

**NOTICE TO THE MEMBERS FOR THE  
EXTRA- ORDINARY GENERAL MEETING OF THE COMPANY**

Notice is hereby given at a shorter notice that the Extra-Ordinary General Meeting of the Members of GMR Hospitality and Retail Limited will be held on Wednesday, February 14, 2018 at 10.00 A.M. at the Registered Office of the Company situated at GMR Aero Towers, Rajiv Gandhi International Airport, Shamshabad, Hyderabad, Telangana - 500108 to transact the following special business:

**1. To authorize the Company to make contributions to charitable/other funds:**

To consider and, if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 181 of the Companies Act, 2013 and other applicable provisions, if any, the consent of the Shareholders be and is hereby accorded to the Board of Directors of the Company for contributing an amount of Rs. 5,00,000/- (Rupee Five Lakhs only) as donation to the International Society for Krishna Consciousness (ISKCON) for their various charitable projects.

**RESOLVED FURTHER THAT** the Directors, the Chief Financial Officer and the Company Secretary of the Company be and are hereby severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By order of the Board of Directors  
For GMR Hospitality and Retail Limited

Place: Hyderabad  
Date : 10.02.2018

Sd/-

C. Bharathi  
Company Secretary  
FCS-9406

**Notes**

- 1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend, instead of himself 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.
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 Extra-Ordinary General Meeting.
4. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, is annexed hereto.
5. The Meeting can be convened at a shorter notice, after obtaining the consent, in writing, of more than 95% of the Members of the Company, pursuant to the provisions of Section 101 of the Act.
6. Relevant documents referred to in this Notice and the Explanatory Statement shall be open for inspection by the members of the Company at the registered office of the Company between 10.00 A.M. to 1.00 P.M. on all working days, upto the date of the Extra Ordinary General Meeting of the Company.

## **ANNEXURE TO THE NOTICE**

### **Explanatory Statement pursuant to Section 102 of the Companies Act, 2013**

#### **Item No. 1**

It is proposed to make a contribution of Rs. 5,00,000/- as a donation to the International Society for Krishna Consciousness (ISKCON), Tirupati.

Pursuant to the provisions of Section 181 of the Companies Act, 2013, the prior approval of the shareholders in general meeting is required in case aggregate amount exceeds five percent of its average net profits for the three immediately preceding financial years. The shareholders' approval is sought for making the aforesaid donation, since the Company is expecting its maiden profit in the current financial year.

The Board of Directors recommends the Resolution at Item No.1 of the accompanying Notice for the approval of the Members of the Company as an Ordinary Resolution.

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



**ATTENDANCE SLIP**

The Extra- Ordinary General Meeting of GMR Hospitality and Retail Limited to be held on **Wednesday, February 14, 2018 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

\_\_\_\_\_  
Signature of the Member / Proxy



**Regd. Office:**  
GMR Aero Towers, Rajiv Gandhi International Airport  
Shamshabad, Hyderabad - 500 108  
Telangana State, India  
**T** +91 40 6739 3903, **F** + 91 40 6739 3228  
**W** www.hyderabad.aero  
CIN U52100TG2008PLC060866

**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;
- (2) . . . . . r/o . . . . .  
having email ID . . . . . failing him;
- (3) . . . . . 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 Extra-Ordinary General of the Company, to be held on Wednesday, the February 14, 2018 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 and at any adjournment thereof in respect of such resolutions as are indicated below:

S.No	Particulars of Resolution	For	Against
1	To authorize the Company to make contributions to charitable/other funds		

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2018.

Signature of the Shareholder.....

Signature of Proxy holder(s)

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

Affix Revenue Stamp
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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.