

NOTICE

Notice is hereby given that an Extra-ordinary General Meeting of the members of GMR Enterprises Private Limited will be held on Thursday, July 28, 2016 at 3rd Floor, New Udaan Bhawan, Opp. Terminal -3, IGI Airport, New Delhi- 110 037 at 4.30 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 Sections 42 and 71 and other applicable provisions of the Companies Act, 2013 (the **“Act”**) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014; the Memorandum and Articles of Association of the Company; the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (as amended), Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014 (**“FPI Regulations”**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, if applicable, and such other applicable statutory provisions including modifications or re-enactments thereof for the time being in force and subject to such other approvals as may be required from regulatory authorities from time to time, consent of the Company be and is hereby accorded to the Board to offer, issue and allot up to 2700 listed, rated, redeemable, marketable, non-convertible debentures of face value of Rs. 10,00,000 (Rupees Ten Lakh Only) each aggregating up to Rs. 270,00,00,000 (Rupees Two Hundred Seventy Crore only) to be issued under one or more series (**“Series”**) on a private placement basis in dematerialized form (**“Debentures”**), to eligible investors as per the terms and conditions to be set out in one or more private placement offer letters (the **“Offer Letters”**) to be issued by the Company and debenture trust deed to be executed in relation to the issue of Debentures (**“Debenture Trust Deed”**) between the Company and Axis Trustee Services Limited as the debenture trustee (**“Debenture Trustee”**) and to further list the Debentures on the stock exchange(s) in compliance with the applicable regulations on such terms as set out in the Debenture Trust Deed and do such other acts as may be required in this regard to give effect to this resolution.”





"RESOLVED FURTHER THAT for the purpose of giving effect to the resolution, consent of the Company be and is hereby accorded to the Board to appoint such persons as the Authorized Signatories of the Company as it may deem fit from time to time to finalise, settle, modify/amend and execute such documents, deeds, instruments, writings, papers or agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to resolve any question, difficulty or doubt that may arise in relation thereto or otherwise considered by the Board to be in the best interests of the Company."

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


Aruna K.
Company Secretary



Place: New Delhi
Date: July 27, 2016

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 not less than 48 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 2,700 listed, rated, redeemable, marketable, Non-Convertible Debentures (NCD) of face value of Rs.10,00,000 each aggregating to Rs. 270,00,00,000/- (Rupees Two Hundred Seventy Crore only) in one or more tranches on a private placement basis.

The Company proposes to utilize the proceeds of NCDs for refinancing of the existing loans of the Company or any of its Group companies and for other general corporate purposes as may be mutually agreed between the Company and the Debenture Holders from time to time in compliance with the provisions of applicable law(s), Private Placement Offer Letters and the Debenture Trust Deed 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 is available for inspection by the members at the registered office of the company during business hours on all working days from the date hereof upto the date of the meeting.

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**


Aruna K.
Company Secretary



Place: New Delhi
Date: July 27, 2016