate company. In view of his leadership, strategic inputs, management skills, stakeholders' relationships, governance acumen as well as operational guidance towards the growth of the Company, it is crucial for the Company to have him on the Board of the Company.

Except Mr. Grandhi Mallikarjuna Rao (self), Mr. Grandhi Buchisanyasi Raju (son), Mr. Grandhi Kiran Kumar (son), Mr. Srinivas Bommidala (son-in law) and Mrs. Ramadevi Bommidala (Daughter), to the extent of their shareholding, if any, in the Company, none of the Directors and/ or Key Managerial Personnel of the Company and/ or their relatives, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the Notice.

Item No. 2

To approve the continuation of directorship of Mr. Parameswararao Kusumanchi (DIN: 02780484) as a Non-Executive Independent Director of the Company post attaining the age of 75 years.

In terms of the Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('Listing Regulations') with effect from 1st April 2019, no listed Company shall appoint or continue the appointment of a Non-Executive Director, who has attained the age of 75 years, unless a special resolution is passed to that effect. Mr. Parameswararao Kusumanchi is not disqualified for continuing as a Director in terms of Section 164 of the Companies Act, 2013 and he has given his consent to continue as Non-Executive Independent Director post attaining the age of 75 years.

The Nomination & Remuneration Committee (NRC) at its meeting held on April 18, 2024 has provided its recommendation to the Board and based on the recommendation of the NRC, the Board of Directors also approved and recommended to the members, the continuation of Mr. Parameswararao Kusumanchi as Non-Executive Independent Director, post attaining the age of 75 years.

In Compliance with the provisions of Section 17(1A) of SEBI LODR, the resolution for the approval for continuation of Mr. Parameswararao Kusumanchi as Non-Executive Independent Director post attaining the age of 75 years is being placed before the members for their approval.



Justification for Continuation of Mr. Parameswararao Kusumanchi

Mr. Parameswararao Kusumanchi (DIN: 02780484), is a post graduate in commerce from Andhra University. He started his banking career as an officer in Corporation Bank and rose to the position of General Manager and retired in the year 2009. As General Manager, he headed important zones - Mumbai and Bangalore. During his tenure in the bank, he was Managing Director of Corpbank Homes Limited (subsidiary of Corporation Bank). Post retirement from Corporation Bank, he was appointed on Board of Karur Vysya Bank as independent director from 2009 to 2012.

Except Mr. Parameswararao Kusumanchi (self) none of the Directors and/ or Key Managerial Personnel of the Company and/ or their relatives, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the Notice.

Item No. 3

To approve the continuation of directorship of Mr. Grandhi Mallikarjuna Rao (DIN: 00574243) serving the Board of the Company as Non-Executive Non-Independent Director for a term of Five years.

Pursuant to SEBI's amendment dated July 15, 2023, applicable with effect from April 1, 2024 read with Regulation 17(1D) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the continuation of a Director serving on the Board of Directors of a listed entity shall be subject to the approval by the Members at a general meeting at least once in every five (5) years from the date of their appointment or reappointment, as the case may be. The continuation of director serving on the Board of Directors of a listed entity as on March 31, 2024, without the approval of the Members for a period of last five (5) years or more shall be subject to the approval of Members in the first general meeting to be held after March 31, 2024.

Mr. Grandhi Mallikarjuna Rao (DIN: 00574243) was appointed as Non-Executive Non-Independent Director of the Company w.e.f. 25/09/2017 and presently he is the Chairman of the Board of the Company. The Nomination & Remuneration Committee (NRC) at its meeting held on April 18, 2024 has provided its recommendation to the Board and based on the recommendation of the NRC, the Board of Directors also approved and recommended to the members, the proposal for continuation of his Directorship effective from March 31, 2024 for a further term of five years.

In Compliance with the provisions of Section 17(1D) of SEBI LODR, the resolution for the approval for continuation of Mr. Grandhi Mallikarjuna Rao as Non-Executive Non-Independent Director is being placed before the members for their approval.



Except Mr. Grandhi Mallikarjuna Rao (self), Mr. Grandhi Buchisanyasi Raju (son), Mr. Grandhi Kiran Kumar (son), Mr. Srinivas Bommidala (son-in law) and Mrs. Ramadevi Bommidala (Daughter), to the extent of their shareholding, if any, in the Company, none of the Directors and/ or Key Managerial Personnel of the Company and/ or their relatives, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice.

Item No. 4

To approve the continuation of directorship of Mr. Boda Venkata Nageswara Rao (DIN: 00051167) serving the Board of the Company as Non-Executive Non-Independent Director for a term of Five years.

Pursuant to SEBI's amendment dated July 15, 2023, applicable with effect from April 1, 2024 read with Regulation 17(1D) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the continuation of a Director serving on the Board of Directors of a listed entity shall be subject to the approval by the Members at a general meeting at least once in every five (5) years from the date of their appointment or reappointment, as the case may be. The continuation of director serving on the Board of Directors of a listed entity as on March 31, 2024, without the approval of the Members for a period of last five (5) years or more shall be subject to the approval of Members in the first general meeting to be held after March 31, 2024.

Mr. Boda Venkata Nageswara Rao (DIN: 00051167) was appointed as Non-Executive Non-Independent Director of the Company w.e.f. 25/09/2017.

The Nomination & Remuneration Committee (NRC) at its meeting held on April 18, 2024 has provided its recommendation to the Board and based on the recommendation of the NRC, the Board of Directors also approved and recommended to the members, the proposal for continuation of his Directorship effective from March 31, 2024 for a further term of five years.

In Compliance with the provisions of Section 17(1D) of SEBI LODR, the resolution for the approval for continuation of Mr. Boda Venkata Nageswara Rao as Non-Executive Non-Independent Director is being placed before the members for their approval.

Except Mr. Boda Venkata Nageswara Rao (self), to the extent of his shareholding, if any, in the Company, none of the Directors and/ or Key Managerial Personnel of the Company and/ or their relatives, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.



Item No. 5

To approve the continuation of directorship of Mr. Srinivas Bommidala (DIN: 00061464) serving the Board of the Company as Non-Executive Non-Independent Director for a term of Five years.

Pursuant to SEBI's amendment dated July 15, 2023, applicable with effect from April 1, 2024 read with Regulation 17(1D) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the continuation of a Director serving on the Board of Directors of a listed entity shall be subject to the approval by the Members at a general meeting at least once in every five (5) years from the date of their appointment or reappointment, as the case may be. The continuation of director serving on the Board of Directors of a listed entity as on March 31, 2024, without the approval of the Members for a period of last five (5) years or more shall be subject to the approval of Members in the first general meeting to be held after March 31, 2024.

Mr. Srinivas Bommidala (DIN: 00061464) was appointed as Non-Executive Non-Independent Director of the Company w.e.f. 25/09/2017.

The Nomination & Remuneration Committee (NRC) at its meeting held on April 18, 2024 has provided its recommendation to the Board and based on the recommendation of the NRC, the Board of Directors also approved and recommended to the members, the proposal for continuation of his Directorship effective from March 31, 2024 for a further term of five years.

In Compliance with the provisions of Section 17(1D) of SEBI LODR, the resolution for the approval for continuation of Mr. Srinivas Bommidala as Non-Executive Non-Independent Director is being placed before the members for their approval.

Except Mr. Srinivas Bommidala (self), Mr. Grandhi Mallikarjuna Rao (Father in Law), Mr. Grandhi Buchisanyasi Raju (Brother in Law), Mr. Grandhi Kiran Kumar (Brother in Law), Mrs. Ramadevi Bommidala (Spouse), to the extent of their shareholding, if any, in the Company, none of the Directors and/ or Key Managerial Personnel of the Company and/ or their relatives, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

Item No. 6

To approve the continuation of directorship of Mr. Grandhi Buchisanyasi Raju (DIN: 00061686) serving the Board of the Company as Non-Executive Non-Independent Director for a term of Five years.



Pursuant to SEBI's amendment dated July 15, 2023, applicable with effect from April 1, 2024 read with Regulation 17(1D) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the continuation of a Director serving on the Board of Directors of a listed entity shall be subject to the approval by the Members at a general meeting at least once in every five (5) years from the date of their appointment or reappointment, as the case may be. The continuation of director serving on the Board of Directors of a listed entity as on March 31, 2024, without the approval of the Members for a period of last five (5) years or more shall be subject to the approval of Members in the first general meeting to be held after March 31, 2024.

Mr. Grandhi Buchisanyasi Raju (DIN: 00061686) was appointed as Non-Executive Non-Independent Director of the Company w.e.f. 25/09/2017.

The Nomination & Remuneration Committee (NRC) at its meeting held on April 18, 2024 has provided its recommendation to the Board and based on the recommendation of the NRC, the Board of Directors also approved and recommended to the members, the proposal for continuation of his Directorship effective from March 31, 2024 for a further term of five years.

In Compliance with the provisions of Section 17(1D) of SEBI LODR, the resolution for the approval for continuation of Mr. Grandhi Buchisanyasi Raju as Non-Executive Non-Independent Director is being placed before the members for their approval.

Except Mr. Grandhi Buchisanyasi Raju (self), Mr. Grandhi Mallikarjuna Rao (Father), Mr. Grandhi Kiran Kumar (Brother), Mrs. Ramadevi Bommidala (Sister) Mr. Srinivas Bommidala (Brother in Law), to the extent of their shareholding, if any, in the Company, none of the Directors and/ or Key Managerial Personnel of the Company and/ or their relatives, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

Item No. 7

To approve the continuation of directorship of Mr. Grandhi Kiran Kumar (DIN: 00061669) serving the Board of the Company as Non-Executive Non-Independent Director for a term of Five years.

Pursuant to SEBI's amendment dated July 15, 2023, applicable with effect from April 1, 2024 read with Regulation 17(1D) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the continuation of a Director serving on the Board of Directors of a listed entity shall be subject to the approval by the Members at a general meeting at least once in every five (5) years from the date of their appointment or reappointment, as the case may be. The continuation of director serving on the Board of Directors of a listed entity as on March 31, 2024, without the approval of the Members for



a period of last five (5) years or more shall be subject to the approval of Members in the first general meeting to be held after March 31, 2024.

Mr. Grandhi Kiran Kumar (DIN: 00061669) was appointed as Non-Executive Non-Independent Director of the Company w.e.f. 25/09/2017.

The Nomination & Remuneration Committee (NRC) at its meeting held on April 18, 2024 has provided its recommendation to the Board and based on the recommendation of the NRC, the Board of Directors also approved and recommended to the members, the proposal for continuation of his Directorship effective from March 31, 2024 for a further term of five years.

In Compliance with the provisions of Section 17(1D) of SEBI LODR, the resolution for the approval for continuation of Mr. Grandhi Kiran Kumar as Non-Executive Non-Independent Director is being placed before the members for their approval.

Except Mr. Grandhi Kiran Kumar (self), Mr. Grandhi Mallikarjuna Rao (Father), Mr. Grandhi Buchisanyasi Raju (Brother), Mrs. Ramadevi Bommidala (Sister), Mr. Srinivas Bommidala (Brother in Law), to the extent of their shareholding, if any, in the Company, none of the Directors and/ or Key Managerial Personnel of the Company and/ or their relatives, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice.





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 Tuesday, May 28, 2024 at Neil Armstrong Conference Room, Third Floor, New Udaan Bhawan, Opp. Terminal-3, Indira Gandhi International Airport, New Delhi-110037 at 10:30 a.m. at a shorter notice.

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

.....
(Signature of Member/Proxy)

Name:
No. of Shares Held:
DP ID*/Folio No.:
Client ID*:

* Applicable for Shareholders holding shares in Electronic form



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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* Applicable for Shareholders holding shares in Electronic form

I / We being the members of **GMR Enterprises Private Limited**, hereby appoint:

- 1) Name Address.....
having e-mail id: Signature or failing him/her;
- 2) Name Address.....
having e-mail id: Signature or failing him/her;
- 3) Name Address.....
having e-mail id: Signature

as my / our proxy to attend and vote for me / us and on my / our behalf at the Extraordinary General Meeting of the Members of GMR Enterprises Private Limited proposed to be held on Tuesday, May 28, 2024 at Neil Armstrong Conference Room, Third Floor, New Udaan Bhawan, Opp. Terminal-3, Indira Gandhi International Airport, New Delhi-110037 at 10:30 a.m. at a shorter notice or at any adjournment thereof.

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

Sl. No.	Resolutions	No. of shares held	For	Against
Special Business				
1.	To approve the continuation of directorship of Mr. Grandhi Mallikarjuna Rao (DIN: 00574243) as a Non-Executive Non- Independent Director of the Company post attaining the age of 75 years.			
2.	To approve the continuation of directorship of Mr. Parameswararao Kusumanchi (DIN: 02780484) as a Non-Executive Independent Director of the Company post attaining the age of 75 years.			
3.	To approve the continuation of directorship of Mr. Grandhi Mallikarjuna Rao (DIN: 00574243) serving the Board of the Company as Non-Executive Non-Independent Director for a term of Five years.			
4.	To approve the continuation of directorship of Mr. Boda Venkata Nageswara Rao (DIN: 00051167) serving the Board of the Company as Non-Executive Non-Independent Director for a term of Five years.			
5.	To approve the continuation of directorship of Mr. Srinivas Bommidala (DIN: 00061464) serving the Board of the Company as Non-Executive Non-Independent Director for a term of Five years.			
6.	To approve the continuation of directorship of Mr. Grandhi Buchisanyasi Raju (DIN: 00061686) serving the Board of the Company as Non-Executive Non-Independent Director for a term of Five years.			
7.	To approve the continuation of directorship of Mr. Grandhi Kiran Kumar (DIN: 00061669) serving the Board of the Company as Non-Executive Non-Independent Director for a term of Five years.			

Signed this day of2024

Signature of Shareholder

Signature of Proxy Holders

Affix one Rupee Revenue Stamp

NOTES:

- 1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the EGM.**
2. For the Resolutions and Notes, please refer to Notice of the EGM.

** 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 of the Company at shorter notice

I/ We,, having address/ Registered office at holding equity Shares of Rs.10/- each in the Company in my/our own name hereby give consent pursuant to the provisions of Section 101(1) of the Companies Act, 2013, to hold the Extraordinary General Meeting of the Company on Tuesday, May 28, 2024 at Neil Armstrong Conference Room, Third Floor, New Udaan Bhawan, Opp. Terminal-3, Indira Gandhi International Airport, New Delhi-110037 at 10:30 a.m. at a shorter notice.

.....

Date:
Place:

Route Map

