

GMR Hotels and Resorts Limited

Regd Off: Novotel Hyderabad Airport, Rajiv Gandhi International Airport, Shamshabad, Hyderabad - 500 108, Telangana
CIN: U55101TG2008PLC060866

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 Hotels and Resorts Limited will be held at a shorter notice on April 24, 2017 at 10.00 AM at 3rd Floor Board Room, GMR Aero Towers, Rajiv Gandhi International Airport, Shamshabad, Hyderabad, Telangana 500108 to transact the following special business.

1. Alteration of Objects Clause in the Memorandum of Association of the Company

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

"RESOLVED THAT pursuant to section 13 of the Companies Act, 2013 ("the Act") and all other applicable provisions, if any, of the Act and such other rules and regulations, as may be applicable and subject to the approval of Registrar of Companies, Hyderabad and other necessary approval(s) of the statutory authority(ies), if any, required in this behalf, the consent of the Shareholders be and is hereby accorded for effecting the following amendments in the existing Memorandum of Association of the Company:-

A. Alteration of the Clause III (A) of the Memorandum of Association of the Company by insertion of the following sub-clauses after sub- clause 3:

4.To carry on the business of dealing in, sale, purchase, export, import, distribute, all goods and services including books, publications, artefacts, jewellery, electronic items, cosmetics, garments and other goods of personal effects, utilities, and travel goods of all description, stationery items of all description, and other items and goods used for day to day functioning, through duty free retailing, departmental stores, departmental chain shops, franchisee shops, specialty shops, retail chain shops, or through any other means for retail selling or otherwise at various airport terminals and booking centres, in domestic and international airport terminals of India.

5.To carry on the business of sale, purchase, export, import, distribute, become commission agent or consignees, all goods and services including consumer durables, vehicles, jewellery, electronic items, foods, cosmetics, garments and other goods of personal effects, utilities, and household goods of all description, stationery items of all description, office equipment and other items and goods used by the offices for day to day functioning through departmental stores, departmental chain shops, franchisee shops, speciality shops, retail chain shops, or through any other means for retail selling or otherwise, in domestic and international airport terminals of India.

6.To establish and run shops, business centres, restaurants and shopping complexes including duty free shops and customs free trade zone, either directly or through agencies to cater to the requirements of national and International passengers and tourists

For GMR Hotels and Resorts Limited

CERTIFIED TRUE COPY



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B. Substitution of the existing Clause III (B) "Objects incidental or ancillary to the attainment of the main objects" with sub-clauses numbering 1 to 51, by the new sub-heading i.e. "Matters which are necessary for furtherance of the objects specified in Clause III (A)" with sub-clauses numbering 1 to 55 as under:

1. To establish and maintain agencies or appoint representative, franchisees, brokers in India, or abroad for sale, purchases exchange, deal in various products or for any one or more objects of the Company and to regulate and discontinue the same.
2. To procure, develop, import, lease, obtain on license, develop and deal in computer software, articles, equipment, technology, processes, intellectual property rights and things of all kinds capable of being used or which can conveniently be dealt in by the Company in connection with any of its objects.
3. To negotiate and enter into any arrangement or agreement with the Central or State Government or any other country or with any authorities, municipal, local or otherwise or other persons, firms, associations, corporations or companies in India or abroad for obtaining or providing technical, management, advisory, financial or any other such assistance for carrying out all or any of the objects of the Company and also for the purpose of research and development on the basis of know-how, financial participation and for technical collaboration and to acquire or provide necessary intellectual property rights for furthering the objects of the Company.
4. To exchange, sell, convey, mortgage, assign or let on lease or leases, grant licenses, easements and other rights over and in any other manner deal with or dispose off the whole or any part of the property, undertaking, assets, rights and effects of the Company (whether movable or immovable) and to accept as consideration for or in lieu thereof other land or building or equipment or cash or Government securities or securities guaranteed by the Government of India or Provincial or other Government or Municipal, Port Trust, Railways or other authority or shares, debentures, stocks, bonds or securities of any other company or companies or partly the one or partly the other and to take back or reacquire any property so disposed off by repurchasing or leasing the same for such price or prices and on such terms and conditions as the Company may think fit.
5. To undertake the payment of all rent and the performance of all covenants, conditions and agreements contained in and reserved by any lease that may be granted or assigned to or be otherwise acquired by the Company.
6. To purchase the reversion or reversions or otherwise acquire the freehold rights in all or any part of the lands for the time being held under lease or for an estate less than a freehold estate by the Company.
7. To promote tourism in any part of India by establishing and maintaining tourist resorts, tourist information centers, hotels, restaurants, holiday camps, recreational facilities such as Golf courses, race courses and ancillary services directly or through other agencies to act as tour operators for Indian and foreign tourists, to provide transport facilities to tourists and other passengers by operating tourist taxis, cabins, vans, coaches, boats and other means of transport.

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8. To promote any company or companies, whether in India or abroad which in the opinion of the Company could or might directly or indirectly assist the Company in the management of its business or the development of its properties or otherwise prove advantageous to the Company and to pay all or any of the costs and expenses incurred in connection with any such promotion or incorporation.
9. To take or otherwise, acquire and hold, re-sale, dispose off shares in any other company having objects altogether or in part similar to those of the company or carrying on any business capable of being conducted so as to directly or indirectly benefit the Company.
10. To appoint consultants, accountants, analysts, professionals, contractors, managers, canvassers, agents, advertising agencies and other persons and to establish, undertake, transact, execute, and maintain agencies or branches in any part of India or elsewhere for the purpose of the Company's business and to discharge and to discontinue the same.
11. To second, arrange, procure, give on hire for consideration, the services of skilled and unskilled employees of the Company for financial, management advisory and technical services, customer relationship management, compliance checking services, data processing and analysis, accounting, book-keeping, to act as technology and engineering consultants and to provide training and human resource related services.
12. To make advance upon or for the purchase of materials, goods, equipment, stores and other articles or services required for the purpose of the Company.
13. To give any guarantee in relation to the payment of any debentures, debenture-stocks, bonds, obligations or securities and to guarantee the payment of interest thereon or of dividends on any stock or share of the Company.
14. To adopt, carry out or give effect to any pre-incorporation or post-incorporation agreements, arrangements or any modifications or amendments thereto, arrived at between the Company's shareholders, promoters and/or any Government Authority (Central, State, Municipal, local or other), company (whether Indian or Foreign) firm or person for promotion of the Company, provision of financial and technical know-how to the Company and or in respect of any matters concerning the affairs and business of the Company.
15. To train or pay for the training in India or abroad of any of the Company's employees or any candidate in the interest of or for the furtherance of the Company's objects and to employ or retain experts to further the interest of the Company and to remunerate such experts.
16. To negotiate and enter into any arrangement or agreement with the Central or State Government or any other country or with any authorities, municipal, local or otherwise or other persons, firms, associations, corporations or companies in India or abroad that may seem conducive to the Company's objects or any of them and to obtain/purchase from them any rights, powers and privileges, licenses, grants and concessions which the company may think it desirable to obtain and to carryout, taking on lease or license or concession or otherwise exercise and comply with any such arrangements, rights, privileges and concessions.

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17. To acquire and undertake the whole or part of the undertaking, assets or business, property and liabilities of any person, firm, association, Society, Airport Society or Company carrying on any business which the Company is authorized to carry on or possessed of property suitable for the purpose of this Company and to take or otherwise acquire and hold shares in any other company having objects altogether or in part similar to those of this Company or carrying on the business capable of being conducted so as to directly or indirectly benefit this Company and to pay for the same by debentures or shares either fully paid-up or partly paid-up or by cash.
18. To amalgamate, enter into partnership, or into any arrangements for sharing profits, union of Interests, co-operation, joint-ventures, or reciprocal concessions, or for limiting competition with any person or company carrying on or engaged in or about to carry on or engage in any business or transaction which the company is authorized to carry on or engage in or which can be carried on in conjunction therewith or which is capable of being conducted so as to directly, or indirectly benefit the company.
19. To apply for, purchase or otherwise acquire and protect, prolong and review in any part of the world any patents, rights, invention, licenses, concessions, trademarks, design and any other intellectual property rights, conferring any exclusive or non-exclusive right of use of any secret or other information as to any invention, process or privileges which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company, and to use, exercise, develop, manufacture or grant licenses or privileges in respect of or otherwise to turn to account the property rights of information, use of license so acquired and to subsidise, take part in or assist in any experiment, Investigations and researches likely to prove beneficial to the Company.
20. To apply for, promote and obtain any order, license or consents of the Central/State Government or other Authority for enabling the Company to carry any of its objects into effect or for effecting any modification of the Company's constitution or for any other purpose which may seem calculated, directly or indirectly to promote the Company's interests and to oppose any proceedings directly or indirectly that are likely to prejudice the Company's interests.
21. To establish, promote or concur in establishing or promoting any company or companies for the purpose of acquiring all or any of the property, rights and liabilities of the company or for any other purpose which may seem directly or indirectly calculated to benefit the Company.
22. To purchase or take on lease or license or in exchange, hire or otherwise acquire and to erect, maintain, construct, reconstruct, and adopt any equipment, offices and any other kind of real and personal property, whether movable or immovable, necessary or convenient for the purpose of the business of the Company and for that purpose to enter into any Agreement, Deed of Sale or any kind of arrangement with any party and to create any kind of fund (depreciation, reserve, sinking, insurance) or any other fund for repairing, maintaining, extending, improving or replacing its assets/ properties and also to extend, expand, develop the business of the Company by adding or altering, enlarging all or any of the offices, equipment and stock in trade for the time being the

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- property of or in possession of the Company and by expending from time to time, such sums of moneys as may be necessary or expedient for the purpose of improving, repairing and maintaining the buildings, equipment and any of the property for the time being of the Company.
23. To acquire, construct, alter, maintain, enlarge, remodel, develop, pull down, remove or replace and to work, manage and control any buildings, offices, factories, mills, shops, machinery engines, roadways, tramways, railways, branches or sidings, bridges, reservoirs, watercourses wharves electric works and other works, conveniences, which may seem calculated directly or indirectly to advance the interest of the Company and to join with any other person whether company, association, partnership, Society, Airport Society or Individual, in doing any of these things.
 24. Subject to the provisions of the Companies Act, 2013, to invest and deal with the funds of the Company not immediately required on such securities and in such manners the Company shall deem fit.
 25. To advance money to such persons, Societies, Firm, Bodies Corporate having dealings with the company on such terms as may seem expedient and to guarantee the performance of contracts by obligations of any person or companies and to give indemnities in relation to the company's business.
 26. To give any guarantee or indemnity for the payment or the performance of any obligation or undertaking.
 27. To receive money on deposits or loans and to borrow or raise or secure the payments of money in such manner as the Company shall think fit, in particular by mortgage or by the issue of debenture or debenture stock (perpetual or otherwise) charged onto all or any of the Company's property both present and future, including its uncalled capital and to purchase, redeem and to payoff any such securities.
 28. To pay for any property, business or rights acquired or agreed to be acquired by the Company in cash or fully or partly paid up shares with without preferred rights in respect of dividends or repayment of capital or otherwise or by debentures or any securities which the company has power to issue or partly in one mode and partly in another and generally on such terms as the company may determine.
 29. To draw, make accept, endorse, execute, negotiate, purchase discount, hold, sell and dispose of cheques, promissory notes, bills of exchange, hundies, drafts, charter parties, bills of lading, air consignment notes, warrants, debentures and other negotiable instruments and contracts, deeds and other instruments.
 30. To open account or accounts with any individual, Firm, Society, Airport Society or Company or with any bank or bankers and operate to pay into and to withdraw money from such account or accounts.
 31. To remunerate any person, Society, Firm, Airport Society or Company and either in the form of brokerage, Commission or otherwise for any services rendered to Company, or for introducing business, obtaining subscription or for guaranteeing the subscription or for placing or assisting in placing the shares, debentures, debenture stock or other securities of the Company or for services rendered or to be rendered in or about the formation and registration of the Company whether by cash or by allotment of shares, debentures or other securities of the Company credited as paid-up in full or in part.

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32. To sell, lease, mortgage or otherwise dispose of the property, assets or undertaking of the Company or any part thereof for such consideration as the company may think fit.
33. To improve, manage, develop, grant rights or privileges in respect of or otherwise deal with all or any part of the property whether movable or immovable, or any part of the rights of the Company.
34. To establish and support or aid in the establishment of associations, funds, trusts and conveniences calculated or benefit the employees of the Company or the dependents or connections of such persons and to grant pension and allowances and to make payment towards insurance and provident fund.
35. To subscribe or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national, public or other institution or objects which shall have moral or other claims to support or aid by the company either by reason of locality of operation or public general utility or otherwise.
36. To register or to get recognized the company in any part of the world and to do all or any of the objects of business to be carried on by the company in India and abroad.
37. To create any depreciation fund, reserve fund, insurance fund, sinking fund or any other special fund whether for depreciation or repairs, replacement, improving extending or maintaining any of the property of the company or for any other purposes conducive to the interest of the company.
38. Subject to the provisions of the Companies Act, 2013, to place, to reserve or to distribute as dividend or bonus among members or otherwise to act as the Company may from time to time deem fit, any monies received in respect of dividends accrued or forfeited shares or from unclaimed dividends.
39. To establish, provide, maintain and conduct or otherwise subsidize research laboratories and workshops for scientific and technical research and experiments and to undertake and carry on all scientific and technical research experiments and tests of all kinds and to promote studies and research both scientific and technical investigation by providing subsidizing, endowing or assisting laboratories, workshops, lectures meetings and conferences, and by providing for the award of scholarships, prizes and grants to students or intending students or otherwise generally to encourage, promote and reward studies, researches, investigations, experiments, tests and innovations of any kind that may be considered likely to assist the business which the company is authorized to carry on.
40. To establish, maintain and operate technical training institutions and hostels for technical staff of all categories of the company and to make such other arrangements that may be expedient for the training of all categories of officers, workers, clerks, technical and other personnel likely to be useful to assist in any business, which the company is authorized to carry on.
41. Establish, maintain and operate general educational institutions and hostels for the benefit of the children of the employees or ex-employees or ex-employee of the company, their dependents or connections of such persons and others and to make grants and awards and grant scholarships.

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42. To undertake and execute any trusts, the undertaking whereof may seem desirable and whether gratuitously or otherwise.
43. To Indemnify and keep indemnified members, officers, directors, agents and servants of the Company against proceedings, costs, damages, claims and demands in respect of anything done by them for and in the interests of the company and of any loss, damage or misfortune whatever and which shall happen in execution of the duties of their office or in relation thereto.
44. To insure against losses, damages, risks and liabilities of any kind, all or any of the properties, undertaking, contracts, guarantees or obligations of the company in any manner whatsoever.
45. To acquire from any person Firm, Society, Airport Society or Company, whether in India or abroad, expert advice, technical information, know how, processing, engineering, manufacturing and data, plans, layouts and blueprints use for the des manufacture, erection and operation of the Airport plant and machinery required for of the business of the company and to acquire any grant or license and other rights and benefits in the fore matters and things.
46. To lend money to any person on such terms as may seem expedient and in particular to members of the staff, customers and others having dealings with the Company and to guarantee the performance of contracts and engagements by any such persons.
47. To allot shares, debentures and / or any other financing instruments to State or Central Government or its undertakings on special terms and conditions as may be deemed fit and as per the provisions of the Companies Act 2013.
48. To develop layout and prepare any land acquired by the Company or taken on lease or In which it is Interested for the purpose of construction of the Airport and buildings and constructing, altering, maintaining any buildings, structures, townships, works, factories, amenities or such other things for the purpose of carrying on the business of the company, equip them with all modern facilities and deal with the dispose of them as may be thought desirable.
49. To establish branches or appoint agencies for or in connection with the objects of the Company and to procure the Company to be registered in any foreign country or place. Also to act as an agent of any person, firm or company in India or abroad.
50. To promote or finance or assist in promoting or financing any business, undertaking or industry, incidental or ancillary to the business of the Company, whether existing or new and to develop the same.
51. To refer or to agree to refer to arbitration, disputes, present or future between the Company and any other Company, Society, Firm, Airport Society or individual and to submit the same to arbitration to any arbitrator in India or abroad.
52. To acquire, build and manage workshops and service stations for repairing and servicing of vehicles and machinery, as may be necessary for the furtherance of the objects of the Company.
53. To do all and everything necessary suitable or proper for the accomplishment of any of the purposes or the attainment of ant of the objects or furtherance of any of the powers hereinbefore set forth, either individually or in association with other corporate bodies, firms or individuals and to do every other act or acts, thing or things incidental or

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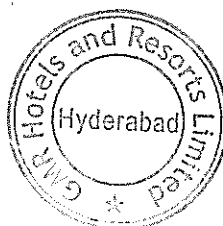
appurtenant to or growing out of or connected with the aforesaid business or powers hereinbefore set forth, or any part or parts thereof, provided the same be not inconsistent with the laws of the Union of India.

54. To charge, collect, appropriate and deploy fees, charges, and levies from users of the infrastructure facilities raise/arrange finances by equity, debt (senior or subordinate), debentures, bonds, deposits, obligations and any other financing instruments or securities of any kind guaranteed by the Company or guaranteed by any Government, State, dominions, sovereign, rulers, commissioners, public body or authority, supreme, municipal, local or otherwise, firm or person, whether in India or elsewhere, and to buy, invest in, subscribe to, acquire and hold, sell and exchange and deal in shares, preference shares, stocks, debentures (Convertible and Non-Convertible), debenture-stock, bonds, company deposits, obligations and securities of any kind issued or guaranteed by any company or any Government, State, dominions, sovereign, rulers, commissioners, public body or authority, supreme, municipal, local or otherwise, firm or person, whether in India or elsewhere.
55. To receive fees, stipends, scholarships, grants, subsidies, gifts, donations or such other financial helps from Government, institutions or individuals local or foreign either in cash or in kind.

C. Deletion of the Clause III (C), .i.e. the Other Objects Clause.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Directors and the Company Secretary of the Company be and are hereby severally authorized, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and file necessary E-forms with the Registrar of Companies, Hyderabad (ROC) and to carry out the corrections/modifications in the Objects Clause as directed by the ROC while approving the Form."

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



A handwritten signature in black ink, appearing to read "C. Bharathi".

C. Bharathi
Company Secretary
ACS-30329

Place: Hyderabad
Date : 21.04.2017

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.

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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 except Saturdays, upto the date of the Extra Ordinary General Meeting of the Company.

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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 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.

The NCLT in its Order has also directed both the Companies to file the certified copy of the order with the ROC within 30 days from the date of the receipt of the order and 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.

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 retailing at duty free retail shops located at Rajiv Gandhi International Airport and other business objects of HDFRL under its name. Therefore, the objects clause of Memorandum of Association of GHRL has to be amended suitably by inserting the main objects of HDFRL.

Further, it is proposed to amend the Memorandum of Association of the Company to the extent relevant, and so as to align the same with the requirement of the Companies Act, 2013. It is proposed:

- (i) to insert the main objects of Duty Free Retail Business, after sub-clause 3 of Clause III (A),
- (ii) to substitute the existing Clause III (B) "Objects incidental or ancillary to the attainment of the main objects" with sub-clauses numbering 1 to 51, by the new sub-heading i.e. "Matters which are necessary for furtherance of the objects specified in Clause III (A)" with sub-clauses numbering 1 to 55
- (iii) to delete the objects as appearing under the existing Clause "(C) "

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 upto 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.

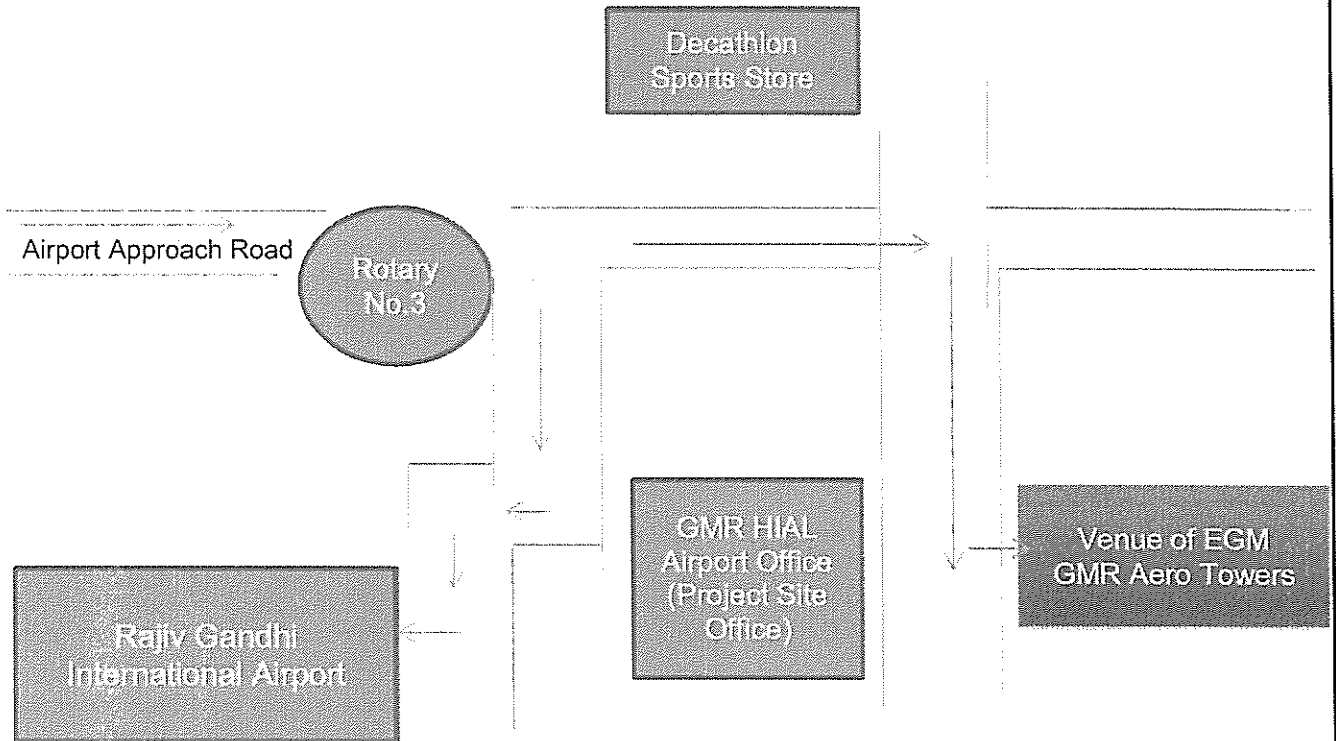
None of the Directors, Key Managerial Personnel of Company and their relatives are concerned or interested, financially or otherwise in the said resolution.

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ROUTE MAP TO THE VENUE

of the EGM of GMR Hotels and Resorts Limited,
to be held on April 24, 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
C. BHARATHI
ACS-30329