



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.: 011 - 42537003; Fax No.: 011 - 42532706

**Notice of
Thirteenth Annual General Meeting**

Day, Date & Time

Monday, the 27th day of August, 2018

At

10.30 AM

Venue

**25/1, SKIP House,
Museum Road,
Bangalore-560 025,
Karnataka**

NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the Thirteenth Annual General Meeting of the Members of **GMR Pochanpalli Expressways Limited** will be held on **Monday, the 27th day of August 2018** at **10.30 AM** at the Registered Office of the Company situated at 25/1, SKIP House, Museum Road, Bangalore-560025 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Financial Statements for the year ended March 31, 2018 together with the Reports of the Directors and the Auditors thereon.
2. To appoint Director in place of Mr. Arun Kumar Sharma (DIN 02281905) who is liable to be retire by rotation and being eligible to offers himself for re-appointment.
3. To appoint Statutory Auditors and to fix their remuneration and in this connection, to consider, and, if thought fit, to pass with or without modification, the following resolution as an **Ordinary resolution:**

"RESOLVED THAT M/s. Chaturvedi & Shah, Chartered Accountants, (*Firm Registration No. 101720W*) be and are hereby appointed as Statutory Auditors of the Company for a period of 5 (five) years and are entitled to hold office from the conclusion of this Annual General Meeting to the conclusion of 18th Annual General Meeting of the Company, on such remuneration, as may be determined by the Board of Directors or any Committee/ any person authorized by the Board on its behalf."

"RESOLVED FURTHER THAT the Board of Directors or any Committee thereof be and is hereby authorized to negotiate and agree upon the remuneration with M/s. Chaturvedi & Shah, Chartered Accountants and approve the remuneration payable to them including any out of pocket expenses as may be incurred by them in the course of audit."

Special Business

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

4. **To ratify the remuneration of M/s. G. R. & Co., Cost Accountant of the Company for the financial year 2018-19.**

"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 2018-19."



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

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



Sharma

**Arun Kumar Sharma
Director**

DIN: 02281905

Place: New Delhi
Date: 20th July, 2018



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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 to the Member unless any Member has requested for a hard copy of the same. For Members who have not registered their e-mail address, physical copy of the Notice is being sent by courier. Members are requested to register their E-mail Id with their Depository Participant and inform them of 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 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 on every communication with the Company.
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 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.



**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 4:

To ratify the remuneration of M/s. G.R. & Co., Cost Accountant of the Company for the financial year 2018-19

The Board, on the recommendation of the Audit Committee, has approved the reappointment 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 2018-19 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 approval of the remuneration payable to the Cost Auditors for the financial year ending 2018-19.

Save and except M/s. G.R. & Co., Cost Accountant, none of the other 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 Resolutions at Item No. 4 for approval of the members.

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



Arun Kumar Sharma

**Arun Kumar Sharma
Director**

DIN: 02281905

Place: New Delhi
Date: 20th July, 2018

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**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 13th Annual General Meeting of the Company to be held **on Monday, the 27th day of August 2018 at 10.30 AM at the Registered Office of the Company at, 25/1, Skip House, Museum Road, Bangalore – 560025, Karnataka.**

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 13th Annual General Meeting of the Company, to be held on Monday, August 27, 2018 at 10.30 AM

at 25/1, Skip House, Museum Road, Bangalore - 560025, Karnataka 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, 2018 together with the Reports of the Directors' and the Auditors' thereon.
2.	To appoint Director in place of Mr. Arun Kumar Sharma (DIN 02281905) who is liable to retire by rotation and being eligible to offers himself for re-appointment.
3.	To appoint Statutory Auditors and fix their remuneration and in this connection, to consider, and, if thought fit, to pass with or without modification, the following resolution as an Ordinary resolution
Special Business	
4.	To ratify the remuneration of M/s. G.R. & Co., Cost Accountant of the Company for the financial year 2018-19

Signed this _____ day of _____ 2018

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



