

GMR Aviation Private Limited

Regd. Office: Room No. 10, Ground Floor, Terminal 1D Indira Gandhi International Airport, New Delhi - 110037
Corporate Identification No. (CIN) : U62200DL2006PTC322498
Tel: + 91-11- 47197473, **Fax:** + 91-11- 25672303, **email** – payal.gupta@gmrgroup.in

NOTICE

Notice is hereby given that the 13th Annual General Meeting of the Company will be held on Thursday, 26th September 2019 at 11.00 a.m. at Nectar Conference Room, New Udaan Bhawan Complex, Opp. IGI Airport Terminal 3, New Delhi – 110037, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Annual Financial Statement for the Financial Year ended March 31, 2019 together with the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. M. B. Terdal (DIN: 05343139), who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

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

“RESOLVED THAT Ms. Sridevi Venisheety (DIN: 02021653), who was appointed as an Additional Director of the Company by the Board of Directors with effect from April 26, 2019, in terms of Section 161 of the Companies Act, 2013 and Articles of Association of the Company and whose term of office expires at the ensuing Annual General Meeting, be and is hereby appointed as a Director of the Company whose period of office shall be liable to determination by retirement of directors by rotation.”

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

**Place: New Delhi
Date: 15.07.2019**

Subbarao Gunuputi
(DIN: 00064511)
Director

Notes:-

1. **A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/ herself and a proxy need not be a member of the company. The proxy shall not be entitled to vote except on a poll.** Members are requested to send their proxy form to the registered office of the Company not less than 48 hours before the commencement of the Meeting.
2. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013, and the additional information required to be provided pursuant to Secretarial Standard on General Meeting (SS- 2) prescribed by Institute of Company Secretaries of India (ICSI), relating to item No. 3 is annexed hereto.
3. Members and/or proxies are requested to bring their copy of the notice to the meeting and should bring the attendance slips duly filled in at the meeting to avoid any inconvenience.
4. Corporate members are requested to send a duly certified copy of the Board resolution authorizing their representative(s) to attend and vote at the General Meeting.

EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 3

Ms. Sridevi Venisheety (DIN: 02021653) was appointed as an Additional Director with effect from April 26, 2019, in accordance with the provisions of Section 161 of the Companies Act, 2013 and Articles of Association of the Company, to hold office up to the date of ensuing Annual General Meeting.

The Board of Directors in its meeting held on July 15, 2019 have recommended the regularization of Ms. Sridevi Venisheety to the members at the ensuing Annual General Meeting of the Company.

The Board views the presence of Ms. Sridevi Venisheety on the Board as desirable and beneficial to the Company and hence recommends resolution No. 3 for approval as an Ordinary Resolution.

Except Ms. Sridevi Venisheety, being appointee, none of the Directors and / or Key Managerial Personnel of the Company and/or their relatives, are concerned or interested, financially or otherwise, in the resolution set out in Item No. 3.

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

**Place: New Delhi
Date: 15.07.2019**

Subbarao Gunuputi
(DIN: 00064511)
Director

Details of director seeking appointment at the Annual General Meeting to be held on September 20, 2019, pursuant to SS-2:

Name of the Director	Sridevi Venisheety
Director Identification Number (DIN)	02021653
Age	36 years
Brief resume of the Director and other details viz. qualifications, experience/ expertise	Ms. Sridevi Venisheety (holding DIN: 02021653) is a Graduate in Bachelor of Technology in Computer Science from Venkateshwara College of Engineering. She is associated with Idea Space Solutions Ltd (Later merged with IGate) as a Technical Executive. Presently, she is a Partner in M/s Visalakshi Marketing and also one of the Trustees on Srivatsa Charitable Trust. She is also on the Board of Dhruvi Securities private Limited, a subsidiary of GMR Infrastructure Limited. She is an active social worker.
Date of first appointment on the Board	April 26, 2019
Shareholding in the Company	Nil
Directorships and Committee memberships held in other companies	Given hereunder as (a)
Inter-se relationships between – Directors – Key Managerial Personnel (KMP)	Nil
Number of Board Meetings attended during the year 2018-19	Nil
Details of remuneration last drawn (Rs.)	Nil

(a) Names of other entities in which Ms. Sridevi Venisheety holds directorship and the membership of Committees of the board:

S. No.	Name of other Companies Directorship)*	Membership of Committees of the Board
1.	VISALAKSHI MARKETING PRIVATE LIMITED	-
2.	DHRUVI SECURITIES PRIVATE LIMITED.	<ul style="list-style-type: none"> • Audit Committee • Nomination & Remuneration Committee • Asset Liability Management Committee • CSR Committee • Management Committee • Risk Management Committee

*Foreign entities not considered.

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ATTENDANCE SLIP

(13th Annual General Meeting to be held on September 26, 2019)

DP ID*	FOLIO NO. / CLIENT ID*	NO. OF SHARES

Name and address of the Member (in full): _____

Name of the Proxy (in full): _____

I/We hereby record my/our presence at the 13th Annual General Meeting of the Company held on Thursday, September 26, 2019 at 11.00 A.M. at Nectar Conference Room, New Udaan Bhawan Complex, Opp. IGI Airport Terminal 3, New Delhi – 110037.

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Signature of the Member / Proxy

*Applicable for the members holding shares in electronic form.

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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 Aviation 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 _____

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 13th Annual General Meeting of the members of GMR Aviation Private Limited will be held on September 26, 2019 at 11.00 a.m. at the Nectar Conference Room, New Udaan Bhawan Complex, Opp. IGI Airport Terminal 3, New Delhi – 110037 or at any adjournment thereof.

**** I / We direct my / our proxy to vote on the resolution(s) in the manner as indicated below:**

Sl. No.	Resolutions	For	Against
1.	To receive, consider, approve and adopt the Audited Annual Financial Statement for the year ended March 31, 2019.		
2.	Appointment of Mr. M. B. Terdal (DIN: 05343139), who retires by rotation and, being eligible, offers himself for re-appointment		
3.	Regularization of Ms. Sridevi Venisheety (holding DIN: 02021653 as Director of the Company.		

Signed this.....day of.....2019

Signature of shareholder

Affix Revenue Stamp

Signature of first Proxy holder

Signature of second Proxy holder

Signature of third Proxy holder

NOTES:

1. The form should be signed across the stamp as per specimen signature registered with the Company.
2. The proxy form should be deposited at least 48 hours before the commencement of the meeting at the registered office of the Company.
3. A proxy need not be a member of the Company.
4. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.
5. 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.
6. The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the Meeting.
7. In case a member wishes his / her votes to be used differently, he / she should indicate the number of shares under the column "For" or "Against" as appropriate.

* Applicable for the members holding shares in electronic form.

** This is optional. Please put a tick mark (✓) in the appropriate column against the Resolutions indicated in the Box. If a member leaves the "For" or "Against" column blank against any or all the Resolutions, the proxy will be entitled to vote in the manner he/she thinks appropriate.

Venue Map

