

Date: August 22, 2024

Email ID: rohan.gavas@gmrgroup.in

BSE Limited
1st 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 8th Annual General Meeting of GMR Goa International Airport limited.

Dear Sir/ Ma'am

Pursuant to Regulations 50(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), we are enclosing a copy of the Notice of convening the 8th Annual General Meeting of the Company to be held on September 24, 2024.

The said Notice is also being dispatched to the Members of the Company and has been uploaded on the website of the Company at <https://www.gmrgroup.in/airports/goa/>

Submitted for your information and records please.

Thanking you.

Yours truly,

For **GMR Goa International Airport Limited**
ROHAN RAMCHANDRA
GAVAS

Digitally signed by ROHAN RAMCHANDRA GAVAS
DN: c=IN, postalCode=421501, st=MAHARASHTRA, street=PURVA APARTMENT, ROOM NO. 201, 2ND
FLOOR, THANE, MAHARASHTRA, o=THANE, ou=Personal
serialNumber=1.2ae6c91c23d2b1100614c394408f721746585a8ca2029262978665345d1,
personalEmail=168733226648848bc0fca7b0cda8,
2.5.4.20=497d4f58d6ac357e1a15e761cfc9c960d7db9196f1773a2531b07f98a,
email=ROHAN.GAVAS@GMAIL.COM, cn=ROHAN RAMCHANDRA GAVAS
Date: 2024.08.22 21:15:23 +05'30'

Rohan Ramchandra Gavas
Company Secretary & Compliance officer

Encl.: As above

NOTICE

NOTICE is hereby given that the Eight Annual General Meeting (AGM) of the members of GMR Goa International Airport Limited will be held on Tuesday, September 24, 2024 at 03.00 p.m. (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") at the registered office of the Company at Administrative Block, Manohar International Airport, Taluka Pernem, Mopa, North- Goa 403512 to transact the following businesses:

Ordinary Business

1. To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2024, and the Reports of the Board and Auditors thereon.
2. To appoint a director in place of Mr. G.B.S. Raju Director [DIN 0061686], who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a director in place of Mr. Srinivas Bommidala [DIN 0061464] who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a director in place of Mr. Grandhi Kiran Kumar [DIN 0061669] who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint a director in place of Mr. Indana Prabhakara Rao [DIN 3482239] who retires by rotation and being eligible, offers himself for re-appointment.

Special Business

6. **Appointment of Mr. Alexis Riols [DIN: 10497928], as Non-Executive Director of the Company.**

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

"RESOLVED THAT pursuant to the provisions of Section 152 and all other applicable provisions of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Qualifications of Directors) Rules, 2014, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), Mr. Alexis Riols [DIN: 10497928], who was appointed by the Board of Directors as an Additional Director (Non-Executive) of the Company, with effect from April 17, 2024 under section 161 of the Act and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting of the Company and in respect of whom the Company has received a Notice in writing from a Member under section 160 of the Act, proposing his candidature for the office of

Director of the Company, being so eligible be appointed as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation.”

7. Appointment of Mr. Rebet Thibaut [DIN: 10563982], as Non Executive Director of the Company.

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

“RESOLVED THAT pursuant to the provisions of Section 152 and all other applicable provisions of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualifications of Directors) Rules, 2014, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), Mr. Rebet Thibaut [DIN: 10563982], who was appointed by the Board of Directors as an Additional Director (Non-Executive) of the Company, with effect from April 17, 2024 under section 161 of the Act and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting of the Company and in respect of whom the Company has received a Notice in writing from a Member under section 160 of the Act, proposing his candidature for the office of Director of the Company, being so eligible be appointed as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation.”

8. Ratification of remuneration to Cost Auditors of the Company for the Financial Year ended March 31, 2024.

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

“RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 read with rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) the remuneration payable to M/s. Narasimha Murthy & Co., Cost Accountants (Firm Registration No. 000042), appointed by the Board of Directors as Cost Auditors to conduct the audit of the cost records maintained by the Company for the financial year ending March 31, 2024, being Rs. 3,00,000/- (Rupees Three Lakhs Only) plus applicable taxes and reimbursement of out of pocket expenses that may be incurred by them in connection with the aforesaid audit, be and is hereby ratified and confirmed.”

9. Approval for enhancement of borrowing limits.

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

“RESOLVED THAT in supersession to all the resolutions passed by the members in this

GMR Goa International Airport Limited

regard and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and subject to such other approvals as may be required from any Statutory / Regulatory authority, consent of the members be and is hereby accorded to the Board of Directors (including Committee of Directors) of the Company for raising funds by way of term loans, working capital loans, Non Fund based facilities, Subordinated Debt, Quasi Equity / inter corporate loan including long term inter corporate loan and Bridge Loans or External Commercial Borrowings (ECB) or by way of offer or invite for subscriptions, issue and allot secured/unsecured redeemable convertible / non-convertible debentures or non-convertible bonds, in one or more series/tranches, in Indian Rupees and/or in any foreign currency, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company may, at any time, exceed the aggregate of the paid-up share capital of the Company and its free reserves and securities premium, subject to such aggregate borrowings not exceeding the amount of Rs. 2,890 Crore (Rupees Two Thousand Eight Hundred Ninety Crores Only) ("Facilities"), to such person or persons, including financial institutions, banks, multilateral lending agencies, trusts, funds, Group Companies which shall include their successors and assignees ("Lenders").

10. **Approval for the creation of lien/encumbrance over the assets of the company.**

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

"RESOLVED THAT in supersession of all the earlier resolutions passed in this regard, and pursuant to the provisions of Section 180(1)(a) and all other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification or re-enactment thereof for the time being in force), and provisions of the Articles of Association of the Company and all other provisions of applicable laws, and subject to such approvals as may be required from Statutory / Regulatory authority, Government of Goa / Government of India and/or other Government Authorities, if any, consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution) to enhance the value of charge / mortgage / hypothecation over and above the existing charges / mortgages / hypothecations created by the Company, in such form and manner and with such ranking, whether exclusive, pari-passu, subservient or otherwise and at such time and on such terms as the Board may determine, on all or any of the moveable and/or immovable properties of the Company, both present and future and/or on the whole or

any part of the undertaking(s) of the Company, in favour of financial institutions, banks, multilateral lending agencies, trusts, funds or trustees of debenture holders, for securing the borrowings of the Company availed/to be availed by way of loans(s) (in Foreign currency and/or rupee currency) and / or debentures (convertible / non-convertible / secured / unsecured) and / or securities in the nature of debts instruments issued/to be issued by the Company (hereinafter 'loans'), from time to time, subject to such charge amount in total shall not exceed Rs. 2,890 Crore (Rupees Two Thousand Eight Hundred and Ninety Crores Only).

**By order of the Board of Directors of
GMR Goa International Airport Limited**

**Place: Goa
Date: August 22, 2024**

**Rohan Ramachandra Gavas
(Company Secretary & Compliance Officer)**

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NOTES

1. In view of COVID-19 pandemic, Ministry of Corporate Affairs ("MCA") vide its 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 and General Circular No. 03/2022 dated May 05, 2022 (collectively referred to as "MCA Circulars") has allowed the Companies to conduct Annual General Meeting ("AGM") through Video Conferencing ("VC") or Other Audio Visual Means without the physical presence of the Members at a common venue. In terms of the said Circulars, the 8th AGM of the Company is being held through VC. Hence, Members can attend and participate in the AGM through VC only.
2. 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:

Weblink : <https://gmrgroup-in.zoom.us/j/99109853568>

Meeting ID : 991 0985 3568

Passcode : 876908

Email ID of designated person: rohan.gavas@gmrgroup.in

3. Pursuant to the aforesaid MCA Circulars, Members attending the 8th AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
4. As per the Companies Act, 2013, ('the Act'), a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf. However, in terms of the MCA Circulars, the 8th AGM is being held through VC, physical attendance of Members has been dispensed with. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the 8th AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
5. Since the AGM will be held through VC Facility, the Route Map being not relevant, therefore is not annexed to this Notice.
6. Members may join the 8th AGM through VC Facility by following the procedure as mentioned separately in the notice, which shall be kept open for the Members from 02.45 p.m. IST i.e. 15 minutes before the time scheduled to start the 8th AGM and shall not be closed for at least 15 minutes after such scheduled time.
7. Corporate members shall appoint their authorised 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 Annual General Meeting.
8. The Meeting may be 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.

Explanatory Statement under Section 102(1) of the Companies Act, 2013 read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 .

Item No. 06 & Item No 07

The Board of Directors based on the recommendation of the Nomination and Remuneration (NRC) appointed Mr. Alexis Riols and Mr. Rebet Thibaut who are representing GMR Airports Limited.

The Company has received notice in writing from Members proposing the candidature of Mr. Alexis Riols and Mr. Rebet Thibaut to be appointed as Directors of the Company. The Company has received required declarations under Section 164(2)(a) and Section 184(1) of the Companies Act, 2013 in the prescribed forms from Mr. Alexis Riols and Mr. Rebet Thibaut.

In the opinion of the Board, Mr. Alexis Riols and Mr. Rebet Thibaut fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as Non-Executive Director of the Company and is liable to retire by rotation.

Additional information in respect of Mr. Alexis Riols and Mr. Rebet Thibaut, pursuant to Secretarial Standards on General Meetings (SS-2), is provided at Annexure A to this Notice.

Except Mr. Alexis Riols and Mr. Rebet Thibaut and/or their relatives, none of the Directors and Key Managerial Personnel of the Company.

The Board of Directors recommends the resolution proposing the appointment of Mr. Alexis Riols and Mr. Rebet Thibaut a Non-Executive Directors of the Company, as set out in Item No. 6&7 for approval of the Members by way of an Ordinary Resolutions.

Item No. 08

The Board of Directors of the Company at its meeting held on July 19, 2024, on recommendation of the Audit Committee, approved the appointment of and remuneration payable to M/s. Narasimha Murthy & Co. Cost Accountant, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2025.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is required to be ratified by the members of the Company. Accordingly, the members are requested to ratify the remuneration payable to the Cost Auditor for the financial year ending March 31, 2025 as set out in the resolution.

None of the Directors and/ or Key Managerial Personnel of the Company and/ or their relatives are concerned or interested in the resolution set out in Item No. 8 of the notice and the Board recommends passing of the same as an Ordinary Resolution.

GMR Goa International Airport Limited

Item No 09.

To facilitate refinancing of Rupee facility loans, Group debt and sub debts through fresh issuance of Non-Convertible Debentures the borrowing powers of the Board was increased to Rs. 5,650 crores by the shareholders at their Extra Ordinary General Meeting held on October 31, 2023.

As the refinancing is completed, it is now proposed to revise the borrowing limits from Rs. 5,650 Crore to Rs. 2,890 crore. The said proposal is approved and recommended by the Board at its meeting held on

None of the Directors and/ or Key Managerial Personnel of the Company and/ or their relatives are concerned or interested in the resolution set out in Item No. 9 of the notice and the Board recommends passing of the same as an Ordinary Resolution.

**By order of the Board of Directors of
GMR Goa International Airport Limited**

**Place: Goa
Date: August 22, 2024**

**Rohan Ramachandra Gavas
(Company Secretary & Compliance Officer)**

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

Name of Director	Mr. Srinivas Bommidala	Mr. G.B.S Raju	Mr. Grandhi Kiran Kumar	Mr. Indana Prabhakara Rao
DIN	00061464	00061686	00061669	03482239
Age	61 years	50 years	48 years	~ 65 years
Qualification	Commerce Graduate	B.com	Commerce Graduate	B.E. M.E.
Experience	More than 38 yrs.	More than 24 years	More than 26 years	~ 40 years
Terms and Conditions of appointment	Retiring by rotation and being eligible, offers himself for re-appointment			
Details of Remuneration	Sitting fees only			NIL
Date of first appointment on the Board	14.10.2016			06.02.2018
Shareholding in the Company	NIL			
Relationship with other Directors, Manager and KMPs	Son in Law of Mr. GM Rao, Brother-in-Law of Mr. Grandhi Kiran Kumar and Mr. G,B,S, Raju.	Elder son of Mr. G.M. Rao, brother of Mr. Grandhi Kiran Kumar and brother-in-law of Mr. Srinivas Bommidala.	Son of Mr. G.M. Rao, Brother of Mr. G,B,S, Raju and Brother-in-Law of Mr. Srinivas Bommidala	Not Applicable
No. of Board meetings attended during the year	2		1	3

<p>Other Directorship, Chairmanship & Committee Membership</p>	<p>Directorship: Bommidala Exports Private Ltd GMR Airports Infrastructure Ltd GMR Power and Urban Infra Ltd. GMR Varalakshmi Foundation GMR Hyderabad International Airport limited BSR Holdings Private Limited AMG Healthcare Destination Private Limited Delhi Duty free Services Private Limited Delhi International Airport Ltd GMR Enterprises Private limited GMR Energy Limited</p> <p>Committee Position Member of:</p> <p>Audit Committee: AMG Healthcare Destination Pvt Ltd GMR Energy Ltd</p> <p>Management Committee:</p> <p>GMR Energy Ltd GMR Power and Urban Infra Ltd GMR Enterprises Pvt Ltd GMR Kamalanga Energy Ltd</p> <p>Debenture Allotment Committee:</p> <p>GMR Airports Infrastructure Ltd</p> <p>Risk Management & Environment Social & Governance Committee</p> <p>GMR Power and Urban Infra Ltd</p>	<p>Directorship: GMR Airports Infrastructure Ltd GMR Varalakshmi Foundation Delhi International Airport Ltd GBS Holdings Pvt Ltd GMR Enterprises Pvt Ltd. Delhi Duty Free Services Pvt Ltd GMR Air Cargo & Aerospace Engineering Ltd GMR Airports Ltd GMR Hyderabad International Airport Limited GMR Airport Developers Ltd GMR Visakhapatnam International Airport Ltd. Varalakshmi Sports Pvt Ltd GMR Nagpur International Airport Ltd GMR Kamalanga Energy Ltd GMR Rajahmundry Energy Ltd GMR Gujarat Solar Power Ltd GMR Generation Assets Ltd GMR Power and Urban Infra Ltd.</p> <p>Committee Positions:</p> <p>Debenture Allotment Committee: GMR Airports Infrastructure Ltd</p> <p>Management Committee: GMR Airports Infrastructure Ltd GMR Enterprises Pvt Ltd.</p> <p>Nomination & Remuneration: GMR Airports Ltd</p> <p>Share Allotment & Transfer Committee: GMR Visakhapatnam International Airport Ltd.</p> <p>Risk Management & Environment Social & Governance Committee Delhi International Airport Ltd GMR Hyderabad International Airport Ltd</p>	<p>Directorship: GMR Airports Infrastructure Ltd GMR Power and Urban Infra Ltd GMR Hyderabad International Airport Ltd GMR Varalakshmi Foundation GKR Holdings Private Ltd JSW GMR Cricket Private Ltd Delhi International Airport Ltd</p> <p>GMR Hyderabad Aerotropolis Ltd GMR Enterprises Private Ltd GMR Technologies Private Ltd GMR Energy Ltd GMR Sports Venture Private Ltd</p> <p>Committee Position Member of:</p> <p>Stakeholders Relationship Committee: Delhi International Airport Ltd (C) GMR Enterprises Private Ltd.</p> <p>Nomination and Remuneration Committee: Delhi International Airport Ltd GMR Enterprises Private Ltd.</p> <p>Audit Committee: GMR Enterprises Private Ltd.</p> <p>Risk Management & Environment Social & Governance Committee GMR Enterprises Private Ltd. GMR Airports Infrastructure Ltd GMR Power and Urban Infra Ltd</p>	<p>Directorship: Delhi International Airport Ltd GMR Airports Ltd GMR Airport Developers Ltd GMR Nagpur International Airport Ltd GMR Visakhapatnam International Airport Ltd.</p> <p>Committee Position Member of:</p> <p>Audit Committee: Delhi International Airport Ltd GMR Airports Ltd GMR Airport Developers Ltd</p> <p>Corporate Social Responsibility Committee: Delhi International Airport Ltd GMR Airports Ltd GMR Airport Developers Ltd</p> <p>Stakeholders Relationship Committee: GMR Airports Ltd Share Allotment & Transfer Committee: GMR Visakhapatnam International Airport Ltd.</p> <p>Nomination and Remuneration Committee: GMR Visakhapatnam International Airport Ltd.</p> <p>Risk Management & Environment Social & Governance Committee Delhi International Airport Ltd</p>
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GMR Goa International Airport Limited

Regd. Office: Administrative Block, Manohar International Airport, Mopa,
Pernem - 403512, Goa. CIN: U63030GA2016PLC013017
Tel: + 91 832 2499000 Fax:+ 91 8322499020; www.gmrgroup.in

By order of the Board of Directors of GMR Goa International Airport Limited

Place: Goa
Date: September 01, 2023

Rohan Ramachandra Gavas
(Company Secretary)