

## NOTICE OF 19<sup>TH</sup> ANNUAL GENERAL MEETING

Notice is hereby given that the 19<sup>th</sup> Annual General Meeting of the members of GMR Aviation Private Limited will be held on Tuesday, September 30, 2025 at 11:00 A.M. at Room No. 10, Ground Floor, Terminal 1D Indira Gandhi International Airport, New Delhi – 110037, at 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, 2025 together with the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Madhva Bhimacharya Terdal (DIN: 05343139), 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: September 09, 2025



*Monika*  
Monika Manchanda  
Company Secretary  
ACS- 56113

**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.

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

<b>Name of Director</b>	<b>Mr. Madhva Bhimacharya Terdal</b>
Director Identification Number (DIN)	05343139
Brief resume of the Director and other details viz. qualifications, experience/ expertise	Masters' degree in Arts (Economics), Diploma in Bank Management from Indian Institute of Bankers.
Date of first appointment on the Board	25-01-2014
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 meeting attended during FY 2024-25	6
Details of remuneration last drawn (in INR)	Nil

- (a) Names of other entities in which Mr. Madhva Bhimacharya Terdal (DIN: 05343139) holds directorship and the membership of Committees of the Board:

<b>S. No.</b>	<b>Name of other Companies (Directorship)*</b>	<b>Membership of Committees of the Board</b>
1.	GMR Power and Urban Infra Limited	-
2.	GMR Highways Limited	-
3.	GMR Corporate Services Limited (formerly GMR Aerostructure Limited)	-
4.	GMR Energy Limited	<ul style="list-style-type: none"> <li>- Corporate Social Responsibility Committee</li> <li>- Management Committee</li> <li>- Securities Allotment Committee</li> <li>- Nomination and Remuneration Committee</li> </ul>

## Route Map:



*Manika.*

## 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 19<sup>th</sup> Annual General Meeting of the Members of GMR Aviation Private Limited will be held on Tuesday, September 30, 2025 at 11:00 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 19<sup>th</sup> Annual General Meeting of the Members of the Company to be held on Tuesday, September 30, 2025 at 11:00 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, 2025 together with the reports of the Board of Directors and Auditors thereon.		
2.	To appoint a Director in place of Mr. Madhva Bhimacharya Terdal (DIN: 05343139), who retires by rotation and being eligible, offers himself for re-appointment.		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2025

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.