

GMR Hotels and Resorts Limited

Regd Off: Novotel Hyderabad Airport, Rajiv Gandhi International Airport, Shamshabad, Hyderabad - 500 108, Telangana
CIN: U52100TG2008PLC060866

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 Hotels and Resorts Limited will be held on Thursday, May 11, 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. Change in name of the Company and alteration in the name clause of the Memorandum of Association of the Company

To consider and, if thought fit, to pass, with or without modifications, the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 13 of the Companies Act, 2013 (the Act) read with the Companies (Incorporation) Rules, 2014 and subject to the approval of the Central Government, the name of the Company be changed from 'GMR Hotels and Resorts Limited' to 'GMR Hospitality and Retail Limited' or such other name as may be approved.

RESOLVED FURTHER THAT Clause I (**name clause**) of the Memorandum of Association of the Company be altered so as to read as under: The name of the Company is **GMR Hospitality and Retail Limited**.

RESOLVED FURTHER THAT the existing name of the Company (i.e. GMR Hotels and Resorts Limited) wherever appearing in the Memorandum and Articles of Association and other official documents, records, publications, etc., be replaced with **GMR Hospitality and Retail Limited**.

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."

2. Adoption of new set of Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013

To consider and, if thought fit, to pass, with or without modifications, the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to Section 14 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft of the new set of Articles of Association as circulated to the members and tabled at this General Meeting be and are hereby approved and adopted in substitution to the existing Articles of Association of the Company.

Certified True Copy

For GMR Hotels and Resorts Limited

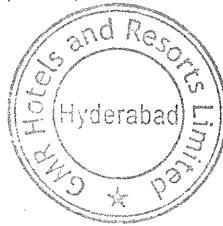

Company Secretary

GMR Hotels and Resorts Limited

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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 including to carry out any corrections/ modifications to the draft Articles of Association as may be suggested by the Registrar of Companies”.

Place: Hyderabad
Date : 02.05.2017



By order of the Board of Directors
For GMR Hotels and Resorts Limited

Bharathi
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. The draft of new set of Articles of Association of the Company proposed to be substituted with existing Articles of Association is annexed to this Notice.
7. 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.

Certified True Copy

For GMR Hotels and Resorts Limited

Bharathi
Company Secretary

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ANNEXURE TO THE NOTICE

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

Item No. 1

National Company Law Tribunal, Hyderabad Bench (NCLT) has vide its order dated April 18, 2017 passed the Order sanctioning the Scheme of Arrangement between Hyderabad Duty Free Retail Limited (HDFRL or "Transferor Company") and GMR Hotels and Resorts Limited ("GHRL" or "Transferee Company") and their respective Shareholders ("Scheme") for the amalgamation of HDFRL with GHRL.

As directed by NCLT in its Order both the Companies have filed certified copy of the order with the ROC within 30 days from the date of the receipt of the order. GHRL filed the certified copy of the order on April 27, 2017. Pursuant to the Scheme, effective Date of the amalgamation will be the date on which the certified copies of the Order sanctioning the Scheme are filed with the ROC. Hence, the effective date of amalgamation is April 27, 2017.

As per Scheme, upon the Scheme becoming effective, the Undertaking of HDFRL will be vested with the Company and the Company has to carry on the business of duty free retail shops located at Rajiv Gandhi International Airport and other business objects of erstwhile HDFRL. The present name of the Company is very specific to the Hotel business and allied activities. Therefore, it is proposed to change the name of the Company from GMR Hotels and Resorts Limited to a name which depicts both Hotels and Duty Free Businesses. Accordingly, the name GMR Hospitality and Retail Limited has been identified.

Upon the approval of availability of new name by ROC, the name clause of the Memorandum of Association of the Company is required to be altered with the new name subject to the approval of shareholders and the Central Government.

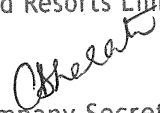
A copy of the Memorandum and Articles of Association of the Company together with the proposed alterations is available for inspection by the Members of the Company at its Registered Office during normal business hours on all working days up to the date of the Meeting.

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

Certified True Copy

For GMR Hotels and Resorts Limited


Company Secretary

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Item No. 2

The existing Articles of Association ("Articles") of the Company are based on Companies Act, 1956 and several regulations in the existing Articles contain reference to the Sections of Companies Act, 1956. Some regulations in the existing Articles are no longer in conformity with the Companies Act, 2013.

With the enactment of the Companies Act, 2013, several regulations of the existing Articles of the Company require alteration and / or deletion. Hence it is considered expedient to replace the entire existing Articles by a new set of Articles.

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.

Certified True Copy

For GMR Hotels and Resorts Limited

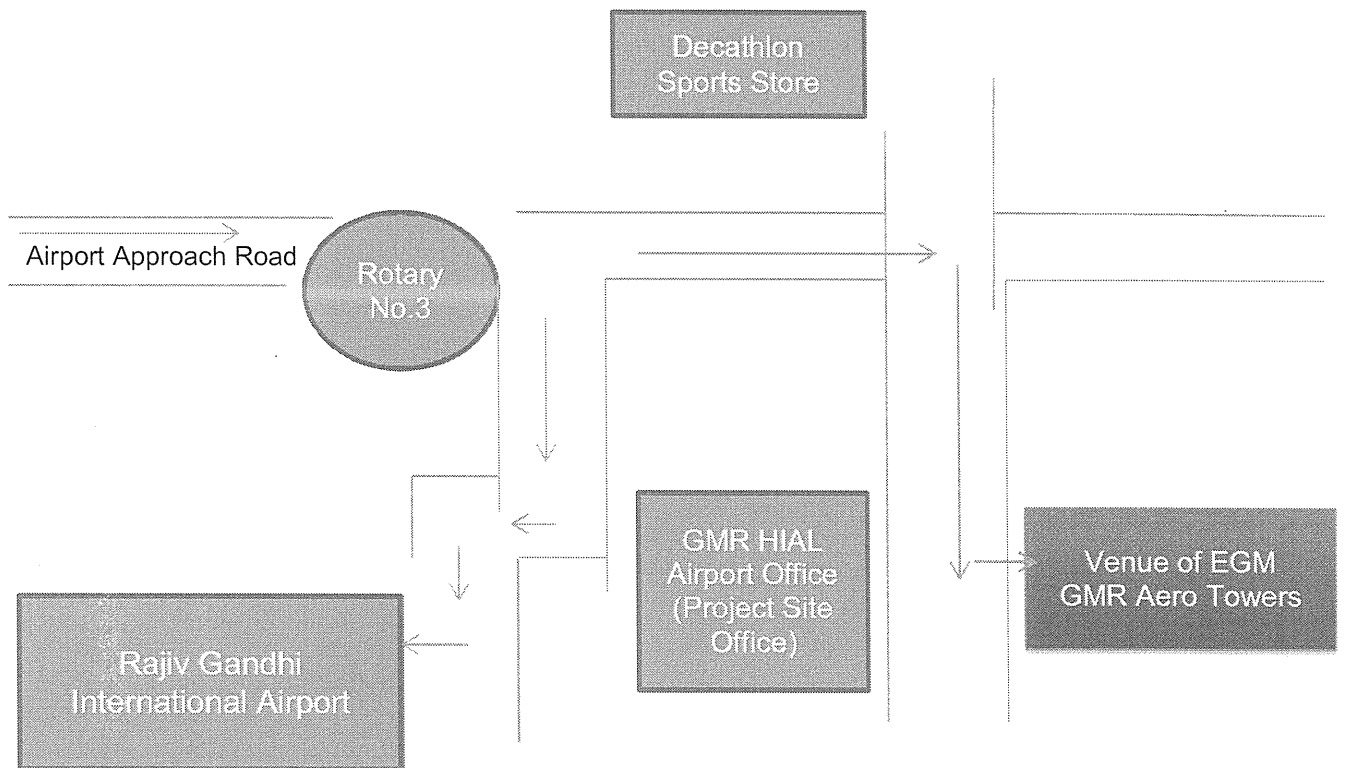

Company Secretary

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ROUTE MAP TO THE VENUE

of the EGM of GMR Hotels and Resorts Limited,
to be held on Thursday, May 11, 2017 at 10.00 A.M.
at GMR Aero Towers, Rajiv Gandhi International Airport,
Shamshabad, Hyderabad 500 108, Telangana



Certified True Copy

For GMR Hotels and Resorts Limited

[Signature]
Company Secretary