

**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

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**NOTICE**

Notice is hereby given that the 16<sup>th</sup> Annual General Meeting of the Company will be held on Friday, September 16, 2022 at 11:30 A.M. at the registered office at Room No. 10, Ground Floor, Terminal 1D Indira Gandhi International Airport, 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, 2022 together with the reports of the Board of Directors and Auditors thereon.
2. To appoint the Directors in place of Mr. Madhva Bhimacharya Terdal (DIN: 05343139) and Mrs. Sridevi Venisheety (DIN: 02021653), who retires by rotation and, being eligible, offers themselves for re-appointment.
3. To re-appoint M/s Brahmayya & Co., Chartered Accountants (Firm Registration Number 000515S) as the Statutory Auditors of the Company for a period of five years, to hold the office from the conclusion of this Annual General Meeting till the conclusion of Twenty First Annual General Meeting to be held in the Year 2027 and to fix their remuneration, by considering and if thought fit, passing, with or without modification(s), the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions to Section 139, 142 and other applicable provisions, if any, of Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 including any statutory modification(s) or re-enactment thereof, for the time being in force and subject to all the applicable laws and regulations and pursuant to the recommendations of the Board of Directors of the Company, M/s Brahmayya & Co., Chartered Accountants (Firm Registration Number 000515S), be and is hereby re-appointed as the Statutory Auditors of the Company for a term of 5 (five) years from the conclusion of this Annual General Meeting till the conclusion of Twenty First Annual General Meeting of the Company to be held in the Year 2027 or for such term as may be permitted under the law for the time being in force in India and on such remuneration as may be mutually agreed between the Board of Directors and the Auditors."

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

Sd/-

**Sandeep Sharma  
Company Secretary**

**ACS31717**

**Place: New Delhi**

**Date: 21.07.2022**

**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 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. 2 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.

## Annexure

### **Details of directors seeking appointment / reappointment at the 16<sup>th</sup> Annual General Meeting to be held on Friday, September 16, 2022 (Pursuant to the Secretarial Standard SS-2)**

Name of the Director	Mr. Madhva Bhimacharya Terdal	Mrs. Sridevi Venisheety
Director Identification Number (DIN)	05343139	02021653
Age	68 years	40 years
Brief resume of the Director and other details viz. qualifications, experience/ expertise	Mr. Madhva Bhimacharya Terdal aged 68 years, is a Post Graduate in Economics, CAIB from Indian Institute of Bankers and DBM from Indian Institute of Bankers and has been associated with the Company for more than 19 years. He has more than 35 years of work experience including Canara Bank, Vysya Bank Limited. He has specialized experience in the fields of corporate finance, banking and investment banking.	Ms. Sridevi Venisheety (holding DIN: 02021653) aged 39 years is a Graduate in Bachelor of Technology in Computer Science from Venkateshwara College of Engineering. She was 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	January 25, 2014	April 26, 2019
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 2021-22	03	03
Details of remuneration last drawn (Rs.)	Nil	Nil

(a) Names of other entities in which Mr. Madhva Bhimacharya Terdal holds directorship and the membership of Committees of the board:

<b>S. No.</b>	<b>Name of other Companies (Directorship)</b>	<b>Chairmanship/Membership of Committees of the Board</b>
1.	GMR Infrastructure Limited	Nil
2.	GMR Power and Urban Infra Limited	Nil
3.	GMR Highways Limited	Nil
4.	GMR Aerostructure Services Limited	Nil
5.	GMR Energy Limited	<ul style="list-style-type: none"> <li>- Shareholders Transfer &amp; Grievance Committee (Member)</li> <li>- Corporate Social Responsibility Committee (Member)</li> <li>- IPO Committee (Member)</li> <li>- Management Committee (Member)</li> <li>- Securities Allotment Committee (Member)</li> <li>- Nomination and Remuneration Committee (Member)</li> </ul>

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

<b>S. No.</b>	<b>Name of other Companies (Directorship)</b>	<b>Chairmanship/Membership of Committees of the Board</b>
1.	Visalakshi Foundations LLP	Nil
2.	Unique Biz Enterprises LLP	Nil
3.	Visalakshi Marketing Private Limited	Nil
4.	Dhruvi Securities Limited	<ul style="list-style-type: none"> <li>- Audit Committee (Member)</li> <li>- Nomination and Remuneration Committee (Member)</li> <li>- Corporate Social Responsibility Committee (Member)</li> <li>- Asset Liability Management Committee (Member)</li> <li>- Risk Management Committee (Member)</li> <li>- Management Committee (Member)</li> </ul>

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**ATTENDANCE SLIP**

(16<sup>th</sup> Annual General Meeting to be held on September 16, 2022)

<b>DP ID*</b>	<b>FOLIO NO. / CLIENT ID*</b>	<b>NO. OF SHARES</b>

Name and address of the Member (in full):  
\_\_\_\_\_

Name of the Proxy (in full): \_\_\_\_\_

I/We hereby record my/our presence at the 16<sup>th</sup> Annual General Meeting of the Company held on Friday, September 16, 2022 at 11.30 am at Room No. 10, Ground Floor, Terminal 1D Indira Gandhi International Airport, 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) \_\_\_\_\_ having e-mail id \_\_\_\_\_ of \_\_\_\_\_ or failing him
- 2) \_\_\_\_\_ having e-mail id \_\_\_\_\_ of \_\_\_\_\_ or failing him
- 3) \_\_\_\_\_ having e-mail id \_\_\_\_\_ of \_\_\_\_\_

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 16<sup>th</sup> Annual General Meeting of the members of GMR Aviation Private Limited will be held on Friday, September 16, 2022 at 11.30 am at Room No. 10, Ground Floor, Terminal 1D Indira Gandhi International Airport, 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, 2022.		
2.	To appoint the Directors in place of Mr. Madhva Bhimacharya Terdal (DIN: 05343139) and Mrs. Sridevi Venisheety (DIN: 02021653), who retires by rotation and, being eligible, offers themselves for re-appointment.		
3.	To re-appoint M/s Brahmayya & Co., Chartered Accountants (Firm Registration Number 000515S) as the Statutory Auditors of the Company for a period of five years, to hold the office from the conclusion of this Annual General Meeting till the conclusion of Twenty First Annual General Meeting to be held in the Year 2027 and to fix their remuneration.		

Signed this.....day of.....2022

\_\_\_\_\_  
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.