



GMR CHENNAI OUTER RING ROAD PRIVATE LIMITED

CIN: U45203KA2009PTC050441

Registered Office: 25/1, SKIP House, Museum Road, Bangalore –
560025, Karnataka

E-mail: highways.secretarial@gmrgroup.in

Phone No.: 080 - 40432000; Fax No.: 080 - 40432333

**Notice of
12th Annual General Meeting**

Day, Date & Time

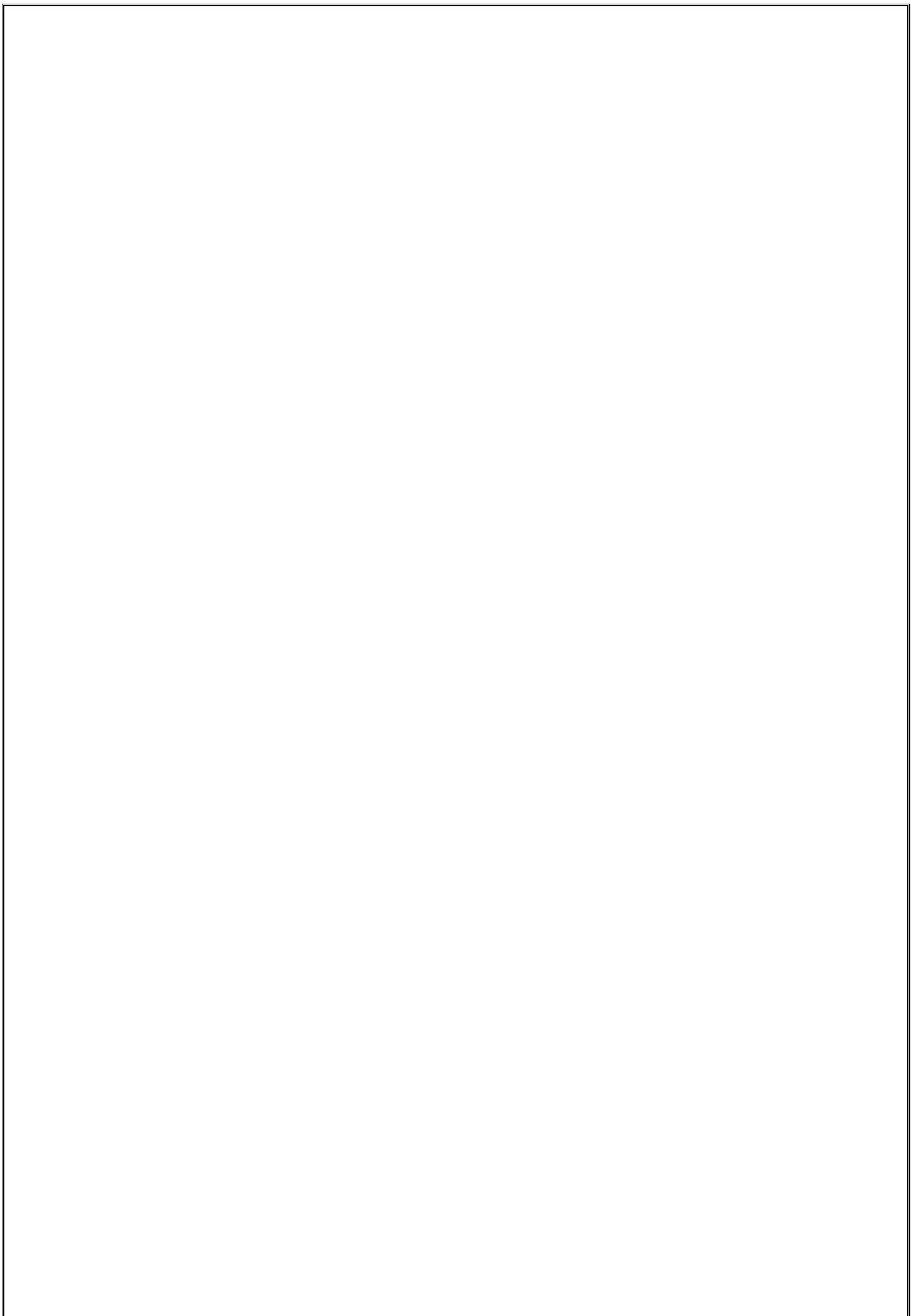
Tuesday, the 31st day of August, 2021

At

01.30 PM

Venue

Transportation Business Board Room,
GMR Transportation and Urban Infra Office, Terminal-2, Opp.
Departure Gate No. 1,
IGI Airport, New Delhi – 110037



NOTICE TO SHAREHOLDERS

NOTICE is hereby given that 12th Annual General Meeting of the Members of **GMR Chennai Outer Ring Road Private Limited** will be held on **Tuesday, the 31st day of August 2021 at 01.30 PM** at Transportation Business Board Room, GMR Transportation and Urban Infra Office, Terminal-2, opposite Departure Gate No. 1, IGI Airport, New Delhi-110037 to transact the following business:

ORDINARY BUSINESS:

- 1.** To receive, consider and adopt the audited Financial Statements for the year ended March 31, 2021 together with the Reports of the Directors' and the Auditors' thereon.
- 2.** To appoint Director in place of Mr. O. Bangaru Raju (DIN 00082228), who is liable to retire by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

- 3. To ratify the remuneration of M/s. G. R. & Co., Cost Auditor of the Company for the financial year 2021-22.**

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

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013, if any, and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Shareholders hereby ratify the remuneration of Rs. 50,000 plus applicable taxes and out of pocket expenses payable to M/s. G. R. & Co., Cost Accountants, appointed by the Board of Directors as Cost Auditors of the Company to conduct the audit of cost records of the Company for the financial year 2021-22.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

- 4. Appointment of Mr. Ram Mohan Rajashekar (DIN: 00203281) as Independent Director of the Company.**

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

"RESOLVED THAT pursuant to the provisions of Section 149, 152 and any other applicable provisions of the Companies Act, 2013 ("the Act") read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Ram Mohan Rajashekar (DIN: 00203281), who was appointed as an Additional Independent Director of the Company and has submitted a declaration confirming that he meets the criteria of independence under Section 149(6) of the Act and whose candidature for the office of Director

has been recommended by the Nomination and Remuneration Committee and Board of Directors and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act, proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, to hold office for a term of five years, with effect from June 23rd 2021 and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary of the Company, be and is /are hereby authorized, singly and/or jointly to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for giving effect to this resolution."

5. Appointment of Mr. Suryanarayana Murty Alamuru (DIN 07547004) as Independent Director of the Company.

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

"RESOLVED THAT pursuant to the provisions of Section 149, 152 and any other applicable provisions of the Companies Act, 2013 ("the Act") read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Suryanarayana Murty Alamuru (DIN 07547004), who was appointed as an Independent Director of the Company, and holds office upto August 31st 2021 and has submitted a declaration confirming he meets the criteria of independence under Section 149(6) of the Act and is eligible for re-appointment for a second term, in accordance with the provisions of the Act and the Rules made thereunder and whose candidature for the office of Director has been recommended by the Nomination and Remuneration Committee and the Board of Directors and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act, proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, to hold office for a second term of five years, with effect from September 01, 2021 and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary of the Company, be and is /are hereby authorized, singly and/or jointly to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for giving effect to this resolution."

6. Approval for appointment of Mr. R Barathi as Manager of the Company.

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 read with Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable provisions of the Companies Act, 2013, if any, the consent of the members be and is hereby accorded to the appointment of Mr. R Barathi as Manager of the Company, for a period of five (5) years w.e.f. August 01, 2021 at NIL remuneration.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary of the Company, be and is /are hereby authorized, singly and/or jointly

to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for giving effect to this resolution."

**By the Order of the Board of Directors
For GMR Chennai Outer Ring Road Private Limited**

Sd/-

**O. Bangaru Raju
Director
DIN: 00082228**

Place: Gurgaon
Date: 27.07.2021

NOTES:

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of the Special Business is annexed hereto
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE VALID AND EFFECTIVE MUST BE DELIVERED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
3. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights, provided that, a member holding more than ten percent of the total paid up share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
4. Members and/or proxies are requested to bring their copy of the notice to the meeting and should bring the attendance slips duly filled in at the meeting to avoid any inconvenience.
5. Corporate members are requested to send a duly certified copy of the Board resolution authorizing their representative/(s) to attend and vote at the General Meeting.
6. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. In terms of the requirements of the Secretarial Standards -2 on "General Meetings" issued by the Institute of the Company Secretaries of India and approved & notified by the Central Government, Route Map for the location of the aforesaid meeting is enclosed.
8. In terms of Section 20 of the Companies Act, 2013, the Notice is being sent to all the Members on the electronic mail address as provided by the Registrar or the Member from time to time for sending communications unless any Member has requested for a hard copy of the same. Members are requested to register their E-mail Id with their Depository Participant/the Company and inform any changes to the same from time to time. However, Members who prefer physical copy to be delivered may write to the Company at its Registered Office by providing their DP Id and Client Id/ledger folio number as reference.
9. Members are requested to notify any change in their registered address along with pin code and quote their respective ledger folio number/ DP Id and Client Id on every communication with the Company/Depository Participant.

10. The Register of Directors and Key Managerial Personnel and their Shareholding, maintained under Section 170 of Companies Act, 2013 and the Register of Contracts and Arrangements in which directors are Interested maintained under Section 189 of Companies Act, 2013 will be available for inspection by the members at the AGM.
11. All documents referred to in accompanying Notice and Explanatory statement are open for inspection at the registered/corporate office of the Company during the office hours on all working days except Saturdays/Sundays and holidays between 11.00 A.M. and 1.00 P.M till the date of meeting.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013, FOR THE ITEMS SET OUT IN THE ACCOMPANYING NOTICE ARE AS UNDER:

Item No. 3

To ratify the remuneration of M/s. G. R. & Co., Cost Accountant of the Company for the financial year 2021-22.

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s. G. R. & Co., Cost Accountant to conduct the audit of the cost records of the Company for the financial year 2021-22 at remuneration as detailed in the resolution.

In accordance with the provisions of Section 148(3) of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the Shareholders of the Company.

Accordingly, consent of the members is being sought for ratification of the remuneration payable to the Cost Auditors for the financial year ending 2021-22.

None of the Directors and Key Managerial Personnel of the Company & their relatives is in any way, concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Ordinary Resolution at Item No. 3 for approval of the members.

Item No. 4

Appointment of Mr. Ram Mohan Rajashekar (DIN: 00203281) as Independent Director of the Company.

The Board of Directors by passing a resolution by circulation on June 21 2021 on the recommendation of the Nomination & Remuneration Committee had appointed Mr. Ram Mohan Rajashekar (DIN: 00203281) as an Additional Independent Director for a term of five years with effect from June 23rd 2021 and pursuant to the requirements of the Act, it is proposed to seek approval of the members to appoint Mr. Ram Mohan Rajashekar (DIN: 00203281), as an Independent Director for a term of five years commencing from June 23rd, 2021. Further, Mr. Ram Mohan Rajashekar shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013.

Brief profile of Mr. Ram Mohan Rajashekar:

Mr. Ram Mohan Rajashekar runs a management consultancy firm after having spent over 40 years in the industry in various capacities. This firm, RRM Consultants is a proprietary concern, providing consultancy in various Corporate Finance matters, including Restructuring, Strategic Planning, Risk Management and Governance. The Consultancy's forte also includes commercial contracts and structuring of investments.

Prior to starting the Consultancy firm, his last employment in the industry was with the GMR Group, with whom he worked for over 20 years. During his tenure with the Group till May 2011, he has worked in several functions, rising to the level of Group President and was involved in the setting up of many projects, including the unique 220 MW Barge Mounted Power Plant.

Prior to his association with the GMR Group, Mr. Ram Mohan Rajashekaran worked with many multinational and large Indian Groups. The notable among them being the Levers group, RPG Group, TNT Express, Alcatel Business Systems, etc. He has also worked in the public sector Insurance Company, United India Insurance. His total work experience is over 40 years.

In June 2018, he passed the Limited Insolvency Examination (Under the Insolvency and Bankruptcy Code 2016) and has been registered as an Insolvency Professional with the Insolvency and Bankruptcy Board of India. This qualifies him to take up assignments as an Insolvency Resolution Professional.

Mr. Ram Mohan Rajashekaran was born in 1953. His basic qualification is B.SC in Chemistry from the Madras University. He is a qualified Chartered Accountant and has also done his full time MBA (PGDM) from the Indian Institute of Management, Calcutta.

Mr. Ram Mohan Rajashekaran has given a declaration to the Board that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013. In terms of proviso to sub-section (5) of Section 152, the Board of Directors are of the opinion that Mr. Ram Mohan Rajashekaran fulfils the conditions specified in the Act, for his appointment as an Independent Director.

The Company has also received the consent in writing to act as a Director, and an intimation that he is not disqualified under section 164(2) of the Companies Act, 2013.

The Company has received a notice in writing from a member, pursuant to Section 160(1) of the Companies Act, 2013, proposing the candidature of Mr. Ram Mohan Rajashekaran for his appointment to the office of Independent Director.

Pursuant to Secretarial Standards-2 issued by the Institute of Company Secretaries of India, additional information about Mr. Ram Mohan Rajashekaran is annexed in **Annexure I** to this Notice.

Mr. Ram Mohan Rajashekaran does not hold any shares/securities in the Company, either in his individual capacity or on a beneficial basis for any other person.

Except Mr. Ram Mohan Rajashekaran and his relatives, none of the other Directors and Key Managerial Personnel of the Company, or their relatives, are concerned or interested, financially or otherwise in this resolution.

The Board recommends the Ordinary Resolution at Item No. 4 for approval of the members.

Item No. 5

Appointment of Mr. Suryanarayana Murty Alamuru (DIN 07547004) as Independent Director of the Company.

Mr. Suryanarayana Murty Alamuru (DIN 07547004) was appointed as an Independent Director for a term of five years with effect from September 01, 2016 and his appointment was confirmed by the shareholders of the Company at the Annual General Meeting ("AGM") held on September 08, 2016. Accordingly, he will complete his first term as an Independent Director on August 31, 2021 and is eligible for re-appointment for second term of five years.

As per the recommendations of the Nomination and Remuneration Committee, the Board at its meeting held on July 27, 2021 had approved to re-appoint Mr. Suryanarayana Murty Alamuru as an Independent Director for a second term of five years with effect from September 01, 2021.

Further, pursuant to the requirements of the Act and based on his expertise, skills, rich experience, knowledge, continued valued guidance to the management and outcome of the performance evaluation during his first term of five years and the substantial contributions made by him, it is proposed to seek approval of the members by way of Special Resolution to re-appoint Mr. Suryanarayana Murty Alamuru, as an Independent Director for a second term of five years commencing from September 01, 2021. Further, Mr. Suryanarayana Murty Alamuru shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013.

Brief Profile of Mr. Suryanarayana Murty Alamuru

Mr. Suryanarayana Murty Alamuru aged 70 years is a qualified Master in Engineering in power systems and holds Bachelor degree in electrical engineering. He has more than 43 years of rich experience in Electrical and HVAC industry.

Mr. Suryanarayana Murty Alamuru has given a declaration to the Board that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013. In terms of proviso to sub-section (5) of Section 152, the Board of Directors are of the opinion that Mr. Suryanarayana Murty Alamuru fulfils the conditions specified in the Act, for his re-appointment as an Independent Director.

The Company has also received the consent in writing to act as a Director, and an intimation that he is not disqualified under section 164(2) of the Companies Act, 2013.

The Company has received a notice in writing from a member, pursuant to Section 160(1) of the Companies Act, 2013, proposing the candidature of Mr. Suryanarayana Murty Alamuru for his appointment to the office of Independent Director.

Pursuant to Secretarial Standards-2 issued by the Institute of Company Secretaries of India, additional information about Mr. Suryanarayana Murty Alamuru is annexed in **Annexure I** to this Notice.

Mr. Suryanarayana Murty Alamuru does not hold any shares/securities in the Company, either in his individual capacity or on a beneficial basis for any other person.

Except Mr. Suryanarayana Murty Alamuru and his relatives, none of the other Directors and Key Managerial Personnel of the Company, or their relatives, are concerned or interested, financially or otherwise in this resolution.

The Board recommends the Special Resolution at Item No. 5 for approval of the members.

Item No. 6

Approval for appointment of Mr. R Barathi as Manager of the Company.

Section 196 (4) of the Companies Act, 2013 provides that Subject to the provisions of section 197 and Schedule V, a managing director, whole-time director or **manager** shall be appointed and the terms and conditions of such appointment and remuneration payable be approved by the Board of Directors at a meeting which shall be subject to

approval by a resolution at the next general meeting of the company and by the Central Government in case such appointment is at variance to the conditions.

Further, in terms of provisions of Section 203 of the Companies Act, 2013 & the Companies (Appointment & Remuneration of Managerial Personnel) Rules 2014, every listed company and every other public company having a paid-up share capital of ten crore rupees or more shall have the following whole-time key managerial personnel-

- (i) Managing Director; or Chief Executive Officer or **Manager** and in their absence, a whole-time Director
- (ii) Company Secretary; and
- (iii) Chief Financial Officer

Also, no person shall be appointed as manager for a term exceeding five years at a time.

In terms of Section 203 of the Companies Act, 2013 read with rules made there under, being a public company having paid up share capital of Rs. 150 crores as on 31st March, 2021, the Company shall have to appoint a Key Managerial Personnel.

As per the recommendations of the Nomination and Remuneration Committee, the Board at its meeting held on July 27, 2021 had appointed Mr. R Barathi as Manager of the Company for a term of five years with effect from August 01, 2021 at NIL remuneration.

In terms of Section 196(4) of the Companies Act, 2013 read with rules made there under, it is proposed to obtain the approval of Shareholders for appointment including terms and conditions, of Mr. R Barathi as Manager of the Company.

Brief Profile of Mr. R Barathi

Mr. R Barathi holds a degree in B.E civil engineering and having vast experience over 30 years in Various National highways project under NHAI & State Highways. He was associated with GMR Group more than 10 years and also associated with various other reputed Concessionaires & Consultant organizations. He is also a Life member of IRC.

Pursuant to Secretarial Standards-2 issued by the Institute of Company Secretaries of India, additional information about Mr. R Barathi is annexed in **Annexure I** to this Notice.

Except Mr. R Barathi and his relatives, none of the other Directors and Key Managerial Personnel of the Company, or their relatives, are concerned or interested, financially or otherwise in this resolution.

The Board recommends the Ordinary Resolution at Item No. 6 for approval of the members.

**By the Order of the Board of Directors
For GMR Chennai Outer Ring Road Private Limited**

Sd/-

Place: Gurgaon
Date: 27.07.2021

**O. Bangaru Raju
Director
DIN: 00082228**

ANNEXURE I

Details pursuant to the requirements of Secretarial Standards-2

Name of the Director or Manager	Mr. Ram Mohan Rajashekar	Mr. Suryanarayana Murty Alamuru	Mr. R Barathi
Age	68 Years	70 Years	51 Years
Qualifications	B.SC in Chemistry from the Madras University and a qualified Chartered Accountant and has also done full time MBA (PGDM) from the Indian Institute of Management, Calcutta. He is also registered as an Insolvency Professional with the Insolvency and Bankruptcy Board of India.	Master in Engineering in power systems and holds Bachelor degree in electrical engineering	B.E civil engineering
Experience	He runs a management consultancy firm, after having spent over 40 years in the industry in various capacities as detailed in the explanatory statement (Item no.4) of this notice.	More than 43 years of rich experience is Electrical and HVAC industry.	He is having vast experience over 30 years in Various National highways project under NHAI & State Highways.
Terms and conditions of appointment or reappointment along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable	Appointed as an Independent Director of the Company and will be paid sitting fees for attending Board and Committee meetings of the Company during his tenure.	Appointed as an Independent Director of the Company and will be paid sitting fees for attending Board and Committee meetings of the Company during his tenure. Mr. Suryanarayana Murty Alamuru received the sitting fees for attending the meeting of Board and its committees during the financial year 2020-21.	Being appointed as Manager for a period of five years w.e.f. August 01, 2021 at NIL Remuneration.
Date of First appointment	June 23, 2021	September 01, 2016	NA

the Board			
Shareholding in the Company	Nil	Nil	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	NA	NA	NA
Number of Board Meetings attended during the financial year 2020-21	NA	Four Board meetings were held in the Financial Year 2020-21 wherein Mr. Suryanarayana Murty Alamuru had attended all the Board meetings.	NA
Other Directorships	Nil	Nil	Nil
Membership / Chairmanship of Committees of other Boards	NA	NA	NA

GMR CHENNAI OUTER RING ROAD PRIVATE LIMITED

CIN NO U45203KA2009PTC050441

Registered Office: 25/1, SKIP House, Museum Road, Bangalore – 560 025, Karnataka

E-mail: highways.secretarial@gmrgroup.in

Phone No.: 080 - 40432000; Fax No.: 080 - 40432333

**ATTENDANCE
SLIP**

DP ID		FOLIO NO. / CLIENT ID		No. of shares	
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Name(s) and address of the member in full:

I/We hereby record my/our presence at the 12th Annual General Meeting of the Company to be held on Tuesday, the 31st day of August 2021 at 01.30 PM at Transportation Business Board Room, GMR Transportation and Urban Infra Office, Terminal-2, opposite Departure Gate No. 1, IGI Airport, New Delhi-110037.

MEMBER

PROXY

Signature of Member / Proxy

GMR CHENNAI OUTER RING ROAD PRIVATE LIMITED

CIN NO U45203KA2009PTC050441

Registered Office: 25/1, SKIP House, Museum Road, Bangalore – 560 025, Karnataka

E-mail: highways.secretarial@gmrgroup.in

Phone No.: 080 - 40432000; Fax No.: 080 - 40432333

FORM NO.MGT-11

**PROXY
FORM**

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rule, 2014]

CIN	U45203KA2009PTC050441
Name of the Company	GMR CHENNAI OUTER RING ROAD PRIVATE LIMITED
Registered Address	25/1, Skip House, Museum Road, Bangalore – 560025, Karnataka

Name of the member(s)	
Registered Address	
E-Mail ID	
DPID and Client ID /Folio No	

I/We, being the member(s) holding _____ shares of the above named Company, hereby appoint

1	Name			
	Address			
	E-Mail ID		Signature	

or failing him

2	Name			
	Address			
	E-mail ID		Signature	

or failing him

3	Name			
	Address			
	E-Mail ID		Signature	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 12th Annual General Meeting of the Company, to be held on **Tuesday, the 31st Day of August 2021** at 01.30 PM at Transportation Business Board Room, GMR Transportation and Urban infra office, Terminal-2, opposite Departure Gate No. 1, IGI

Airport, New Delhi-110037 and at any adjournment thereof in respect of such resolutions as are indicated below:

Ordinary Business	
1.	To receive, consider and adopt the audited Financial Statements for the year ended March 31, 2021 together with the Reports of the Directors' and the Auditors' thereon.
2.	To appoint Director in place of Mr. O. Bangaru Raju (DIN 00082228), who is liable to retire by rotation and being eligible offers himself for re-appointment.
Special Business	
3.	To ratify the remuneration of M/s. G. R. & Co., Cost Auditor of the Company for the financial year 2021-22.
4.	Appointment of Mr. Ram Mohan Rajashekar (DIN: 00203281) as Independent Director of the Company.
5.	Appointment of Mr. Suryanarayana Murty Alamuru (DIN 07547004) as Independent Director of the Company.
6.	Approval for appointment of Mr. R Barathi as Manager of the Company.

Signed this _____ day of _____ 2021

Signature of Member

Signature of Proxy holder(s)

Notes:

Affix
Revenue
Stamp of
Re.1

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 Meeting.

2. A proxy need not be a member of the Company.

ROUTE MAP OF THE VENUE

