



GMR Sports Private Limited



New Shakti Bhawan
Building No. 302
New Udaan Bhawan Complex
Opp. Terminal - 3, IGI Airport
New Delhi-110037
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NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the 1st Extraordinary General Meeting of the Financial Year 2018-19 of the Members of GMR Sports Private Limited will be held on Wednesday, May 23rd, 2018 at 05:30 P.M. at Nectar Conference Room, First Floor, Project Office, Wing A, New Udaan Bhawan, Opp. Terminal 3, Near IGI Airport, New Delhi – 110 037 to transact the following business:

SPECIAL BUSINESS:

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


“RESOLVED THAT pursuant to the provisions of Sections 23(2), 42 and 71 of the Companies Act, 2013; and in compliance with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014, and other applicable rules / regulations made thereunder, as amended from time to time, all other applicable provisions, if any, of the Companies Act, 2013, and other applicable legislations as amended or restated, from time to time, and in accordance with the provisions of the Articles of Association of the Company, and subject to the approval, consent, permission and/or sanction, as may be required from any appropriate authority, body or institution including Reserve Bank of India (if applicable), and subject to such terms, conditions, alterations, corrections, changes, variations and/or modifications, if any, as may be prescribed by any one or more or all of them in granting such approval, consent, permission and/or sanction, the consent of shareholders be granted to the Company to offer, issue and allot upto 5500 (Five Thousand and Five Hundred) rated, listed, redeemable, non-convertible debentures (**‘Debentures’**) of Rs.10,00,000/- (Rupees Ten Lakh only) each, at par value, in aggregate not exceeding Rs. 550,00,00,000/- (Rupees Five Hundred and Fifty Crores only) to certain investors (**“Subscribers”**), on the terms and conditions as agreed between the Company and the Subscribers (**“Issue”**); from time to time.

RESOLVED FURTHER THAT without prejudice to the generality of the above, and for the purpose of giving effect to the above, the Board of Directors be and are hereby severally authorised to determine, as to when the Debentures are to be issued, the terms of the Issue, Issue price, rate of interest, redemption period, and all such terms as are provided in an offering of a like nature, as the Board of Directors may in its absolute discretion deem fit, and to make and accept any modifications in the proposal as may be required by the regulatory and other authorities involved in such issues, and to perform all such acts, deeds, matters and things, issue offer letter in Form PAS-4 (or such other form as may be prescribed under the Companies Act, 2013) and to finalise disclosure documents to be filed with the Registrar of Companies in the form and manner as prescribed under the Form PAS – 4 as set out in Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, as prescribed under Section 42 of the Act and the relevant stock exchange on which the NCDs are to be listed, if applicable, and the SEBI (Issue and Listing of Debt Securities) Regulations, 2008, and to be issued to the proposed investors whose names are registered with the Company and execute all such deeds and documents as may be necessary and to make such filings as may be required under applicable law with the Registrar of Companies and/or other regulatory and government authorities, and settle any questions or difficulties that may arise in regard to the Issue without being required to seek any further consent or approval of its members or

otherwise, to the end and intent that its members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

For and on behalf of the Board of Directors of
GMR Sports Private Limited




(Gunupati Subba Rao)
Director
DIN: 00064511

Place : New Delhi
Date : May 19, 2018

Note:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA ORDINARY GENERAL MEETING (EGM) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** Pursuant to Section 105 of the Companies Act, 2013 and Rule 19 of the Companies (Management & Administration) Rules, 2014, a person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder. Members are requested to send their proxy form to the registered office of the Company before the commencement of the Meeting.
2. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. Members or Proxies should bring the attendance slip duly filled in for attending the Meeting.
4. The Explanatory statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013, relating to item no. 1 is annexed hereto.
5. As per the Articles of Association of the Company, a General Meeting can be called and held on shorter notice with the consent of the members holding not less than 95% of the paid up share capital of the Company.
6. In terms of the requirements of the Secretarial Standards -2 on "General Meetings" issued by the Institute of the Company Secretaries of India and approved & notified by the Central Government, Route Map for the location of the aforesaid meeting is enclosed.

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

Item No. 1

The Company is proposing to raise money by issue of rated, listed, redeemable, non- convertible debentures of Rs. 1,000,000/- (Rupees Ten Lakh only) each and in the aggregate not exceeding Rs. 5,50,00,00,000/- (Rupees Five Hundred and Fifty Crores only) ("Debentures") to certain investors ("Subscribers") to be utilized towards purpose(s) that may be permissible under the terms of the Debentures.

In this regard, the Board of Directors in its meeting held on May 19, 2018 approved to offer and issue up to 5500 (Five Thousand and Five hundred) Debentures at a price of Rs. 1,000,000/- (Rupees Ten Lakh Only) each at par value to the Subscribers subject to the approval of shareholders of the Company.

In accordance with the provisions of Section 42 of the Companies Act, 2013 and the underlying rules, issue of Debentures requires approval of the shareholders of the Company. Hence, the resolution is placed for your approval.

Your directors recommend passing of this resolution as a Special Resolution.

The relevant papers and documents relating to this item are available for inspection by the Members at the registered office of the Company during business hours.

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

**For and on behalf of the Board of Directors of
GMR Sports Private Limited**



**(Gunuputi Subba Rao)
Director
DIN: 00064511**

**Place : New Delhi
Date : May 19, 2018**

GMR SPORTS PRIVATE LIMITED

CIN: U92410KA2008PTC051176

Regd. Office: No.25/1, Skip House, Museum Road, Bengaluru- 560025

Ph. No. +91 80 40534223

Extra-Ordinary General Meeting

ATTENDANCE SLIP

(Please present this slip at the Entrance of the Meeting Hall)

DP ID	Client ID	Folio No	No of Shares

Name:

Address:

Name of the Proxy:

(To be filled in, if the Proxy attends instead of the member)

I certify that I am a member/ proxy/authorized representative for the member of the Company.

I hereby record my presence at the Extra-Ordinary General Meeting of the Company held on May 23, 2018 Wednesday at 05:30 P.M at Nectar Conference Room, First Floor, Project Office, Wing A, New Udaan Bhawan, Opp. Terminal 3, Near IGI Airport, New Delhi – 110 037.

To be signed at the time of handing over the slip at the Meeting Hall.

.....
(Signature of Member/Proxy)

Regd. Folio No.

NOTE:

1. Member / Proxy holder wishing to attend the meeting must bring the Attendance Slip duly signed to the meeting and hand it over at the entrance.
2. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.

GMR SPORTS PRIVATE LIMITED

CIN: U92410KA2008PTC051176

Registered Office: No.25/1, Skip House, Museum Road, Bengaluru- 560025

FORM OF PROXY

(Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the member (s): Registered address:		E-mail Id: Folio No/Client Id*: DP ID*:	
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I / We being the members of _____ shares of GMR Sports Private Limited, hereby appoint:
1) _____ of _____ having
e-mail id _____ or failing him
2) _____ of _____ having e-
mail id _____ or failing him
3) _____ of _____ having e-
mail id _____ or 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 Meeting of the Members of GMR Sports Private Limited to be held on
May 23, 2018, Wednesday at 05:30 P.M. at Nectar Conference Room, Project Office Building, New Udaan
Bhawan, Opp: Terminal -3, Indira Gandhi International Airport, New Delhi- 110 037, or at any adjournment
thereof in respect of such resolutions as are indicated below:

Sl. No.	Resolutions	For	Against
1.	Approval for offer and issuance of rated, listed, redeemable, non-convertible debentures		

Signed this.....day of.....2018

Signature of
shareholder

Affix a 15 paise
Revenue Stamp

Signature of first Proxy holder

Signature of second Proxy holder

Signature of third Proxy holder

NOTES:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, on or before the commencement of the Meeting.
2. For the Resolutions, Explanatory Statement and Notes, please refer to above Notice of the Extra Ordinary General Meeting.

Route Map

