



GMR POCHANPALLI EXPRESSWAYS LIMITED

CIN NO U45200KA2005PLC049327

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

**Notice of
16th Annual General Meeting**

Day, Date & Time

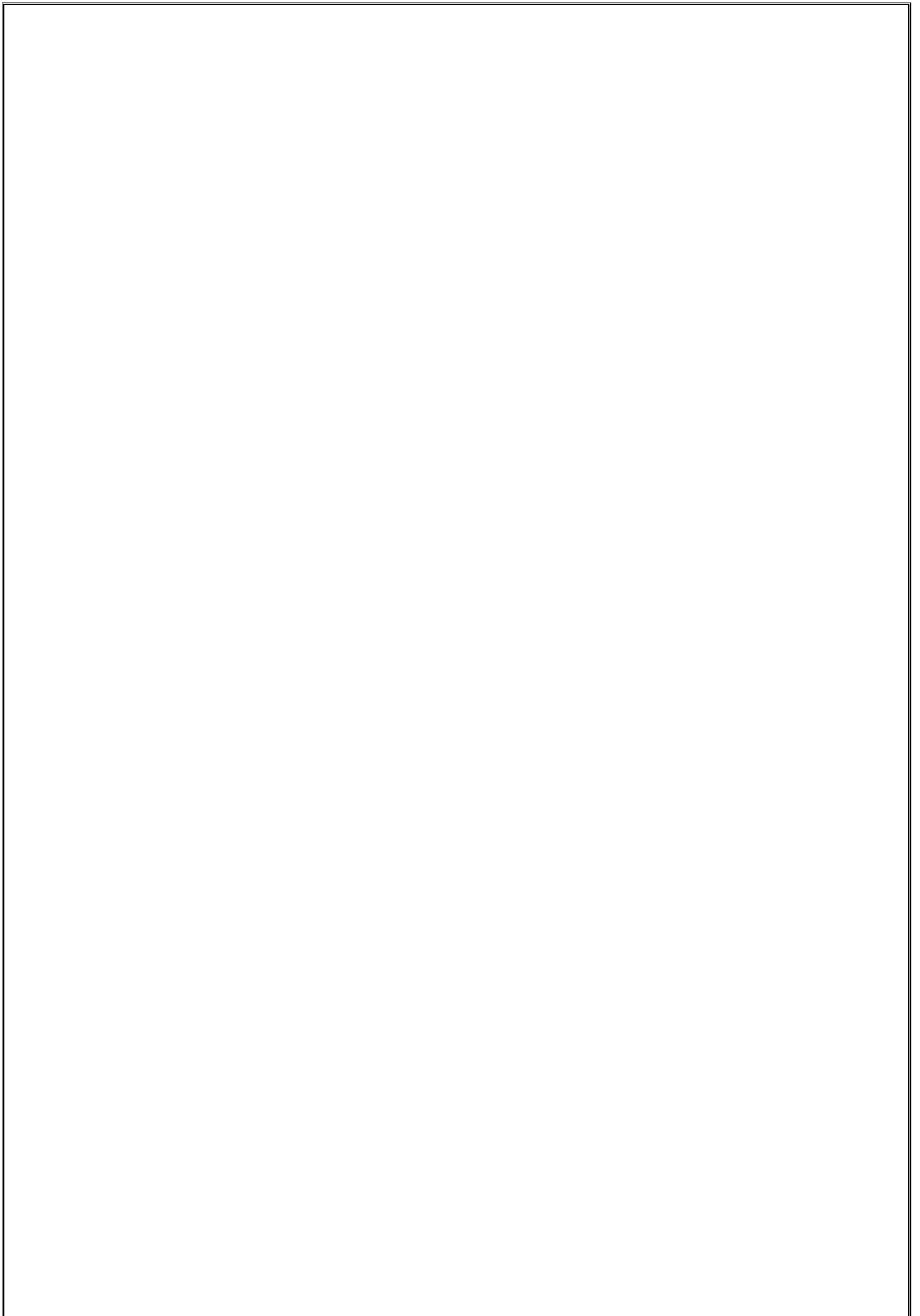
Tuesday, the 31st day of August, 2021

At

09:30 AM

Venue

**Transportation Business Board Room,
GMR T&UI Office, Terminal-2, Opp. Departure Gate No. 1,
IGI Airport, New Delhi – 110037**



NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the 16th Annual General Meeting of the Members of **GMR Pochanpalli Expressways Limited** will be held on **Tuesday, the 31st day of August 2021** at **09:30 AM** at Transportation Business Board Room, GMR T&UI Office, Terminal-2, Opp. 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. Mohan Rao M. (DIN 02506274), who is liable to be 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. Bajrang Lal Gupta (DIN 07175777) 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. Bajrang Lal Gupta (DIN 07175777), 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."

**By the Order of the Board of Directors
For GMR Pochanapalli Expressways Limited**

**Sd/-
Arun Kumar Sharma
Director
DIN: 02281905**

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. Bajrang Lal Gupta (DIN 07175777) as Independent Director of the Company.

Mr. Bajrang Lal Gupta (DIN 07175777) 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. Bajrang Lal Gupta 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. Bajrang Lal Gupta, as an Independent Director for a second term of five years commencing from September 01, 2021. Further, Mr. Bajrang Lal Gupta shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013.

Brief Profile of Mr. Bajrang Lal Gupta

Mr. Bajrang Lal Gupta, aged about 66 years, holds Master Degree in Business Administration and CAIIB. He has diversified experience of over 38 years in Banking, Corporate & Project Finance. He held key positions with Andhra Bank & India Infrastructure Finance Company Limited (IIFCL). His expertise includes

project appraisal, risk evaluation and monitoring of infrastructure and manufacturing projects; establishing, managing & operating Zonal/ Branch offices of Banks/ Financial Institutions in various geographies. He also holds position of Director on the Board of Several Companies.

Mr. Bajrang Lal Gupta 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. Bajrang Lal Gupta 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. Bajrang Lal Gupta 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. Bajrang Lal Gupta is annexed in **Annexure I** to this Notice.

Mr. Bajrang Lal Gupta 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. Bajrang Lal Gupta 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. 4 for approval of the members.

**By the Order of the Board of Directors
For GMR Pochanpalli Expressways Limited**

**Sd/-
Arun Kumar Sharma
Director
DIN: 02281905**

Place: Gurgaon
Date: 27.07.2021

ANNEXURE I

Details pursuant to the requirements of Secretarial Standards-2

Name of the Director or Manager	Mr. Bajrang Lal Gupta		
Age	66 Years		
Qualifications	Master Degree in Business Administration and CAIIB		
Experience	More than 38 years in Banking, Corporate & Project Finance.		
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	<p>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.</p> <p>Mr. Bajrang Lal Gupta received the sitting fees for attending the meeting of Board and its committees during the financial year 2020-21.</p>		
Date of First appointment on the Board	September 01, 2016		
Shareholding in the Company	Nil		
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	NA		
Number of Board Meetings attended during the financial year 2020 -21	Five Board meetings were held in the Financial Year 2020-21 wherein Mr. Bajrang Lal Gupta had attended all the Board meetings.		
Other Directorships	<ol style="list-style-type: none"> 1. Dhanashri Home Finance Private Limited; 2. GMR Tuni-Anakapalli Expressways Limited; 3. GMR Tambaram Tindivanam Expressways Limited; 4. Gayatri Lalitpur Roadways Limited; 5. Gayatri Jhansi Roadways Limited; 6. GMR Hyderabad Vijayawada Expressways Private Limited; 7. GMR Ambala-Chandigarh Expressways Private Limited; 8. Narayan Industries & Warehousing Private Limited; 9. IRB Surat Dahisar Tollway Limited 10. IRB Talegoan Amravati Tollway Limited 11. IRB Jaipur Deoli Tollway Limited 		
Membership / Chairmanship of Committees of other Boards	Name of the Company	Committee	Member /Chairman
	GMR Tuni-Anakapalli Expressways Limited	Audit Committee	Member
		Nomination and Remuneration Committee	
	GMR Tambaram	Audit Committee	Chairman
Corporate Social			

	Tindivanam Expressways Limited	Responsibility Committee	
		Nomination and Remuneration Committee	
	Gayatri Lalitpur Roadways Limited	Audit Committee	Member
	Gayatri Jhansi Roadways Limited	Audit Committee	Member
	GMR Ambala-Chandigarh Expressways Private Limited	Audit Committee	Chairman
		Nomination and Remuneration Committee	
GMR Hyderabad Vijayawada Expressways Private Limited	Audit Committee	Chairman	
	Nomination and Remuneration Committee		

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CIN: U45200KA2005PLC049327

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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 16th Annual General Meeting of the Company to be held **on Tuesday, the 31st day of August 2021 at 09:30 AM at Transportation Business Board Room, GMR T&UI Office, Terminal-2, Opp. Departure Gate No. 1, IGI Airport, New Delhi – 110037.**

MEMBER PROXY

Signature of Member / Proxy

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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	U45200KA2005PLC049327
Name of the Company	GMR POCHANPALLI EXPRESSWAYS LIMITED
Registered Address	25/1, Skip House, Museum Road, Bangalore – 560 025, 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 16th Annual General Meeting of the Company, to be held on **Tuesday, the 31st day of August 2021 at 09:30 AM at Transportation Business Board Room, GMR T&UI Office, Terminal-2, Opp. 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. Mohan Rao M. (DIN 02506274) who is liable to be 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. Bajrang Lal Gupta (DIN 07175777) as an Independent Director of the Company.

Signed this _____ day of _____ 2021

Signature of Member

Signature of Proxy holder(s)

Affix Revenue
Stamp of Re.1

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

ROUTE MAP OF THE VENUE

