

## NOTICE

Notice is hereby given that an Extra-Ordinary General Meeting No. 2/2020-21 of the members of GMR Enterprises Private Limited will be held on Thursday, October 29, 2020 at Nectar Conference Room, New Udaan Bhawan Complex, Opp. Terminal-3, Indira Gandhi International Airport, New Delhi-110037 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), 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 debenture trust deed to be executed in relation to the Debentures (the "**Investors**") to subscribe to secured, unlisted, unrated, redeemable Non-Convertible Debentures on a private placement basis in one or more tranches and/ or series for an amount of upto INR 200 Crores (Rupees Two Hundred 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 authorized to determine the terms of issue including the class of investors to whom debentures are to be issued, time, securities to be offered, the number of

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 27, 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 2000 secured, unlisted, unrated, redeemable Non-Convertible Debentures of face value of Rs.10,00,000/- (Rupees Ten Lakhs only) each aggregating to Rs. 200,00,00,000/- (Rupees Two Hundred Crores only) on a private placement basis ("**Debentures**") during the financial year 2020-21.

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.

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 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 27, 2020