



**GAL GMR AIRPORTS
LIMITED**

Registered Office: Skip House 25/1, Museum Road Bangalore Karnataka - 560025

Corporate Office: New Udaan Bhawan Opp - T3 IGI Airport New Delhi - 11003

CIN U65999KA1992PLC037455

NOTICE TO THE MEMBERS

NOTICE is hereby given that 28th Annual General Meeting (AGM) of the members of GMR Airports Limited will be held on Tuesday September 29th, 2020 at 03:00 P.M. (IST) **through Video Conferencing ('VC')/ other Audio Visual Means ('OAVM')**, the venue of the meeting shall be deemed to be **the corporate office of the Company at New Udaan Bhawan, Opp. Terminal - 3, Indira Gandhi International Airport, New Delhi - 110 037**, on shorter notice to transact the following business(s):

ORDINARY BUSINESS

1. To consider and adopt:
 - the annual audited standalone Financial Statements as at March 31, 2020, together with annexures thereto, and the reports of the Directors and Auditors thereon.
 - the annual audited consolidated Financial Statements of the Company for the Financial year ended March 31, 2020, together with annexures thereto and Auditors report thereon
2. To appoint a director in place of Mr. G.M. Rao (DIN 00574243), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a director in place of Mr. I. Prabhakara Rao (DIN 03482239), who retires by rotation and being eligible, offers himself for re-appointment.

By Order of the Board of Directors
For GMR Airports Limited

Place: New Delhi
Date: August 21, 2020

Sd/-
Saurabh Jain
Company Secretary
Mem No. A18964

NOTES:

1. In view of the prevailing Covid-19 pandemic and to maintain the social distancing norms, the Ministry of Corporate Affairs ("MCA") has vide its General Circular dated May 05, 2020 read with General Circulars dated April 08, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM or Meeting") through Video Conferencing ("VC") facility or Other Audio Visual Means ("AVM"), during calendar year 2020, 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 28th Annual General Meeting ("AGM" of "the Meeting") of **GMR Airports Limited** ("GAL" or "the Company") is scheduled to be held on Tuesday 29, 2020, at 03:00 p.m. (IST) through VC / OAVM.
2. As per 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 AGM 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 vide its Circulars dated April 08, 2020 and April 13, 2020 for conducting the AGMs through VC facility or OVAM and issue of AGM Notice and subject to the fulfillment of the requirements which are covered hereunder in this Notice.
3. The Meeting can 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, Shorter notice consent is attached.
4. Annual General Meeting of the Company for the financial year ended March 31, 2020, is conducting at the Corporate Office of Company, subject to consent by all the members in advance to the Company either given in writing or by electronic mode. The deemed venue for the 28th AGM is the address of Corporate Office of the Company i.e. New Udaan Bhawan, Opp. Terminal 3, IGI Airport, New Delhi-110 037. Copy of the consent letter is part of the notice.
5. Notice convening the 28th AGM along with the 28th Annual Report for FY 2019-20 (including financial statements, auditors report, board's report and relevant documents) is being sent only through electronic mode i.e. by email to all the Members and others entitled to their e-mail addresses registered with the Company. The Notice convening the 28th AGM has been uploaded on the website of the Company at www.gmrairports.com.
6. The company shall provide proper teleconferencing /Webex facility as follows.
 - ✓ ZoomLink:<https://gmrgroupin.zoom.us/j/94236912661?pwd=LzBheFk4QTYzUUtdHk3aU9XZG5PQT09>
 - Meeting ID: 942 3691 2661
 - Passcode: 220798

- ✓ A unique Zoom Meeting ID and Password will be provided to the Shareholder to attend the Meeting on registered email id.
 - ✓ 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 concerned IT person who is handling the Zoom in the Company and alternatively the Mobile Number of the Company Secretary
 - Mr. Rahul Mehrotra - M - 07042627744 {IT Technician}
 - Mr. Saurabh Jain - M - 9899155867 {Company Secretary}
7. Arrangement for two-way communication through teleconferencing or webex for the ease of participation by the members.
 8. The Members who attend through VC or OAVM will be counted for the purpose of reckoning quorum.
 9. The facility of joining the meeting shall be kept open at-least 15 minutes before & till 15 minutes after such scheduled time of the AGM.
 10. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is not required as there is no special business item in the notice of AGM.
 11. **Pursuant to Section 105 of the Companies Act 2013 and rules thereunder a Member Entitled to Attend and Vote and Vote at the Annual General Meeting and also entitled to appoint a proxy to attend and vote on poll instead of himself. A proxy need not be member of the Company. The proxy form in order to be effective must be deposited at the registered office of the Company not less than 48 hours before the Commencement of the Meeting.**

A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. Proxy form is part of the notice.

12. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote at the meeting.
13. Corporate Members intending to send their authorized representatives to attend the Annual General Meeting, pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company, certified copy of the relevant Board Resolution together with the respective Specimen signatures of those representative(s) authorized under the said resolution to attend and vote on their behalf at the meeting.
14. Details of Directors appointment/re-appointment as required by Secretarial Standards on General Meeting is also enclosed

15. This AGM is being held through VC / OAVM, as such the route map to the venue is not annexed to this Notice
16. All documents referred to in the accompanying Notice, Annual Report as well as Annual Accounts of the subsidiary companies and Statutory registers which are to be kept open for inspection by the Members of the Company shall be available for inspection electronically during 011.00 A.M. and 5.00 P.M. on all working days till the completion of the ensuing AGM. Members seeking to inspect such documents can send an email to Saurabh.Jain@gmrgroup.in. Further, the Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to Saurabh.Jain@gmrgroup.in, on or before 27th September, 2020 and response for the same will be sent by the Company accordingly.

Profile of Directors seeking appointment/ reappointment at the Annual General Meeting (In pursuance of Secretarial Standard- 2 on General Meeting:

Name of Director	Mr.G.M. Rao	Mr. I.Prabhakara Rao
DIN No.	00574243	03482239
Age (Years)	71 Years	61 Years
Qualifications	Bachelor of Engineering. (Mechanical)	Bachelor of Engineering (Mechanical)
Experience	42 Years (approx.)	36 Years (approx.)
Terms & Conditions of Appointment/ re-appointment	Non-Executive Chairman (Liable to retire by rotation)	Executive Director (Liable to retire by rotation)
Remuneration Details	NIL	For details refer the shareholders' resolution dated September 29, 2018
Remuneration last drawn	Rs. 2 lac {Sitting Fee Paid}	Rs. 1.09 crores
Date of first appointment on Board	31 March, 2011	01 June, 2018
Shareholding in the Company	NIL	NIL
Relationship with other Directors, Manager & KMPs	<ul style="list-style-type: none"> ➤ Father of Mr. G.B.S Raju and Mr. Grandhi Kiran Kumar ➤ Father in law of Mr. Srinivas Bommidala 	Not related to any Director
No. of Board Meetings attended during the year	Twelve 13 Board Meeting was conduct during the year out of which he has attended 11 Board Meeting.	Twelve 13 Board Meeting was conduct during the year out of which he has attended 10 Board Meeting.
Other Directorships, Chairmanships & Committee Membership	<ol style="list-style-type: none"> 1. GMR Infrastructure Limited - Non Executive Chairman <ul style="list-style-type: none"> • Management Committee - Chairman 2. GMR Hyderabad International Airport Limited - Executive Chairman 3. GMR Varalakshmi Foundation - Chairman 4. Delhi International Airport Limited - Executive Chairman 	<ol style="list-style-type: none"> 1. GMR Goa International Airport Limited 2. Delhi International Airport Limited - Executive Director 3. GMR Airports Limited - Executive Director <ul style="list-style-type: none"> ➤ Corporate Social Responsibility Committee - Member ➤ Share allotment & Transfer Committee - Member 4. GMR Airport Developers Limited

	<p>5. GMR Airports Limited - Non-Executive Chairman</p> <p>6. AMG Healthcare Destination Private Limited</p> <p>7. Parampara Family Business Institute - Chairman</p> <p>8. Kakinada SEZ Limited - Chairman</p> <p>9. Andhra Pradesh State Skill Development Corporation</p> <p>10. GMR Goa International Airport Limited</p> <p>11. GMR Enterprises Private Limited - Non-Executive Chairman</p> <p>➤ Corporate Social Responsibility Committee - Member</p> <p>➤ Management Committee - Chairman</p> <p>12. GMR Nagpur International Airport Limited</p> <p>13. GMR Visakhapatnam International Airport Limited</p>	<p>➤ Corporate Social Responsibility Committee - Member</p> <p>5. GMR Nagpur International Airport</p> <p>6. GMR Visakhapatnam International Airport Limited</p>
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THE COMPANIES ACT, 2013
CONSENT FOR SHORTER NOTICE
[Pursuant to Section 101]

To,
Mr. Saurabh Jain
Company Secretary
GMR Airports Limited
New Udaan Bhawan
Opp T3 IGI Airport
New Delhi - 110037

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 our own name having client ID _____ and DP ID, hereby give consent pursuant to section 101 of the Companies Act, 2013 to hold the Annual General Meeting of the Company at a shorter notice on Tuesday, September 29th, 2020 to transact the following business item:

1. To consider and adopt:
 - the annual audited standalone Financial Statements as at March 31, 2020, together with annexures thereto, and the reports of the Directors and Auditors thereon.
 - the annual audited consolidated Financial Statements of the Company for the Financial year ended March 31, 2020, together with annexures thereto and Auditors report thereon
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Signature

Name _____

Designation _____

GMR Airports Limited
(CIN: U65999KA1992PLC037455)
Regd. Office: Skip House, 25/1, Museum Road, Bangalore - 560 025, Karnataka, India
Corporate Office: New Udaan Bhawan Opp - T3 IGI Airport New Delhi - 110037

**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)

CIN : U63033DL2006PLC146936
Name of the Company : GMR Airports Limited
Registered Office : Skip House 25/1, Museum Road Bangalore Karnataka - 560025
Corporate Office : New Udaan Bhawan Opp T-3 IGI Airport New Delhi - 110037

Name of the Member(s) :	
Registered Address	
E mail Id :	
Folio No / Client Id	
DP ID :	

I/We, being the member(s) of shares of the above named company, hereby appoint:

- (1) Mr. r/o
Having email ID failing him;
- (2) Mr. r/o
Having email ID failing him;
- (3) Mr. r/o
Having email ID failing him;

as my / our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on Tuesday, September 29, 2020 at 03:00 P.M at **New Udaan Bhawan, Opp. Terminal - 3, Indira Gandhi International Airport, New Delhi - 110 037** and at any adjournment thereof in respect of all the resolutions as are mentioned in the Notice of AGM.

Signed this _____ day of _____, 2020.

Signature of the Shareholder.....

Signature of Proxy holder(s)

- (1) Name
- (2) Name
- (3) Name

Affix
Revenue
Stamp
Re 1/-

Notes: 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.

CONSENT FOR HOLDING ANNUAL GENERAL MEETING ANYWHERE IN INDIA

[Pursuant to first proviso to sub-section (2) of section 96]

To,
Mr. Saurabh Jain
Company Secretary
GMR Airports Limited
New Udaan Bhawan
Opp -T3 IGI Airport
New Delhi - 110037

Sub: Consent for holding Annual General Meeting ("AGM") anywhere in India.

We, _____ having registered office at _____, holding _____ equity shares of face value of Rs.10/- each in GMR Airports Limited ("the Company") having client ID: _____ and DP ID: _____, hereby give consent pursuant to first proviso to sub-section (2) of section 96 of the Companies Act, 2013 to hold the AGM at the Corporate Office of the Company i.e Neil Armstrong New Udaan Bhawan Opp Terminal - 3, Indira Gandhi International Airport New Delhi - 110037 Schedule to be held on Tuesday, September 29, 2020 at 03:00 PM (IST).

Signature

Name _____

Designation _____

Date: