

## NOTICE

Notice is hereby given that an Extra-Ordinary General Meeting No. 1/2020-21 of the members of GMR Enterprises Private Limited will be held on Monday, October 05, 2020 at 25/1, Skip House, Museum Road, Bangalore- 560025 at 3.00 p.m. to transact the following business at shorter notice:

### 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 Section 42, 71 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 (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) and SEBI Circular dated January 05, 2018 on Electronic book mechanism for issuance of securities on private placement basis, as amended, if applicable and as amended from time to time and other applicable SEBI regulations and guidelines, 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 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 Bonds/Debentures (the **“Investors”**) to subscribe to redeemable, secured/unsecured, listed/unlisted, non-convertible debentures, bonds, and/or other debt securities, etc., on a private placement basis in one or

more tranches and/ or series for an amount of upto INR 550 Crores (Rupees Five Hundred Fifty Crores only) during the period of one year from the date of passing of this Special Resolution by the Members."

**"RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board/Management Committee be and is hereby authorised to determines the terms of issue including the class of investors to whom Bonds / debentures are to be issued, time, securities to be offered, the number of Bonds/ debentures, tranches, issue price, tenor, interest rate, premium/ discount, listing and to do all such acts and things and deal with all such matters and take all such steps as may be necessary including but not limited to sign and execute any deeds/ documents/undertakings/ agreements/ papers/ writings, issue the disclosure documents and make necessary filings with the statutory authorities and government authority, as may be required in this regard."

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



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

Place: New Delhi  
Date: October 03, 2020

**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**

The Company proposes to issue 5500 secured/unsecured, listed/unlisted, rated/unrated, redeemable and Non-Convertible Bonds/Debentures of face value of Rs.10,00,000/- (Rupees Ten Lakhs only) each aggregating to Rs. 550,00,00,000/- (Rupees Five Hundred Fifty Crores only) on a private placement basis ("**Bonds/Debentures**") during the financials year 2020-21.

The Company proposes to utilize the proceeds of the Bonds/Debentures for meeting payment of fees, cost, charges and expenses pertaining to the issue of Bonds/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 bond/debenture trust deed and other transaction documents proposed to be executed.

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

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 Bond/Debenture trust deed and other transaction documents are available for inspection by the Members by the members 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: October 03, 2020