

### NOTICE OF 17<sup>TH</sup> ANNUAL GENERAL MEETING

Notice is hereby given that the 17<sup>th</sup> Annual General Meeting of the members of GMR Aviation Private Limited will be held on Friday, September 29, 2023 at 11:30 A.M. at Room No. 10, Ground Floor, Terminal 1D Indira Gandhi International Airport, New Delhi – 110037, on a shorter notice, to transact the following business:

#### ORDINARY BUSINESS

1. To receive, consider, approve and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2023 together with the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. G. Subbarao (DIN: 00064511), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. P.S. Nair (DIN: 00063118), who retires by rotation and being eligible, offers himself for re-appointment.

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

Place: Delhi  
Date: 26.09.2023



  
Sandeep Sharma  
(Company Secretary)  
M.No. : 1717

**NOTES:**

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
- 2. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) IN NUMBER AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. MEMBERS HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT ONE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR MEMBER. THE INSTRUMENT APPOINTING A PROXY IN ORDER TO BE EFFECTIVE, SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED, NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF MEETING. A PROXY FORM IS ANNEXED HEREWITH.**
- 3. MEMBERS/PROXIES/AUTHORIZED REPRESENTATIVES ARE REQUESTED TO BRING FILLED ENCLOSED ATTENDANCE SLIPS TO ATTEND MEETING.**
- 4. THE MEMBERS ARE REQUESTED TO IMMEDIATELY NOTIFY ANY CHANGE IN THEIR ADDRESS TO THE COMPANY.**
- 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. DETAILS OF DIRECTOR [Mr. G. Subbarao (DIN: 00064511) and Mr. P.S. Nair (DIN: 00063118)] SEEKING RE-APPOINTMENT IS ENCLOSED HEREWITH AS ANNEXURE.**

**Details of directors seeking reappointment at the 17<sup>th</sup> Annual General Meeting to be held on Friday, September 29, 2023  
(Pursuant to the Secretarial Standard SS-2)**

Name of the Director	Mr. G. Subbarao	Mr. P.S. Nair
Director Identification Number (DIN)	00064511	00063118
Age	71 Years	75 years
Brief resume of the Director and other details viz. qualifications, experience/ expertise	Sri. 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.	A Master of Arts in Political Science/Public Administration with a Post Graduate Diploma in Public Sector Management from Leeds University, UK, Mr. P.S. Nair has over 47 years of diverse experience in the airport sector - both in the public and private domains. He also held membership of the Board of AAI. He also held the position of CEO of GHIAL.
Date of first appointment on the Board	23/10/2017	20/10/2012
Shareholding in the Company	NIL	NIL
Directorships, Membership/ Chairmanship of Committees held in other companies	<b>Directorships in other Companies:</b> <ol style="list-style-type: none"> <li>1. GMR League Games Private Limited</li> <li>2. GMR Bajoli Holi Hydropower Private Limited</li> <li>3. GMR (Badrinath) Hydro Power Generation Private Limited</li> <li>4. GMR Indo-Nepal Energy Links Limited (Under Process of Striking Off )</li> <li>5. GMR Indo-Nepal Power Corridors Limited</li> <li>6. Karnali Transmission Company private limited</li> <li>7. GMR Infra Developers Limited</li> </ol>	<b>Directorships in other Companies:</b> <ol style="list-style-type: none"> <li>1. GMR Aero Technic Limited</li> <li>2. GMR Air Cargo and Aerospace Engineering Limited</li> <li>3. GMR Hyderabad Aviation SEZ Limited</li> <li>4. GMR Hyderabad Aerotropolis Limited</li> <li>5. GMR Goa International Airport Limited</li> <li>6. Delhi Aviation Fuel Facility Private Limited</li> <li>7. Aerospace and Aviation Sector Skill Council</li> </ol>

	<p>8. GMR Londa Hydropower Private Limited</p> <p>9. Raxa Security Services Limited</p> <p>10. GMR Power and Urban Infra Limited</p> <p><b>Membership/ Chairmanship of Committees of the Board of other Companies:</b></p> <p>1. GMR Power and Urban Infra Limited</p> <p>- Stakeholder Relationship Committee (Member)</p> <p>- CSR Committee (Chairman)</p> <p>2. GMR (Badrinath) Hydro Power Generation Private Limited</p> <p>-Executive Committee (Member)</p> <p>3. Raxa Security Services Limited</p> <p>- CSR Committee (Member)</p>	<p><b>Membership/Chairmanship of Committees of the Board of other Companies:</b></p> <p>1. GMR Goa International Airport Limited</p> <p>-Share Allotment and Transfer Committee (Chairman)</p> <p>-Nomination and Remuneration Committee (Member)</p> <p>2. GMR Air Cargo and Aerospace Engineering Limited</p> <p>- CSR Committee (Member)</p>
Inter-se relationships between <input type="checkbox"/> Directors <input type="checkbox"/> Manager <input type="checkbox"/> Other Key Managerial Personnel (KMP)	NIL	NIL
Number of Board Meetings attended during the year 2022-23	Six (6)	Three (3)
Details of remuneration last drawn (Rs.)	NIL	NIL

Details of remuneration sought to be paid (Rs.)	NIL	NIL
Terms & Condition of re-appointment	as may be mutually decided with the Board.	as may be mutually decided with the Board.

## ATTENDANCE SLIP

PLEASE FILL THE ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF  
THE MEETING HALL.

Joint shareholders may obtain additional slips on request.

Master Folio No:	
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NAME AND ADDRESS OF SHAREHOLDER: \_\_\_\_\_

NAME OF PROXYHOLDER: \_\_\_\_\_

NO. OF SHARES HELD: \_\_\_\_\_

I hereby record my presence at the Annual General Meeting of the Members of GMR Aviation Private Limited on Friday, September 29, 2023 at 11:30 A.M. at Room No. 10, Ground Floor, Terminal 1D Indira Gandhi International Airport, New Delhi – 110037.

Signature of the Shareholder or Proxy:

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**NOTES:** (1) Members/Proxy holders are requested to produce the attendance slip duly signed for admission to the Meeting hall.

(2) In the case of joint holders, the votes 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 Registers of Members

**FORM NO. MGT-11**

**Proxy form**

*[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]*

CIN: U62200DL2006PTC322498

Name of the Company: GMR Aviation Private Limited

Registered office: Room No. 10, Ground Floor, Terminal 1D Indira Gandhi International Airport, New Delhi -110037

Name of the Member(s): Registered address: E-mail Id: Folio No/ Clint Id: DP ID:
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I/ We being the member(s) of .....shares of the above named company, hereby appoint

1. Name: .....  
Address:  
E-mail Id:  
Signature: ....., or failing him

2. Name: .....  
Address:  
E-mail Id:  
Signature: ....., or failing him

3. Name: .....  
Address:  
E-mail Id:  
Signature: .....,

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at ensuing Annual General Meeting of members of the Company, to be held on Friday, 29<sup>th</sup> day of September, 2023 at 11:30 a.m. at Room No. 10, Ground Floor, Terminal 1D Indira Gandhi International Airport, New Delhi – 110037, and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

1 .....

2.....

3.....

Signed this ..... day of..... 2023

Signature of Shareholder

Signature of Proxy holder(s)

Affix Revenue Stamp
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**Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, before the commencement of the Meeting.**