

**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 (Formerly known as GMR Hotels and Resorts Limited) will be held on Tuesday, June 6, 2017 at 10.00 AM at Level-III Board Room, 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**

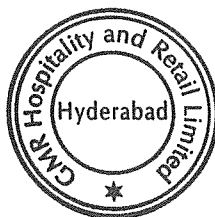
To consider and, if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution:

**"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 for contributing to charitable and/or other funds/ up to an aggregate amount of Rs. 9,00,000/- (Rupee Nine Lakhs only) as donation to Khadi & Village Industries Commission (KVIC) for their bee-keeping activity.

**RESOLVED FURTHER THAT** the Directors 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 : 03.06.2017



*C. Bharathi*  
C. Bharathi  
Company Secretary  
ACS-30329

**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 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. 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 am to 1.00 pm 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 that an amount of Rs. 9,00,000/- to be donated towards an initiative of Khadi & Village Industries Commission (KVIC), Ministry of Micro, Small & Medium Commission, Government of India called as "Sweet Kranti".

Pursuant to the provisions of Section 181 of the Companies Act, the prior approval of 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. Since the Company is to yet make the profits and is expecting to make the profit this financial year due to merger of Hyderabad Duty Free Retail Limited and increased rate of occupancy in Hotel Division, the shareholders are sought their approval for making the aforesaid donation.

The Board of Directors recommends the Resolutions at Item No. 2 of the accompanying Notice for the approval of the Members of the Company as a Special Resolution.

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

### ROUTE MAP TO THE VENUE

of the EGM of GMR Hospitality and Retail Limited,  
to be held on Tuesday, June 6, 2017 at 10.00 A.M.  
at GMR Aero Towers, Rajiv Gandhi International Airport,  
Shamshabad, Hyderabad 500 108, Telangana

