

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 E-mail -CSD-GROUP@gmrgroup.in

NOTICE

Notice is hereby given that the 15th Annual General Meeting of the Company will be held on Thursday, September 16, 2021 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, 2021 together with the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. G. Subba Rao (DIN: 00064511), 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** Dr. Ashwani Lohani (DIN: 01023747), who was appointed as an Additional Director of the Company by the Board of Directors with effect from July 9, 2021 in terms of Section 161 of the Companies Act, 2013 and Articles of Association of the Company and in respect of whom the company has received a notice in writing under Section 160(1) of the Act from a member, proposing the candidature of Dr. Ashwani Lohani for the office of director of the Company, 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**

Sd/-

Vimal Prakash

Company Secretary

ACS20876

Place: New Delhi

Date: 26.07.2021

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.
5. The Register of Directors and Key Managerial Personnel and their Shareholding, maintained under Section 170 of Companies Act, 2013 and the Register of Contracts and Arrangements in which directors are Interested maintained under Section 189 of Companies Act, 2013 will be made available for inspection by the members at the AGM.
6. All documents referred to in accompanying Notice and Explanatory statement are open for inspection at the registered/corporate office of the Company during the office hours on all working days except Saturdays/Sundays and holidays between 11.00 A.M. and 1.00 P.M till the date of meeting.

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

Item No. 3

Dr. Ashwani Lohani was appointed as an Additional Director with effect from July 9, 2021, 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. Company has received notice under Section 160 of the Companies Act from a Member proposing Dr. Ashwani Lohani as a Director of the Company, liable to retire by rotation.

The Board of Directors in its meeting held on July 26, 2021 have recommended the regularization of Dr. Ashwani Lohani as director of the company to the members at the ensuing Annual General Meeting of the Company.

The brief resume and other details of Dr. Ashwani Lohani is attached as annexure to this notice.

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

Except Dr. Ashwani Lohani, 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.

On behalf of the Board of Directors
For GMR Aviation Private Limited

Place: New Delhi
Date: July 26, 2021

Sd/-
Vimal Prakash
Company Secretary
ACS20876

Annexure

**Details of directors seeking appointment / reappointment at the 15th Annual
General Meeting to be held on Thursday, September 16, 2021
(Pursuant to the Secretarial Standard SS-2)**

Name of the Director	Dr. Ashwani Lohani	Mr. G. Subba Rao
Director Identification Number (DIN)	01023747	00064511
Age	61 years	69 years
Brief resume of the Director and other details viz. qualifications, experience/ expertise	<p>Dr. Ashwani Lohani, IRSME 1980 (Retired) worked for two stints as Chairman & Managing Director of Air India. In between his two stints in Air India, he worked as the Chairman of the Railway Board. During his tenure with the railways, it went through a major reform process leading to transformation. He also worked as the Chairman & Managing Director of India Tourism Development Corporation, Managing Director & Commissioner Tourism, Government of Madhya Pradesh on three occasions, Chief Mechanical Engineer of Northern Railway, Divisional Railway Manager Delhi, Director of the National Rail Museum, New Delhi, Director in the Ministry of Tourism Government of India, Chief Administrative Officer of Indian Railway Organization for Alternate Fuels and various other assignments.</p> <p>He is also Honorary Chairman of Andhra Pradesh Tourism Development Corporation with the status of a Cabinet Minister of the state, besides also being Honorary Adviser on tourism affairs to the Chief Minister of</p>	<p>Mr. G. Subba Rao is Group Deputy Managing Director and CEO – Corporate Affairs in GMR Group. He is associated with GMR Group for over 25 years. He began his journey with Vysya Bank in 1993. He is a qualified Chartered Accountant with all India Rank to his credit having vast experience of about 42 years with Public / Private Sector Banks and GMR Group. He was the Board Secretary of a Nationalized Bank before associating himself with GMR Group and worked with Andhra Bank for over 17 years.</p>

	Uttarakhand. He is also an Independent Director in Indian Port Rail Corporation Limited.	
Date of first appointment on the Board	July 9, 2021	October 23, 2017
Shareholding in the Company	Nil	Nil
Directorships and Committee memberships held in other companies	Given hereunder as (a)	Given hereunder as (b)
Inter-se relationships between – Directors Key Managerial Personnel (KMP)	Nil	Nil
Number of Board Meetings attended during the year 2020-21	Nil	Nil
Details of remuneration last drawn (Rs.)	Nil	Nil

(a) Names of other entities in which Dr. Ashwani Lohani holds directorship and the membership of Committees of the board:

S. No.	Name of other Companies (Directorship)	Membership of Committees of the Board
1.	Indian Port Rail & Ropeway Corporation Limited	- Audit Committee - Corporate Social Responsibility Committee
2.	Raxa Security Services Limited	Nil

(b) Names of other entities in which Mr. G. Subba Rao holds directorship and the membership of Committees of the board:

S. No.	Name of other Companies (Directorship)	Membership of Committees of the Board
1.	Delhi Aerotropolis Private Limited*	Nil
2.	RAXA SECURITY SERVICES LIMITED	Corporate Social Responsibility Committee
3.	GMR League Games Private Limited	Nil
4.	GMR Bajoli Holi Hydropower Private Limited	Nil
5.	GMR (Badrinath) Hydro Power Generation Private Limited	Executive Committee
6.	GMR Indo-Nepal Energy Links Limited	Nil
7.	GMR Indo-Nepal Power Corridors Limited	Nil
8.	GMR Infra Developers Limited	Nil
9.	GMR Londa Hydropower Private Limited	Nil

* Under the process of strike off

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ATTENDANCE SLIP

(15th Annual General Meeting to be held on September 16, 2021)

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 15th Annual General Meeting of the Company held on Thursday, September 16, 2021 at Nectar Conference Room, New Udaan Bhawan Complex, Opp. IGI Airport Terminal 3, New Delhi – 110037.

.....
Signature of the Member / Proxy

*Applicable for the members holding shares in electronic form.

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Form no. MGT-11

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):		E-mail Id:	
		Folio No/Client Id*:	
Registered address:		DP ID*:	

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 15th Annual General Meeting of the members of GMR Aviation Private Limited will be held on Thursday, September 16, 2021 at 11 am 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, 2021.		
2.	Appointment of Mr. G. Subba Rao (DIN: 00063118) who retires by rotation and, being eligible, offers himself for re-appointment		
3.	Regularization of Dr. Ashwani Lohani as Director of the Company		

Signed this.....day of.....2021

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.