

GMR Hospitality and Retail Limited

(Formerly Known as GMR Hotels and Resorts Limited)

Regd. Off: GMR Aero Towers, Rajiv Gandhi International Airport, Shamshabad, Hyderabad - 500 108, Telangana
CIN: U52100TG2008PLC060866

NOTICE TO THE MEMBERS OF GMR HOSPITALITY AND RETAIL LIMITED FOR THE NINTH ANNUAL GENERAL MEETING OF THE COMPANY

Notice is hereby given that the Ninth Annual General Meeting of the Members of GMR Hospitality and Retail Limited will be held on **Monday, August 21, 2017 at 10.00 A.M** at the Registered Office of the Company at GMR Aero Towers, Rajiv Gandhi International Airport, Shamshabad, Hyderabad 500 108, at a shorter notice, to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2017 together with the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Rajesh Arora [DIN: 03174536], who retires by rotation and eligible for re-appointment.
3. To appoint Statutory Auditors of the Company and pass the following resolution as an **Ordinary Resolution**, with or without modification(s):

"RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, M/s. Deloitte Haskins & Sells, LLP, Chartered Accountants (Firm Registration No. 117366W/W-100018), be and is hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of this (9th) Annual General Meeting (AGM) till the conclusion of the AGM of the Company to be held in the year 2022 subject to the ratification by members at every Annual General Meeting to be held subsequent to the Ninth Annual General Meeting, to examine and audit the accounts of the Company at a remuneration to be fixed by the board."

**By Order of the Board
GMR Hospitality and Retail Limited**

Sd/-

**Place: Hyderabad
Date : August 14, 2017**

**C. Bharathi
Company Secretary
ACS 30329**

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NOTES:

- 1 A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend, instead of himself / herself and such proxy need not be a member.** However, the duly filled in and signed proxy form(s) in order to be valid, shall be lodged with the Company at its Registered Office not less than forty eight hours before the commencement of the meeting.
- 2 Members/Proxies are requested to bring their attendance slip along with their copy of annual report to the Meeting.
- 3 Corporate members intending to send their authorised representative(s) to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Annual General Meeting.
- 4 Relevant documents referred to in this Notice shall be open for inspection by the members of the Company at the registered office of the Company between 10.00 am to 1.00 pm on all working days, up to the date of the Annual General Meeting of the Company.
- 5 As required by Secretarial Standard (SS-2) on General Meetings, issued by Institute of Company Secretaries of India (ICSI), Route Map for venue of the meeting is enclosed.
- 6 The present statutory auditors of the Company M/s. S R Batliboi & Associates, LLP, Chartered Accountants, (Firm Registration No. 101049W/E00004), hold office up to the conclusion of the Ninth Annual General meeting of the Company. In terms of the provisions of the Companies Act, 2013, they are eligible for further appointment of three years i.e. up to financial year ending 2019-20. However, they have expressed their unwillingness to get reappointed. Hence, the Management of the Company has identified M/s. Deloitte Haskins and Sells, LLP, Chartered Accountants, Firm Registration Number: 117366W/W-100018 for appointment as the statutory auditors of the Company in place of M/s. S R Batliboi & Associates, LLP. The Audit Committee of the Company at the meeting held on July 25, 2017, has recommended the appointment of M/s. Deloitte Haskins and Sells, LLP, Chartered Accountants as the statutory auditors of the Company to the Board of Directors and the Board at its meeting held on July 25, 2017 has further recommended the appointment of M/s. Deloitte Haskins and Sells, LLP, Chartered Accountants as the statutory auditors of the Company to the shareholders. M/s. Deloitte Haskins and Sells, LLP, Chartered Accountants, will hold the office from the conclusion of the Ninth Annual General Meeting till the conclusion of Fourteenth Annual General Meeting of the Company to be held in the year 2022. The first year of the audit will be of the financial statements for the year ending March 31, 2018.

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Brief Profile of Director seeking appointment at the Annual General Meeting- Mr. Rajesh Arora

Mr. Rajesh Arora is presently the Chief Financial Officer of GMR Hyderabad International Airport Ltd., which operates Rajiv Gandhi International Airport at Hyderabad. He also serves as a Director on the Boards of GMR Hyderabad Aerotropolis Limited, GMR Hyderabad Aviation SEZ Limited, GMR Aerospace Engineering Limited, Hyderabad Menzies Air Cargo Private Limited and other GMR Group Companies.

He is a Cost Accountant and B.Com (H) from Delhi University, and has about 27 years of professional experience in the Manufacturing and Infrastructure sectors and has rich experience in Corporate Finance, Accounts, Taxation, Corporate Laws, etc.

In his previous profile at GMR, he was Chief Financial Officer-Joint Ventures & Corporate Integration for the Airport business of GMR Group. In this position, he made immense contribution to the Airports Sector, building robust relations with joint venture partners and contributed significantly towards increasing shareholder's value in these joint ventures. He has also played an important role in M&A activities of the Airports Sector.

Prior to joining GMR Group in 2007, Mr. Rajesh Arora served in senior positions in Chambal Fertilizers and Chemicals Limited.

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ATTENDANCE SLIP

Ninth Annual General Meeting of GMR Hospitality and Retail Limited to be held on **Monday, August 21, 2017 at 10.00 A.M** at the Registered Office of the Company at GMR Aero Towers, Rajiv Gandhi International Airport, Shamshabad, Hyderabad 500 108, Telangana

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

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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 : U52100TG2008PLC060866
Name of the Company : GMR Hospitality and Retail Limited

Registered Office : GMR Aero Towers, Rajiv Gandhi International Airport,
Shamshabad, Hyderabad 500 108, Telangana

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

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

- (1) r/o
having email ID failing him/her;
- (2) r/o
having email ID failing him/her;
- (3) r/o
having email ID failing him/her;

as my / our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Ninth Annual General Meeting of the Company, to be held on Monday, the August 21, 2017 at 10.00 AM at the Registered Office of the Company at GMR Aero Towers, Rajiv Gandhi International Airport, Shamshabad, Hyderabad 500 108, Telangana and at any adjournment thereof in respect of such resolutions as are indicated below:

SNo	Particulars of Resolution	For	Against
1	Adoption of the audited financial statements of the Company for the financial year ended March 31, 2017 together with the reports of the Board of Directors and Auditors thereon.		
2	Appointment of a Director in place of Mr. Rajesh Arora, who retires by rotation and eligible for re-appointment.		
3	Appointment of M/s. Deloitte Haskins & Sells, LLP, Chartered Accountants as Statutory Auditors the Company		

Signed this _____ day of _____, 2017.

Signature of the Shareholder.....
Signature of Proxy holder(s)

Affix
Revenue
Stamp

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

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) This is only optional. Please put "✓" in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he / she thinks appropriate.

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ROUTE MAP TO THE VENUE

of the Ninth AGM of GMR Hospitality and Retail Limited,
to be held on Monday, August 21, 2017 at 10.00 AM
at GMR Aero Towers, Rajiv Gandhi International Airport,
Shamshabad, Hyderabad 500 108, Telangana

