

Date: July 03, 2024

Email ID: [rohan.gavas@gmrgroup.in](mailto:rohan.gavas@gmrgroup.in)

BSE Limited  
1<sup>st</sup> Floor, New Trading Ring  
Phiroze Jeejeebhoy Towers,  
Dalal Street  
MUMBAI – 400001

BSE Scrip Code: 975201  
BSE Scrip ID: 10GGIAL43

Dear Sir/Madam,

**Subject: Notice of 21<sup>st</sup> Extra-Ordinary General Meeting (EGM)**

Dear Sir/ Ma'am

Pursuant to Regulations 50(2) & 51(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 ("Listing Regulations"), we are enclosing a copy of the Notice for convening the Twenty-first (21<sup>st</sup>) Extra-Ordinary General Meeting of the Company to be held on Thursday, July 04, 2024 at 03:15 P.M. (IST) at a shorter notice.

Submitted for your information and records please.

Thanking you.

Yours truly,  
for **GMR Goa International Airport Limited**

**Rohan Ramchandra Gavas**  
Company Secretary & Compliance officer  
Encl.: As above

## NOTICE TO THE MEMBERS

**NOTICE** is hereby given that the **TWENTY-FIRST EXTRA ORDINARY GENERAL MEETING** (EGM) of the Members of GMR Goa International Airport Limited (GGIAL) will be held on Thursday, the 04<sup>th</sup> day of July 2024 at 03.00 PM through video conferencing at the Registered Office of the Company at Administrative Block, Mopa International Airport, Taluka Pernem, North Goa - 403512 to transact the following business, the zoom link for attending the meeting is given as under:

Join Zoom Meeting

<https://gmrgroup-in.zoom.us/j/93803002243>

Meeting ID: 938 0300 2243

Passcode: 942839

### SPECIAL BUSINESSES:

#### 1. TO CONSIDER AND APPROVE THE CONTINUATION OF MR. G.M. RAO AS NON-EXECUTIVE DIRECTOR AND CHAIRMAN, POST ATTAINING THE AGE OF 75 YEARS

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions of Companies Act, 2013 read with rules made thereunder including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force, continuation of Mr. G.M. Rao (DIN: 00574243), as a Non-Executive Director and Chairman of the Company, liable to retire by rotation, post attaining the age of 75 years, be and is hereby approved.

**RESOLVED FURTHER THAT** the Board of Directors and Company Secretary of the Company be and are hereby severally authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

**By Order of the Board of Directors  
For GMR Goa International Airport Limited**

**Rohan Ramachandra Gavas  
(Company Secretary)**

**Date: July 03, 2024**

**Place: North Goa**

## NOTES

1. In compliance with the applicable provisions of the Companies Act, 2013 read with circulars (General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 08, 2021, General Circular No. 03/2022 dated May 05, 2022, and General Circular 09/2023 dated September 25, 2023 together ("**MCA Circulars**") issued by MCA, and Circular No Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 issued by the Securities Exchange Board of India ("SEBI Circular"), this Extra-Ordinary General Meeting of the Company shall be conducted through Video Conferencing (VC) or Audio Visual Means ("OAVM") without physical presence of the members at a common venue and in compliance with the Companies Act, 2013 and the MCA Circulars.
2. The deemed venue shall be the registered office of the Company.
3. The company shall provide proper teleconferencing/video-conferencing/webex facility are as under. The instructions/details of the meeting i.e. access link to the video conferencing or other audio visual means, login id, passwords, helpline numbers, e-mail id of a designated person who shall provide assistance for easy access to the meeting are as under:  
  
Join Zoom Meeting  
<https://gmrgroup-in.zoom.us/j/93803002243>  
  
Meeting ID: 938 0300 2243  
Passcode: 942839
4. Pursuant to the aforesaid MCA Circulars, Members attending the 21<sup>st</sup> EGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. As per the provisions of the Act and aforesaid MCA Circulars, the Company is not required to provide the facility of e-voting. The MCA Circulars prescribe that at least half of the total numbers, who represent not less than seventy-five percent of the paid-up share capital of the Company and gives a right to vote in the meeting, the General Meeting of such Company may be conducted through VC facility or OAVM only. The Company has in its records, the email addresses of all the Members of the Company representing hundred percent of the total paid-up share capital of the Company and gives right to the vote at the meeting. However, the Company is required to comply with the framework prescribed by the MCA Circulars for conducting the General Meeting through VC facility or OVAM and issue of General Meeting Notice and subject to the fulfilment of the requirements which are covered hereunder in this Notice.
6. Notice convening the 21<sup>st</sup> EGM is being sent only through electronic mode i.e. by email to all the Members and others who are entitled to receive such Notice, to their e-mail addresses registered with the Company. The Notice convening the 21<sup>t</sup> EGM

has been uploaded on the website of the Company at <https://www.gmrgroup.in/airports/goa/>

7. Since the EGM will be held through VC Facility, the Route Map being not relevant, therefore is not annexed to this Notice.
8. Members may join the <sup>th</sup> EGM through VC Facility by following the procedure as mentioned separately in the notice, which shall be kept open for the Members from [ ] PM IST i.e. 15 minutes before the time scheduled to start the <sup>th</sup> EGM and shall not be closed for at least 15 minutes after such scheduled time.
9. In line with the MCA Circulars, appointment of proxy to attend and cast vote on behalf of the member is not available as the EGM will be held through VC facility.
10. The attendance slip and Form No. MGT-11 (Proxy Form) are not attached as the meeting is being held through VC.
11. Corporate members shall appoint their authorized representative(s) to attend the Meeting through video conferencing and are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the General Meeting.
12. A member shall be entitled to attend and vote either by show of hands if the Chairman allows or by sending their assent/dissent via email [rohan.gavas@gmrgroup.in](mailto:rohan.gavas@gmrgroup.in) ("**Designated email ID**") in case a poll is demanded.
13. The Meeting is convened at a shorter notice, after obtaining the consent, in writing or by electronic mode, is accorded thereto by members of the Company majority in number entitled to vote and who represent not less than ninety-five percent of such part of the paid-up share capital of the company as gives a right to vote at the meeting, pursuant to the provisions of Section 101 of the Act.
14. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or arrangements in which the Directors are interested and are maintained under Section 189 of the Companies Act, 2013, Investment Agreement and Investor Rights' Agreement, executed on December 6, 2022, among the Company, GMR Airports Limited and National Investment and Infrastructure Fund and other documents referred in this EGM notice will be made available for inspection by the members at the EGM venue during the continuance of the meeting.
15. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, is annexed hereto.
16. Members who need IT assistance before or during the EGM can contact on [rohan.gavas@gmrgroup.in](mailto:rohan.gavas@gmrgroup.in).

## **ANNEXURE TO THE NOTICE**

### **[Explanatory Statement pursuant to Section 102 of the Companies Act, 2013]**

#### **Agenda Item No 01**

In terms of the Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('Listing Regulations') with effect from April 1, 2019, approval of shareholders vide special resolution is required for continuation of Director who has attained age of 75 years.

Mr. G.M. Rao is the founder of the GMR Group. Over the last 4 decades, he has successfully established GMR Group, as one of the most recognized brands in the country. The Group is now well diversified and professionally managed infrastructure developer with focus on Airports, Energy, Highways and Urban Infrastructure including SEZs. Though all these business opportunities were new to the Group and to the Country, the Group has scaled up quickly and delivered world-class quality assets. He is involved in apex level business decisions and external relations, senior leadership development, organization building initiatives etc.

Over these years, he has been instrumental in driving the group strategy and other corporate initiatives. In view of his leadership, strategic inputs, management skills, stakeholders' relationships, governance acumen as well as operational guidance towards the growth of the Company, it is crucial for the Company to have him on the Board of the Company.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors vide its circular resolution dated [], has considered and recommended the continuation of Mr. G.M. Rao as Non-Executive Director and Chairman, liable to retire by rotation beyond the age of 75 years, to the Members of the Company for their approval.

Except Mr. G M Rao, Mr. Grandhi Kiran Kumar, Mr. G.B.S. Raju and Mr. Srinivas Bommidala, being related to each other, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in this resolution.

The Board of Directors of the Company recommends the resolution set forth at item no. 1 of the notice for approval of the members as a Special Resolution.

**By Order of the Board of Directors  
For GMR Goa International Airport Limited**

**Place : Goa  
Date : July 03, 2024**

**Rohan Ramachandra Gavas  
(Company Secretary)**

**Profile of Directors seeking appointment/re-appointment at the Annual General Meeting (In pursuance of Secretarial Standard – II on General Meetings)**

<b>Name of Director</b>	<b>Mr. Grandhi Mallikarjuna Rao.</b>
DIN	00574243
Date of Birth	01/07/1949
Age	75 years
Qualification	Mechanical Engineer (also conferred with the honorary Doctor of Laws by York University, Toronto, Canada in 2011, the honorary Doctor of Letters by the Andhra University, India in 2010 and again honorary Doctor of Letters by the Jawaharlal Nehru Technological University, Hyderabad, India in 2005)
Experience and Expertise in specific functional area	Mr. G M Rao is the founder chairman of GMR Group, a global infrastructure developer and operator based in India. Started in 1978, GMR Group is now present in 7 countries, active in energy, highways, large urban development and airports sectors, known for building and operating world class national assets. Mr. Rao was a director on the Board of Vysya Bank for several years and also served as a nonexecutive chairman of ING Vysya Bank between October 2002 and January 2006 Apart from this, he has served as the member of the very prestigious Central Board of Directors (CBoD) of Reserve Bank of India (RBI) for the period between 2011 and 2015 and was a member on the Board of Directors of the National Housing Bank (a wholly owned subsidiary of the RBI) during the corresponding period of his tenure at the CBoD of RBI. He has been awarded as "Entrepreneur of the Year" (2006-2007) at the Economic Times Awards for Corporate Excellence 2006 – 2007. He has been awarded for the 'First Generation Entrepreneur of the Year' from CNBC TV 18 in 2009. In the same year, he was awarded the Infrastructure person of the year at the Infrastructure Journal Award Ceremony held in London.
Terms and Conditions of appointment	Non-Executive Director
Details of Remuneration	Nil
Date of first appointment on the Board	October 14, 2016
Shareholding in the Company	Nil
Relationship with other	Father of Mr. G.B.S Raju, Director and Mr. Grandhi Kiran Kumar, Director and father-in-Law of Mr. Srinivas Bommidala, Director.

Directors, Manager and KMPs	
No. of Board meetings attended during the year	No. of Meetings held- 04
	No. of Meetings Attended- 02
Other Directorship, Chairmanship & Committee Membership	Enclosed herewith as Annexure 1

**By Order of the Board of Directors  
For GMR Goa International Airport Limited**

**Place : Goa  
Date : July 03, 2024**

**Rohan Ramachandra Gavas  
(Company Secretary)**

## Annexure I

### Other Directorship

<b>SR.NO</b>	<b>COMPANY NAME</b>	<b>DESIGNATION</b>
1	GMR Airports Infrastructure Limited	Non-Executive Chairman
2	GMR Power And Urban Infra Limited	Non-Executive Chairman
3	GMR Hyderabad International Airport Limited	Executive Chairman
4	GMR Varalakshmi Foundation	Chairman and Member
5	Delhi International Airport Limited	Executive Chairman
6	GMR Airports Limited	Non-Executive Chairman
7	AMG Healthcare Destination Private Limited	Director
8	Parampara Family Business Institution	Chairman and Member
9	GMR Goa International Airport Limited	Non-Executive Chairman
10	GMR Enterprises Private Limited	Non-Executive Chairman
11	GMR Nagpur International Airport Limited	Chairman
12	GMR Visakhapatnam International Airport Limited	Chairman
13	GMR Energy Limited	Non Executive Chairman

### Committee Chairmanship / Membership

<b>SR.NO</b>	<b>COMPANY NAME &amp; COMMITTEE</b>	<b>DESIGNATION</b>
1	GMR Airports Infrastructure Limited Management Committee	Chairman
2	GMR Power and Urban Infra Limited Management Committee	Chairman
3	GMR Enterprises Private Ltd Management Committee	Chairman