

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

Notice is hereby given that the Extra- Ordinary General Meeting of the Members of GMR Hospitality and Retail Limited will be held on Friday, February 23, 2018 at 10.00 A.M. at GMR Aero Towers, Rajiv Gandhi International Airport, Shamshabad, Hyderabad, Telangana 500108 to transact the following special business.

SPECIAL BUSINESS

1. Amendment of Article No. 136 of the Articles of Association of the Company

To consider and, if thought fit, to pass the following resolution with or without modification(s) as a Special Resolution:

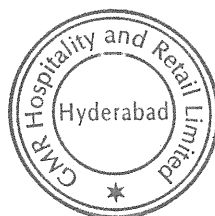
"RESOLVED THAT pursuant to the provisions of Section 5, 14 and any applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules made thereunder read with the Companies (Incorporation) Rules, 2014, the consent of the members of the Company be and is hereby accorded for the amendment of the Article 136 of the Articles of Association of the Company, by replacing the existing Article 136, as under:

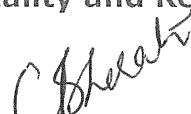
136. The Board shall provide for the safe custody of the Seal and the Seal shall not be affixed to any instrument except by authority of a resolution of Board or a committee of the Board authorised by it on that behalf and in the presence of one Director or of the Secretary or such other person as the Board may appoint for the purpose. Provided nevertheless, that any instrument bearing the Seal of the Company and issued for valuable consideration shall be binding on the Company notwithstanding any irregularity touching the authority of the Board to issue the same.

RESOLVED FURTHER THAT the Directors and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds or things as deemed necessary to give effect to the aforesaid resolution."

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

Place: Hyderabad
Date : 01.02.2018

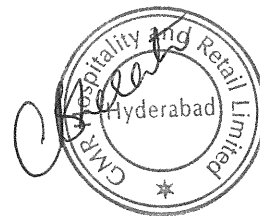



C. Bharathi
Company Secretary
FCS-9406



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. 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 A.M. to 1.00 P.M. on all working days, up to 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

The present Article No. 136 of the Articles of Association of the Company provides for affixation of the Common Seal of the Company by authority of a resolution of a Board or a Committee of the Board authorised by it on that behalf and in the presence of one Director and of the Secretary or such other person as the Board may appoint for the purpose.

The Companies (Amendment) Act, 2015 applicable w.e.f. May 29, 2015 have made requirement of Common Seal of the Company as optional. The Company would like to maintain the Common Seal of the Company for affixation on financing and other important documents. However, it proposes to alter the Article No. 136 of the Articles of Association for operational convenience, so that the Common Seal of the Company can be used by authority of a resolution of a Board or a Committee of the Board authorised by it on that behalf and in the presence of any one Director or Secretary of the Company or such other person as the Board may appoint for the purpose.

As per Section 14 of the Companies Act, 2013, any alteration to Articles of Association of the Company, is required to be made with the approval of the shareholders by passing a Special Resolution.

The Directors recommend the aforesaid resolution for the approval by the members as a Special Resolution.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested in the said resolution.





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

ATTENDANCE SLIP

The Extra- Ordinary General Meeting of GMR Hospitality and Retail Limited to be held on **Friday, February 23, 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. :
.....

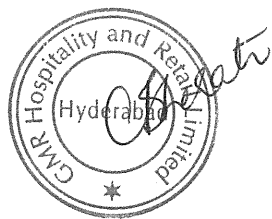
*Client ID No. :

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





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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;
- (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 Friday, the February 23, 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	Amendment of Article No. 136 of the Articles of Association of the Company		

Signed this _____ day of _____, 2018.

Signature of the Shareholder.....

Signature of Proxy holder(s)

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

Affix
Revenue
Stamp

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.

