

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that the 24th Extra-Ordinary General Meeting of the Members of GMR Goa International Airport Limited ("**the Company**") will be held on **Wednesday, July 23, 2025 at 10:30 A.M. (IST)** through Video Conferencing ("**VC**")/ Other Audio Visual Means ("**OAVM**"), to transact the following business item at a shorter notice:

SPECIAL BUSINESS:

1. TO CONSIDER AND APPROVE THE CONTINUATION OF DR M RAMACHANDARAN AS NON-EXECUTIVE INDEPENDENT DIRECTOR, 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 Regulations 17(1A) and 62D(2) 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 Dr. M. Ramachandran (DIN: 01573258), as a Non-Executive Independent Director of the Company, not liable to retire by rotation, post attaining the age of 75 years, be and is hereby considered, approved and ratified.

RESOLVED FURTHER THAT the Directors of the Company, Mr. R. V. Sheshan – Chief Executive Officer, Mr. Rajesh Madan – Chief Financial Officer and Mr. Sushil Dudeja – Authorised Signatory 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**

Place: Gurugram
Date: July 22, 2025

**Sushil Dudeja
Authorised Signatory**

Notes:

1. The Ministry of Corporate Affairs (“MCA”) has vide its General Circulars dated April 8, 2020, May 5, 2022, December 28, 2022, September 25, 2023 and September 19, 2024 (collectively referred to as “MCA Circulars”) permitted the holding of the Extra-Ordinary General Meeting (“EGM or Meeting”) through Video Conferencing (“VC”) facility or Other Audio Visual Means (“OAVM”), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”) and the aforesaid MCA Circulars, the 24th EGM of GMR Goa International Airport Limited (“GGIAL” or “the Company”) is scheduled to be held on **Wednesday, July 23, 2025 at 10:30 A.M. (IST)** through VC / OAVM.
2. As per provisions of the Act and aforesaid MCA Circulars and amended rules, the Company is not required to provide the facility of e-voting. The MCA Circulars prescribe that in case the Company has in its records, the e-mail addresses of 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 EGM of such Company may be conducted through VC facility or OAVM only. The Company has in its records, the e-mail 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 vide its aforesaid circulars for conducting the EGMs through VC facility or OVAM and issue of EGM Notice and subject to the fulfillment of the requirements which are covered hereunder in this Notice
3. Format for giving consent for shorter notice consent is attached herewith.
4. A Member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on a poll instead of himself/ herself and such proxy need not be a member of the Company. However, this EGM is being held, pursuant to MCA Circulars through VC/OAVM, the requirement of physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxy by the Member will not be available for the EGM and hence the Proxy Form, and Attendance Slip are not annexed to this EGM Notice.
5. Notice convening the 24th EGM is being sent only through electronic mode i.e. by e-mail to all the Members and others entitled, to their e-mail addresses registered with the Company. The Notice convening the 24th EGM has been uploaded on the website of the Company at <https://www.miagoairport.com/>.
6. The explanatory statement pursuant to Section 102(1) of the Act in respect of Special Business is annexed hereto.
7. All the documents referred to in the EGM Notice in respect of special business, which are to be kept open for inspection by the Members of the Company, will be available for inspection through electronic mode between 11:00 A.M. and 05:00 P.M. on all working days till the date of the 24th EGM. In this regard, the Members are requested to send an e-mail from their registered e-mail ID to Rajesh.Madan@gmrgroup.in with a copy marked to Venkat.RamanaTangirala@gmrgroup.in and Sushil.Dudeja@gmrgroup.in.

8. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
9. Corporate members intending to send their authorised representative to attend the Meeting are requested to send to the Company, the Authorisation Letter along with a certified copy of the Board Resolution authorising their representative to attend and vote thereat, on their behalf at the EGM. The scanned copy of Authorization Letter along with Board Resolution shall be sent by e-mail from their registered e-mail ID to Rajesh.Madan@gmrgroup.in with a copy marked to Venkat.RamanaTangirala@gmrgroup.in and Sushil.Dudeja@gmrgroup.in.
10. The instructions or details of the EGM i.e. access link to the VC or OAVM, login id, passwords, helpline numbers, e-mail id of a designated person who shall provide assistance for easy access to the EGM, is as follows:

- ✓ **Link to join the meeting:** <https://gmrgroup-in.zoom.us/j/92118270165>
- ✓ **Meeting ID:** 921 1827 0165 **Passcode:** 531098
- ✓ The Shareholder has to click on the Link and the same will take to the User Id and password option.
- ✓ The shareholder has to add the password and Press on the Join Meeting Button.
- ✓ The Shareholder has the option to join with Video or Without Video.
- ✓ The Shareholder has the feature speak by pressing 'Unmute'. It is advisable that during the proceedings, the shareholder to keep on Mute and whenever want to say anything, then only Unmute.

Mobile Number of the Authorized officer of the Company in case of any connection issues is as below: Mr. Rajesh Madan – 9818011409, Mr. Venkat Ramana Tangirala – 9949999049 and Mr. Sushil Dudeja – 9717852211.

11. Facility for joining the EGM will be kept open 15 minutes before the scheduled time of the EGM and shall not be closed till the expiry of 15 minutes after the scheduled time of the EGM.
12. The Chairman of the Board will preside as the Chairman of EGM. In case the Chairman is not present due to other occupation, the Directors present will elect one among themselves to be Chairman of the EGM. If no director is willing to act as Chairman or if no director is present within 15 minutes after the time appointed for holding the EGM, the members present shall choose one among themselves to be the Chairman of EGM.
13. The Chairman of the EGM may conduct a vote on the resolution by show of hands, unless a demand for poll is made by a member in accordance with the provisions of section 109 of the Act. Where a poll on any item is required, the members shall cast their votes on the resolution only by sending e-mail to the email ID Rajesh.Madan@gmrgroup.in with a copy marked to Venkat.RamanaTangirala@gmrgroup.in and Sushil.Dudeja@gmrgroup.in through their e-mail addresses which are registered with the Company.
14. This EGM is being held through VC / OAVM, as such the route map to the venue is not annexed to this Notice.

15. The recorded transcript of the VC or OAVM will be maintained in safe custody by the Company and such recorded transcript of the meeting, as soon as possible and will also be made available on the website of the Company.
16. Meeting through VC or OAVM facility is allowed two-way teleconferencing for ease of participation of the members.
17. The Auditor or his / her authorized representative, who is qualified to be an auditor would attend such meeting through VC or OVAM facility.
18. Details of Director's re-appointment as required by Secretarial Standards on General Meeting is also enclosed.

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

Place: Gurugram
Date: July 22, 2025

**Sushil Dudeja
Authorised Signatory**

EXPLANATORY STATEMENT IN PURSUANCE OF SECTION 102(1) OF THE COMPANIES ACT, 2013.

Item No. 1:

In terms of the Regulations 17(1A) and 62D(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("**SEBI LODR**"), approval of shareholders vide special resolution is required for continuation of Director who has attained age of 75 years.

Dr. M. Ramachandran, during his tenure as an Independent Director, has attained the age of 75 years. In terms of Regulations 17(1A) and 62D(2) of SEBI LODR, the Company intends to continue directorship of Dr. M. Ramachandran beyond the age of 75 years as he is a person of integrity, possesses relevant expertise and vast experience. Considering his business acumen and strategic expertise, his continuation as an Independent Director on the Company's Board, will be beneficial and in the best interest of the Company.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors vide its circular resolution dated July 22, 2025, has considered and recommended the continuation of Dr. M. Ramachandran as a Non-Executive Independent Director, not liable to retire by rotation beyond the age of 75 years, to the Members of the Company for their approval.

Except Dr. M. Ramachandran, being interested, 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: Gurugram
Date: July 22, 2025

**Sushil Dudeja
Authorised Signatory**

**THE COMPANIES ACT, 2013
CONSENT FOR SHORTER NOTICE**

[Pursuant to Section 101 of the Companies Act, 2013]

To,
The Board of Directors
GMR Goa International Airport Limited ("the Company")
Administrative Block, Manohar International Airport,
Taluka Pernem, Mopa, North Goa,
Goa – 403512, India

We/I, _____ registered number/ son of _____ having registered office at/resident of _____ holding _____ equity shares of the face value of Rs. 10/- each in the Company in my/our own name having client ID _____ and DP ID _____, hereby give consent pursuant to the provisions of Section 101 of the Companies Act, 2013 to hold the 24th Extra-Ordinary General Meeting of the Company at a shorter notice on July 23, 2025.

Signature
Name _____
Member