

GMR Hotels and Resorts Limited

Regd Off: Novotel Hyderabad Airport, Rajiv Gandhi International Airport, Shamshabad, Hyderabad - 500 409, Telangana
CIN: U55101TG2008PLC060866

NOTICE TO THE MEMBERS OF THE 7th ANNUAL GENERAL MEETING OF THE COMPANY

Notice is hereby given that the 7th Annual General Meeting of the Members of GMR Hotels and Resorts Limited will be held on Wednesday, September 30, 2015 at 04.00 PM at the Registered Office at Novotel Hyderabad Airport, Rajiv Gandhi International Airport, Shamshabad, Hyderabad – 500409, Telangana to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2015, the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Prasanna Challa [DIN 01630300], who retires by rotation and, being eligible, offers himself for reappointment.
3. To reappoint M/s. S. R. Batliboi & Associates LLP, Chartered Accountants [ICAI Firm Regn.No.101049W] as the Statutory Auditors of the Company to hold the office from the conclusion of ensuing Annual General Meeting (AGM) until the conclusion of 8th Annual General Meeting of the Company and the Board of Directors of the Company be and are hereby authorized to fix their remuneration.

SPECIAL BUSINESS

4. To consider and if thought fit, to pass the following resolution as an ordinary Resolution.

“RESOLVED THAT Mr. Rajesh Kumar Arora [DIN: 03174536] who was appointed as an additional Director of the Company by the Board of Directors on July 15, 2015 and who holds office upto the date of this Annual General Meeting pursuant to Section 161 of the Companies Act, 2013, be and is hereby appointed as a Director of the Company, subject to retirement by rotation.”

5. To consider and if thought fit, to pass the following resolution as an ordinary Resolution.

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, read with Schedule IV to the said Act, Ms. Siva Kameswari Vissa (DIN 02336249), be and is hereby appointed as an Independent Director of the Company to hold office for a term of two consecutive years commencing from the date of this Annual General Meeting till the date of Annual General Meeting to be held in the year 2017”

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6. To consider and if thought fit, to pass the following resolution as an ordinary Resolution.

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, read with Schedule IV to the said Act, Mr. Rajasekhara Reddy (DIN: 02339668), be and is hereby appointed as an Independent Director of the Company to hold office for a term of two consecutive years commencing from the date of this Annual General Meeting till the date of Annual General Meeting to be held in the year 2017”

By Order of the Board
GMR Hotels and Resorts Limited

Place: Hyderabad
Date :

Pankaj Kumar Mishra
Company Secretary

Notes

- 1 A Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote in his stead and such proxy need not be a member of the Company. Proxies, in order to be effective, must be deposited at the Registered Office of the Company not less than forty eight hours before the commencement of the meeting.
- 2 The relevant Explanatory statement under Section 102 of the Companies Act, 2013 in respect of Special business is annexed hereto.
- 3 All documents pertaining to the Special Business would be available for inspection by any member of the Company between 12.00 noon to 5.00 p m. on all working days at the Registered Office of the Company upto the date of this Annual General Meeting.

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Explanatory Statement pursuant to section 102 of the Companies Act, 2013

Item No. 4

The Board at its meeting held on July 15, 2015 co-opted Mr. Rajesh Kumar Arora [DIN: 03174536] as an additional Director of the Company under Section 161 of the Companies Act 2013 with effect from July 15, 2015 and he holds office of Director till the date of this Annual General Meeting.

The Company has received a Notice under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Rajesh Kumar Arora as the Director of the Company under Section 149 of the Companies Act 2013.

Mr. Rajesh Kumar Arora, aged 46 years, is a Cost Accountant and B.Com (H). He has more than 20 years of professional experience with a successful career and proven track record in Manufacturing and Infrastructure sectors. He served in senior positions in Chambal Fertilizers and Chemicals and has rich experience in Corporate Finance & Accounts, Taxation etc. He also served as a Chief Financial Officer-Joint Ventures & Corporate Integration for the Airport business of GMR Group. He also served as a Chief Financial Officer-Joint Ventures & Corporate Integration for the Airport business of GMR Group. Currently he is the Chief Financial Officer of GMR Hyderabad International Airport Limited.

Mr. Arora does not hold any share in the Company as on March 31, 2015 and not related to any of the Directors, Manager and Key Managerial Persons and their relatives.

The Board of Directors recommends resolution set out at item 4 for your consideration and approval.

None of the Directors, Manager or Key Managerial Persons or their relatives of the Company, except Mr. Rajesh Kumar Arora, are concerned or interested in the proposed resolution.

Item No. 5

In order to broad base the Board of Directors and to have good Corporate Governance practices, the Board of Directors of the Company has appointed Ms. Siva Kameswari Vissa [DIN 02336249] as an additional Director of the Company with effect from March 28, 2015 and subject to the approval of the shareholders, as an Independent Director, for a term upto the conclusion of Annual General Meeting of the Company (to be scheduled in the year 2017).

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The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member proposing the candidature of Ms. Siva Kameswari Vissa for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

Ms. Siva Kameswari Vissa, aged 51 years, is a Chartered Accountant having more than 24 years of experience comprising of management consultancy and industry experience. Her sector experience includes automotive, light & heavy engineering, process industries such as chemicals, petrochemicals, life sciences, cement, FMCG, financial services, infrastructure; hospitality, IT / ITES and retail. She has significant experience in the areas of Business Strategy, Corporate Planning, Performance Improvement, Activity Based Costing, Supply Chain, Strategic Cost reduction, IT strategy and Implementation. At present, she is an independent management consultant and also offers financial advisory services as part of her portfolio.

Ms. Vissa does not hold any shares of the Company as on March 31, 2015 and is not related to any Director, Manager or Key Managerial Person of the Company or their relatives.

Details of Ms. Vissa Siva Kameswari's Directorships and Committee memberships as on March 31, 2015 are as follows:

SL. No	Name of Company (Directorship)	Committee Membership
1	GMR Infrastructure Limited	NIL
2	Delhi International Airport Private Limited	Member - Audit Committee Member - Nomination and Remuneration Committee
3	GMR Hyderabad International Airport Limited	NIL
4	Nvision Management Solutions Private Limited	NIL
5	GMR Hotels and Resorts Limited	Member - Audit Committee Member - Nomination and Remuneration Committee
6	GMR Krishnagiri SEZ Limited	Member - Audit Committee Member - Nomination and Remuneration Committee
7	Delhi Duty Free Services Private Limited	Member - Audit Committee
8	GMR Airports Limited	NIL

The Management is of the opinion that Ms. Siva Kameswari Vissa fulfills the conditions specified in the Act and the Rules made thereunder for appointment as an Independent Director and also that her rich and varied management experience would immensely benefit the Company.

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In compliance with the provisions of section 149 read with Schedule IV of the Act, the appointment of Ms. Siva Kameswari Vissa as an Independent Director is now being placed before the Members in Annual General Meeting for their approval.

None of the Directors or Manager or Key Managerial Persons or their relatives of the Company, except Ms. Siva Kameswari Vissa, are concerned or interested in the passing of the resolution.

Item No. 6

In order to broad base the Board of Directors and to have good Corporate Governance practices, the Board of Directors of the Company has appointed Mr. Rajasekhara Reddy [DIN 02339668] as an additional Director of the Company with effect from March 28, 2015 and subject to the approval of the shareholders, as an Independent Director, for a term upto the conclusion of Annual General Meeting of the Company (to be scheduled in the year 2017).

The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member proposing the candidature of Mr. Rajasekhara Reddy for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

Mr. Rajasekhara Reddy, aged 64 years, has rich experience of 35 years in the Banking Sector with over 28 years in frontline assignments. He has varied exposure in Rural, Small & Medium Enterprises lending, NRI Business, Foreign Exchange and Cross Country. Mr. Reddy has served as Chief Executive for Bank of India, Executive Director for Union Bank of India and the Chairman and Managing Director of Andhra Bank. Mr. Reddy has to his credit of achieving Best Bank Awards under various Categories for Andhra Bank and is also associated with various committees of Reserve Bank of India and the Management Committees of Indian Banks Association.

Mr. Reddy does not hold any shares of the Company as on March 31, 2015 and is not related to any Directors, Manager or Key Managerial Person of the Company or their relatives.

Details of Mr. Rajasekhara Reddy Directorships and Committee memberships as on March 31, 2015 are as follows:

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SL No.	Directorship	Committee Membership
1	India Factoring and Finance Solutions Pvt. Ltd	Audit Committee
2	Lanco Kondapalli Power Limited	Audit Committee
3	IL&FS Infra Asset Management Ltd	Audit Committee
4	Centrum Capital Limited	NIL
5	Shaasta Cement Corporation India Pvt Ltd	NIL
6	Vikram Hospital (Bengaluru) Pvt. Ltd	NIL
7	GVPR Engineers Limited	NIL
8	Kakinada SEZ Private Limited	NIL
9	GMR Chennai Outer Ring Road Pvt Ltd	Audit Committee Nomination and Remuneration Committee
10	GMR OSE Hungund Hospet Highways Private Limited	Audit Committee Nomination and Remuneration Committee
11	GMR Aerospace Engineering Limited	Audit Committee Nomination and Remuneration Committee
12	GMR Aero Technic Limited	Audit Committee Nomination and Remuneration Committee

The Management is of the opinion that Mr. Rajasekhara Reddy fulfills the conditions specified in the Act and the Rules made thereunder for appointment as an Independent Director and also that his rich and varied management experience would immensely benefit the Company.

In compliance with the provisions of section 149 read with Schedule IV of the Act, the appointment of Mr. Rajasekhara Reddy as an Independent Director is now being placed before the Members in Annual General Meeting for their approval.

The Board of Directors recommends resolution set out at item 6 for your consideration and approval.

None of the Directors or Manager or Key Managerial Persons or their relatives of the Company, except Mr. Rajasekhara Reddy, are concerned or interested in the passing of the resolution.

By Order of the Board
GMR Hotels and Resorts Limited

Place: Hyderabad
Date :

Pankaj Kumar Mishra
Company Secretary

GMR Hotels and Resorts Limited

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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) Rules, 2014)

CIN : U55101TG2008PLC060866
Name of the Company : GMR Hotels and Resorts Limited
Registered Office : Novotel Hyderabad Airport, Rajiv Gandhi International
Airport, Shamshabad, Hyderabad 500 409, Telangana

Name of the Member(s) :	
Registered Address	
E mail Id :	
Folio No / Client Id	
DP ID :	

I/We, being the member(s) of shares of the above named company, hereby appoint:

- (1) Mr. r/o
Having email ID failing him;
- (2) Mr. r/o
Having email ID failing him;
- (3) Mr. r/o
Having email ID failing him;

as my / our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on Wednesday, September 30, 2015 at 04.00 PM at registered office at Novotel Hyderabad Airport, Rajiv Gandhi International Airport, Shamshabad, Hyderabad 500 409, Telangana and at any adjournment thereof in respect of such resolutions as indicated below:

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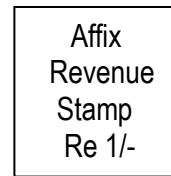
SL No	Particulars of Resolution
1	To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2015, the reports of the Board of Directors and Auditors thereon.
2	To appoint a Director in place of Mr. Prasanna Challa who retires by rotation and, being eligible, offers himself for reappointment.
3	To reappoint Statutory Auditors of the Company and pass necessary resolutions as Ordinary Resolution.
4	To appoint Mr. Rajesh Kumar Arora as Director of the Company
5	To appoint Ms. Siva Kameswari Vissa as Independent Director of the Company
6	To appoint Mr. Rajasekhara Reddy as Independent Director of the Company

Signed this _____ day of _____, 2015.

Signature of the Shareholder.....

Signature of Proxy holder(s)

- (1) Name
- (2) Name
- (3) Name



Notes: 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.

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ATTENDANCE SLIP

(7th Annual General Meeting to be held on Wednesday, September 30, 2015)

Name of the Member:.....

Regd. Folio No.:.....

*DP ID No. :.....

*Client ID No.....

No. of shares held:.....

Note : Member / Proxy must hand over the duly signed attendance slip at the venue.

* Applicable for the members holding shares in electronic form. Signature of the Member / Proxy