

## **NOTICE TO THE MEMBERS OF GMR GOA INTERNATIONAL AIRPORT LIMITED FOR THE 07<sup>TH</sup> ANNUAL GENERAL MEETING OF THE COMPANY.**

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Notice is hereby given that the 07<sup>th</sup> Annual General Meeting of the members of GMR Goa International Airport Limited will be held on September 22, 2023 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 receive, consider and adopt the audited financial statements of the Company for the Year ended March 31<sup>st</sup>, 2023 together with the notes and annexures thereto and the reports of the Board of Directors and Auditors thereon.**

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

**"RESOLVED THAT** the audited financial statements for the financial year ended March 31, 2023 along with the Directors' Report and Auditors' Report thereon be and are hereby received, considered, approved and adopted."

- 2. To appoint a director in place of Mr. K.N. Rao (DIN 00016262) who retires by rotation and being eligible, offers himself for re-appointment.**

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

**"RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013 and Rules made thereunder (including any statutory modification and re-enactment thereof) and other applicable provisions, if any of the Companies Act, 2013, Mr. K.N. Rao (DIN 00016262), Director who is liable to retire by rotation and being eligible has offered himself for appointment, be and is hereby re-appointed as a of the Company, liable to retire by rotation."

- 3. To appoint a director in place of Mr. P.S. Nair (DIN 00063118) who retires by rotation and being eligible, offers himself for re-appointment.**

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

**"RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013 and Rules made thereunder (including any statutory modification and re-enactment thereof) and other applicable provisions, if any of the Companies Act, 2013, Mr. P.S. Nair (DIN 00063118), Director who is liable to retire by rotation and being

eligible has offered himself for appointment, be and is hereby re-appointed as a of the Company, liable to retire by rotation.”

### **Special Business**

#### **4. To appoint Mr. Amarsen Wamanrao Rane (DIN 02841094), Nominee of Government of Goa as Director of the Company.**

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

**“RESOLVED THAT** pursuant to the provisions of Section 161 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Article 5.4.3 of the Concession Agreement executed with Government of Goa on November 08, 2016, Clause 5.2 of the Shareholders Agreement executed with Government of Goa on November 30, 2016 (Shareholders Agreement) Mr. Amarsen Wamanrao Rane DIN (02841094), a Nominee Director representing the Directorate of Civil Aviation, Government of Goa, be and is hereby appointed as Director of the Company, who shall hold office upto the date of the ensuing Annual General Meeting of the Company and who shall not be liable to retire by rotation in terms of clause 5.2.1 (a) of the Shareholders’ Agreement subject to approval of the Shareholders.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution all Directors, Mr. R. V. Sheshan, Chief Executive Officer, Chief Financial Officer and the Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds and things and deal with all such matters and take all such steps as may be necessary for giving effect to the above resolution, for obtaining Shareholders approval and for filing necessary documents, forms with the Registrar of Companies, Central Government or to any other authority as may be required and communicate to all such statutory authorities as may be necessary in this regard”.

#### **5. To appoint Mr. Madhu Ramachandra Rao (DIN: 02683483) as an Independent Director of the Company for a term of Five years and in this connection, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 of the Companies Act, 2013 read with Schedule IV of the Companies Act, 2013 and the Companies (Amendment) Act, 2017 (‘Act’) read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and basis the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Madhu Ramachandra Rao (DIN: 02683483), Independent Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment, be and is hereby appointed as an Independent Director on the Board of the Company, not

liable to retire by rotation for a term of Five years commencing from the conclusion of this 7<sup>th</sup> Annual General Meeting till the 12<sup>th</sup> Annual General Meeting to be held in the calendar year 2028 and he will not be liable to retire by rotation.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution any Director(s) or the Key Managerial Personnel(s) or Mr. G.R.K. Babu (Sector CFO - Airports, Finance & Accounts) of the Company, be and are hereby severally authorized to file Form DIR-12 with the Registrar of Companies, to make necessary entries in the Statutory Registers of the Company and to do all such acts/deeds/things as may deem fit to give effect to this resolution."

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

**Place: Goa  
Date: September 01, 2023**

**Rohan Ramachandra Gavas  
(Company Secretary)**



## 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 7<sup>th</sup> 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/99245985618?pwd=MzNuSnI2NkpyNk1vM0RyY2NVdEFXQT09>

Meeting ID : 992 4598 5618  
Passcode : 544712  
Email ID of designated person : [rohan.gavas@gmrgroup.in](mailto:rohan.gavas@gmrgroup.in)

3. Pursuant to the aforesaid MCA Circulars, Members attending the 7<sup>th</sup> 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 7<sup>th</sup> 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 7<sup>th</sup> 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 7<sup>th</sup> 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 7<sup>th</sup> 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 pursuant to Section 102(1) of the Companies Act, 2013.**

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, sets out all material facts relating to the business mentioned at Item Nos. 4 & 5. of the accompanying Notice.

#### **Item No. 4**

#### **To appoint Mr. Amarsen Wamanrao Rane (DIN 02841094), Nominee of Government of Goa as Director of the Company.**

The Board of Directors based on the recommendation of Nomination and Remuneration (NRC) of Board of Directors, at its meeting held on May 22, 2023, appointed Mr. Amarsen Wamanrao Rane as a Nominee Director (additional) of Government of Goa on the Board of the Company who shall not be liable to retire by rotation. Further the Board and NRC have recommended regularisation of Mr. Rane as Non-Retiring Nominee Director of Government of Goa. Further Government of Goa vide their letter dated May 16, 2023, having reference number 84/DOCA/GGIAL/2023/VOLII/50 nominated Mr. Amarsen Wamanrao Rane, Director of Civil Aviation as Nominee Director of Government of Goa (Nomination Letter). Accordingly, it is proposed to appoint Mr. Rane as a Non-Retiring Nominee Director of Government of Goa on the Board of Directors of the Company.

In the opinion of the Board, Mr. Amarsen Wamanrao Rane fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as Non-Retiring Nominee Director of Government of Goa.

Additional information in respect of Mr. Amarsen Wamanrao Rane, pursuant to Secretarial Standards on General Meetings (SS-2), is provided at Annexure A to this Notice. A brief profile of Mr. Amarsen Wamanrao Rane is also provided at Annexure B to this Notice.

Except Mr. Amarsen Wamanrao Rane, none of the Directors and Key Managerial Personnel of the Company.

The Board of Directors recommends the resolution proposing the appointment of Mr. Amarsen Wamanrao Rane a Nominee Director of the Company, as set out in Item No. 4 for approval of the Members by way of an Ordinary Resolution.

#### **Item No. 5**

The Board at its meeting held on August 09, 2023 appointed Mr. Madhu Ramachandra Rao as an Independent Director (Additional) of the Company for a second term of 5 years.

In terms of Section 160 of the Companies Act, 2013, the Nomination and Committee and the Board have recommended appointment of Mr. Madhu Rao as an Independent Director

pursuant to the provisions of Sections 149 and 152 of the Companies Act, 2013. The Company has also received a notice in writing from a member proposing the candidature of Mr. Madhu Rao to be appointed as an Independent Director of the Company. The Company has received a declaration from Mr. Madhu Rao confirming that he meets the criteria of independence under the Companies Act, 2013. Further, the Company has also received Mr. Madhu Rao's consent to act as a Director in terms of Section 152 of the Companies Act, 2013 and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

Additional information in respect of Mr. Madhu Rao, pursuant to Secretarial Standards on General Meetings (SS-2), is provided at Annexure A to this Notice.

Except Mr. Madhu Rao, none of the Directors and Key Managerial Personnel of the Company.

The Board of Directors recommends the resolution proposing the appointment of Mr. Madhu Rao as an Independent Director of the Company, as set out in Item No. 5 for approval of the Members by way of an Ordinary Resolution.

### 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. K.N. Rao	Mr. P.S. Nair	Mr. Amarsen Wamanrao Rane	Mr. Madhu Ramachandra Rao
DIN	00016262	00063118	02841094	02683483
Age	65 Years	72 years	55 Years	69 years
Qualification	Chartered Accountant, Cost Accountant, Company Secretary and Management Accountant	Master of Arts in Political Science / Public Administration with a Post Graduate Diploma in Public Sector Management from Leeds University, UK.	BSC, LLM, M.A. (Political Science), Senior Administrative Grade Officer of Civil Services Govt. of Goa.	Chartered Accountant
Experience	48	53	Mr. Rane held various positions in Govt of Goa including as Director of Vigilance, Director of Public Grievances, Addl., Collector and District Magistrate.	Mr. Madhu Rao is Chartered Accountant by profession having professional experience of more than 45 years in framing corporate and accounting policies & procedures, talent acquisition, investment analysis, marketing strategies, liaison with the auditors, maintain cordial investor relations, negotiating investment incentives with Government, Corporate bond and rights issues, etc.
Terms and Conditions of appointment	Non-Executive Director	Non-Executive Director	Nominee Director Govt. of Goa.	Independent Director
Details of Remuneration	Nil	Nil	Nil	To be paid by way of sitting fees only
Date of first appointment on the Board	December 06, 2016	December 06, 2016	May 22, 2023	November 9, 2021
Shareholding in the Company	Nil	Nil	Nil	Nil
Relationship with other Directors, Manager and KMPs	NA	NA	NA	NA
No. of Board meetings attended during the year	7	6	NA	NA
Other Directorship, Chairmanship & Committee Membership	(a) Delhi Aerotropolis Private Limited (b) GMR Goa International Airport Limited (c) Delhi International Airport Limited (d) GMR Airports Limited (e) JSW GMR Cricket Private Limited	(a) GMR Aero Technic Limited (b) GMR Air Cargo and Aerospace Engineering Limited (c) GMR Hyderabad Aviation SEZ Limited (d) GMR Hyderabad Aerotropolis Limited	NA	1. Shree Renuka Sugars Ltd. 2. Gokak Sugars Ltd. 3. GMR Hyderabad International Airport Ltd. 4. Adani Wilmar Ltd 5. Sumeru Global Holdings And Services Private Ltd. 6. Sumeru Software Solutions Private Ltd. 7. Pyramid Lanka (Pvt.) Ltd. 8. Pyramid Wilmar (Pvt.) Ltd. 9. Pyramid Wilmar Oils & Fats (Pvt.) Ltd. 10. Wilmar Tea Lanka (Pvt) Ltd

Name of Director	Mr. K.N. Rao	Mr. P.S. Nair	Mr. Amarsen Wamanrao Rane	Mr. Madhu Ramachandra Rao
	(f) Geokno India Private Limited	(e) GMR Aviation Private Limited (f) GMR Goa International Airport Limited (g) Delhi Aviation Fuel Facility Private Limited (h) Aerospace and Aviation Sector Skill Council		11. Perennial Real Estate Lanka (Pvt.) Ltd. 12. PREH Properties (Pvt.) Ltd. 13. Sunshine Wilmar (Pvt.) Ltd. 14. Watawala Plantations PLC 15. Orion Fund Pte. Ltd. 16. Orion Fund II Pte. Ltd 17. Art of Living Foundation Ltd., Australia 18. The Art of Living, India 19. Art of Living, International Company, Taiwan <b><u>CHAIRMANSHIP AND COMMITTEE POSITION</u></b> <b><u>Shree Renuka Sugars Ltd</u></b> <ul style="list-style-type: none"> <li>• Audit Committee (C)</li> <li>• Stake Holders Relationship Committee (C)</li> <li>• Nomination &amp; Remuneration Committee (M)</li> <li>• Risk Management Committee (M)</li> </ul> <b><u>Gokak Sugars Limited</u></b> <ul style="list-style-type: none"> <li>• Audit Committee (C)</li> <li>• Nomination &amp; Remuneration Committee (M)</li> </ul> <b><u>GMR Hyderabad International Airport Limited</u></b> <ul style="list-style-type: none"> <li>• Audit Committee (M)</li> <li>• Nomination &amp; Remuneration Committee (M)</li> <li>• Share Transfer and Allotment Committee (M)</li> </ul> <b><u>Adani Wilmar Limited</u></b> <ul style="list-style-type: none"> <li>• Audit Committee (M)</li> <li>• Nomination &amp; Remuneration Committee (M)</li> <li>• Corporate Social Responsibility (M)</li> </ul>

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

  
Rohan Ramachandra Gava  
(Company Secretary)



Place: Goa  
Date: September 01, 2023