



GMR Aviation Private Limited

Registered Office:
Room No. 10, Ground Floor, Terminal 1D,
IGI Airport, Delhi - 110037
CIN U62200DL2006PTC322498
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www.gmraviation.com

NOTICE OF 18TH ANNUAL GENERAL MEETING


Notice is hereby given that the 18th Annual General Meeting of the members of GMR Aviation Private Limited will be held on Monday, September 30, 2024 at 11:30 A.M. 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, approve and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2024 together with the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Ashwani Lohani, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Ms. Sridevi Venisheety, who retires by rotation and being eligible, offers herself for re-appointment.

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




Sandeep Sharma
(Company Secretary)
M.No. :/B1717

Place: Delhi
Date: 23.07.2024

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 & 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.

**Details of Directors seeking appointment / re-appointment at the
forthcoming
Annual General Meeting
(Pursuant to Secretarial Standard (SS) -2)**

Name of Director	Mr. Ashwani Lohani	Ms. Sridevi Venisheety
Director Identification Number (DIN)	01023747	02021653
Brief resume of the Director and other details viz. qualifications, experience/ expertise	Dr. Ashwani Lohani, aged 64 years, 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.	Ms. Sridevi Venisheety (holding DIN: 02021653) aged 41 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 Airports Limited (formerly GMR Airports Infrastructure Limited). She is an active social worker.
Date of first appointment on the Board	July 9, 2021	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 meeting attended during FY 2023-24	6	6
Details of remuneration last drawn (in INR)	Nil	Nil

(a) Names of other entities in which Mr. Ashwani Lohani (DIN: 01023747) 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	- Corporate Social Responsibility Committee

(b) Names of other entities in which Ms. Sridevi Venisheety (DIN: 02021653) 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 Foundations LLP	Nil
2.	Unique Biz Enterprises LLP	Nil
3.	Visalakshi Marketing Private Limited	Nil
4.	Dhruvi Securities Limited	- Audit Committee - Nomination and Remuneration Committee - Corporate Social Responsibility Committee - Asset Liability Management Committee - Risk Management Committee - Management Committee

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 18th Annual General Meeting of the Members of GMR Aviation Private Limited will be held on Monday, September 30, 2024 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:

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]

Name of the Company: GMR Aviation Private Limited
CIN: U62200DL2006PTC322498
Registered Office: Room No. 10, Ground Floor, Terminal 1D Indira Gandhi
International Airport, New Delhi – 110037

Name of the member(s)	:	
Registered address	:	
Email Id	:	
Folio No/ Client Id	:	
DP ID	:	

I/we, being the member(s) of _____ shares of the GMR Aviation Private Limited, hereby appoint

Name	:	
Address	:	
Email Id	:	
Signature	:	

or failing him,

Name	:	
Address	:	
Email Id	:	
Signature	:	

or failing him,

Name	:	
Address	:	
Email Id	:	
Signature	:	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 18th Annual General Meeting of the Members of the Company to be held on Monday, September 30, 2024 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 set out in the Notice convening the meeting, as are indicated below:

S. No.	Resolution	Vote (Optional see Note 2)*	
		For	Against
1.	To receive, consider, approve and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2024 together with the reports of the Board of Directors and Auditors thereon.		
2.	To appoint a Director in place of Mr. Ashwani Lohani (DIN: 01023747), who retires by rotation and being eligible, offers himself for re-appointment.		
3.	To appoint a Director in place of Ms. Sridevi Venisheety (DIN: 02021653), who retires by rotation and being eligible, offers herself for re-appointment.		

Signed this _____ day of _____ 2024

Affix Revenue
Stamps

Signature of 1st Proxy holder(s)

Signature of 2nd Proxy holder(s)

Signature of 3rd Proxy holder(s)

NOTES:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. *It is optional to indicate your preference. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.