



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 - 110037.

CIN: U65999KA1992PLC037455

Website: www.gmrairports.in

NOTICE TO THE MEMBERS

NOTICE is hereby given that 29th Annual General Meeting (AGM) of the members of GMR Airports Limited will be held on Thursday, September 16, 2021 at 03:00 P.M. (IST) **through Video Conferencing ('VC')/ other Audio Visual Means ('OAVM')**, on a shorter notice to transact the following business(s):

ORDINARY BUSINESS:

1. To consider and adopt:
 - the annual audited standalone Financial Statements for the year ended March 31, 2021, together with annexures thereto, and the reports of the Directors and Auditors thereon.
 - the annual audited consolidated Financial Statements of the Company for the year ended March 31, 2021, 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. G.B.S. Raju (DIN: 00061686), who retires by rotation and being eligible, offers himself for re-appointment.
4. 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.
5. To appoint M/s. KS Rao & Co. as Joint Statutory Auditors 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 RBI Guidelines No. RBI/2021-22/25 dated April 27, 2021 and Sections 139, 142 of the Companies Act, 2013 (Act) and other applicable provisions, if any, of the Act and the Companies (Audit and Auditors) Rules, 2014 made thereunder (including any statutory modification or re-enactment thereof for the time being in force), M/s. KS Rao & Co., Chartered Accountants (Firm Registration number [003109S]), be and are hereby appointed as Joint Statutory Auditors alongwith M/s. Walker Chandiook & L.L.P., Chartered Accountants (Firm Registration No. 001076N/ N500013) of the Company, to hold the office of Joint Statutory Auditors of the Company from the conclusion of 29th Annual General Meeting till the conclusion of 34th Annual General Meeting of the Company at such remuneration plus applicable taxes, out of pocket expenses and reimbursement of out of pocket expenses related to Audit as may be decided by Board of Directors of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to modify/change the tenure of the appointment of Joint Statutory Auditors, if required, to harmonise the appointment of Joint Statutory Auditors with the requirement of CIC Directions/Regulations issued by Reserve Bank of India."

SPECIAL BUSINESS:

6. To appoint Mr. Subba Rao Amarthaluru (DIN: 00082313) as an Independent 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 Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or enactment thereof for the time being in force), Mr. Subba Rao Amarthaluru (DIN: 00082313), whose appointment as an Independent Director is recommended by the Nomination and Remuneration Committee and the Board of Directors of the Company, and who is eligible for appointment and has consented to act as an Independent Director of the Company and in respect of whom the Company has received a notice in writing from a Member under section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company with effect from September 19, 2021, to hold office for a term of 3 consecutive years or up to the conclusion of 32th Annual General Meeting, whichever is earlier, and his term shall not be subject to retirement by rotation.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to the above resolution."

By Order of the Board of Directors
For GMR Airports Limited



Place: New Delhi
Date: August 27, 2021

Sushil Kumar Dudgeja
Sushil Kumar Dudgeja
Company Secretary
M.No. A19265

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 and January 13, 2021 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 2021, 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 29th Annual General Meeting ("AGM" of "the Meeting") of **GMR Airports Limited** ("GAL" or "the Company") is scheduled to be held on Thursday, September 16, 2021, 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 May 05, 2020 and January 13, 2021 read with General 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, format of Shorter notice consent is enclosed.
4. Notice convening the 29th AGM along with the Annual Report for FY 2020-21 (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 29th AGM has been uploaded on the website of the Company at www.gmrairports.in.
5. The company shall provide proper teleconferencing / Webex facility as follows.
 - ✓ ZoomLink:<https://gmrgroupin.zoom.us/j/91879854087?pwd=RjZUMzN5YVd0UTFnMEhiWXVWSE5xQT09>
 - Meeting ID: 918 7985 4087
 - Passcode: 123456
 - ✓ 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. Sushil Kumar Dudeja - M - 09717852211 {Company Secretary}
- 6. Arrangement for two-way communication through teleconferencing or webex for the ease of participation by the members.
- 7. The Members who attend through VC or OAVM will be counted for the purpose of reckoning quorum.
- 8. 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.
- 9. The explanatory statement pursuant to Section 102(1) of the Act in respect of Special Business is annexed hereto.
- 10. **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.**

However, in view of the specific circumstances (due to prevailing Covid-19 pandemic) during which this AGM is being held, pursuant to MCA Circulars on holding of AGM through VC / OAVM, the requirement of physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, and Attendance Slip are not annexed to this AGM Notice.

- 11. 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.
- 12. 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.
- 13. Details of Directors appointment/re-appointment as required by Secretarial Standards on General Meeting is also enclosed.
- 14. This AGM is being held through VC / OAVM, as such the route map to the venue is not annexed to this Notice.
- 15. 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 11.00 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 Davinder.arora@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 Davinder.arora@gmrgroup.in, on or before Thursday, September 16, 2021 and response for the same will be sent by the Company accordingly.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item No. 5:

The Shareholders of the Company at their meeting held on September 30, 2019, approved the appointment of M/s. Walker Chandiook & L.L.P., Chartered Accountants (Firm Registration No. 001076N/ N500013), as the Statutory Auditors of the Company under Section 139 of the Companies Act, 2013 for a term of 5 (five) consecutive years to hold the office from the conclusion of the 27th AGM till the conclusion of the 32nd AGM (i.e., up to September 30, 2024) at such fees to be decided by the Board on the recommendation of the Audit Committee.

Recently, Reserve Bank of India vide its Guidelines No. RBI/2021-22/25 dated April 27, 2021, ("RBI Guidelines") has notified Guidelines for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) for Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs) effective from second half of FY 2021-22 for Companies having specified threshold based on the an asset size, one of which being Companies (NBFCs) having an asset size of ₹15,000 crore as at the end of the previous financial year, to conduct joint audit by minimum of two audit firms neither of them can have common partners or are under the same network.

For the purpose of said Joint Audit of the Company, it is mentioned to appoint the SCAs/SAs for a period of three years under RBI Guidelines. However, Section 139(2) of Companies Act, 2013 prescribes the term up to five consecutive years each for appointment and re-appointment of the Statutory Auditors (total term 10 years).

Due to the conflict in tenure of appointment in the provisions of the Companies Act, 2013 and RBI Guidelines, the management would make representation to the RBI seeking solution for harmonizing the provisions of the Substantive Law and RBI Guidelines.

The total asset size of the Company as on March 31, 2021 is Rs. 22,772.16 crore which is exceeding the prescribed threshold of Rs. 15,000 crore. Therefore, it is required to appoint new Statutory Auditor firm in addition to the existing Statutory Auditor to conduct joint audit of the Company in compliance with afore mentioned RBI Guidelines.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the accompanying notice.

The Board of Directors in its meeting held on August 27, 2021, recommended the appointment of M/s KS Rao, Chartered Accountants as Joint Statutory Auditors of the Company to conduct the Audit along with M/s Walker Chandiook & Co., Chartered Accountants (the existing Statutory Auditors of the Company) for approval of the members by way of an Ordinary Resolution.

Item No. 6:

In terms of Section 160 of the Companies Act, 2013, the Nomination and Remuneration Committee ("NRC") and the Board have recommended the appointment of Mr. Subba Rao

Amarthaluru (DIN: 00082313) as an Independent Director of the Company 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. Subba Rao Amarthaluru to be appointed as an Independent Director of the Company.

The Company has received a declaration from Mr. Subba Rao Amarthaluru confirming that he meets the criteria of independence as prescribed under the Companies Act, 2013 and is registered on the Independent Directors' Data Bank maintained by the Institute of Corporate Affairs (IICA). Further, the Company has also received 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.

In the opinion of the Board, Mr. Subba Rao Amarthaluru fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and he is independent of the management.

Considering his deep repository of knowledge and experience, sharp business acumen, and as a strong votary of the highest standards of corporate governance, the Board of Directors is of the opinion that it would be in the interest of the Company to appoint him as an Independent Director for a consecutive period of 3 years with effect from the date of this Annual General Meeting.

Additional information in respect of Mr. Subba Rao Amarthaluru, pursuant to the Secretarial Standards on General Meetings (SS-2) and brief profile, is enclosed.

Except Mr. Subba Rao Amarthaluru, being the appointee, and his relatives, none of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the accompanying notice.

The Board of Directors in its meeting held on August 27, 2021, recommended the resolution in relation to appointment of Mr. Subba Rao Amarthaluru as an Independent Director of the Company, as set out in Item No. 6 for approval of the members by way of an Ordinary Resolution.

For GMR Airports Limited



Sushil Kumar Dudeja
Company Secretary
Date: August 27, 2021
Place: New Delhi



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.G.B.S Raju
DIN No.	00574243	00061686
Age (Years)	72 Years	47 Years
Qualifications	Bachelor of Engineering. (Mechanical)	Commerce Graduate
Experience	43 Years (approx.)	25 Years (approx.)
Terms & Conditions of Appointment/ re-appointment	Non-Executive Chairman (Liable to retire by rotation)	Non-Executive Director (Vice Chairman) (Liable to retire by rotation)
Remuneration Details	NIL	NIL
Remuneration last drawn	Rs. 72,500/- {Sitting Fee Paid}	Rs. 1,29,500/- {Sitting Fee Paid}
Date of first appointment on Board	March 31, 2011	May 15, 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 	<ul style="list-style-type: none"> ➤ Mr. G. M. Rao-Father ➤ Mr. Grandhi Kiran Kumar-Brother
No. of Board Meetings attended during the year	Seven Board Meeting was conduct during the year out of which he has attended Five Board Meetings.	Seven Board Meeting was conduct during the year out of which he has attended Seven Board Meetings.
Other Directorships, Chairmanships & Committee Membership	1.GMR Infrastructure Limited - Non Executive- Chairman Chairman-Management Committee 2. GMR Nagpur International Airport Ltd- Director 3.GMR Hyderabad International Airport limited- Executive Chairman 4. GMR Varalakshmi Foundation- Chairman	1. GMR Infrastructure Limited Stakeholders' Relationship Committee-Member Debenture Allotment Committee-Member Management Committee-Member Corporate Social Responsibility Committee-Member 2. GMR Varalakshmi Foundation Audit Committee- Member

<p>5.GMR Visakhapatnam International Airport Limited - Director</p> <p>6.GMR Airports Limited- Non-Executive Chairman</p> <p>7.AMG Healthcare Destination Private Limited- Director</p> <p>8.Parampara Family Business Institute- Chairman</p> <p>9.Andhra Pradesh State Skill Development Corporation- Director</p> <p>10.GMR Goa International Airport Limited- Chairman</p> <p>11.GMR Enterprises Private Limited- Non-Executive Chairman</p> <p>Management Committee- Chairman</p> <p>Corporate Social Responsibility Committee-Member</p> <p>12. GMR Energy Limited - Chairman</p>	<p>3. Delhi International Airport Limited – Executive Director</p> <p>Share Allotment, Transfer and Grievance Committee - Member</p> <p>4. GBS Holdings Private Limited</p> <p>5. Limak-GMR Adi-Orataki (Limak-GMR Joint Venture)</p> <p>6. GMR Goa International Airport Limited</p> <p>7. GMR Enterprises Private Limited Management Committee - Member</p> <p>8. Delhi Duty Free Services Private Limited</p> <p>9. GMR Air Cargo and Aerospace Engineering Limited</p> <p>10.GMR Airports Limited – Non-Executive Director</p> <p>Nomination and Remuneration Committee- Member</p> <p>11.GMR Airport Developers Limited</p> <p>12.GMR Nagpur International Airport</p> <p>13.GMR Visakhapatnam International Airport Limited</p> <p>14.GMR Hyderabad International Airport Limited</p> <p>15.GMR Energy Limited</p> <p>16.GMR Kamalanga Energy Limited</p> <p>17.GMR Warora Energy Limited</p>
---	---

Name of Director	Mr. I. Prabhakara Rao	Mr. Subba Rao Amarthaluru
DIN No.	03482239	00082313
Age (Years)	62 Years	61 years
Qualification	Bachelor of Engineering (Mechanical)	Commerce graduate and a Chartered Accountant.
Experience	37 Years (approx.)	more than 35 years

Terms & Conditions of Appointment	Executive Director (Liable to retire by rotation)	To be appointed as an Independent Director for a term of 3 consecutive years.
Remuneration Details	For details refer the shareholders' resolution dated June 29, 2021.	NIL
Remuneration last drawn	Rs. 1.10 crores	NIL
Date of first appointment on Board	June 01, 2018	August 27, 2021
Shareholding in the Company	NIL	NIL
Relationship with other Directors, Manager & KMPs	Not related with any director	Not related with any director
No. of Board Meetings attended during the year	Seven Board Meeting was conduct during the year out of which he has attended Six Board Meetings.	NA
Other Directorships, Chairmanships & Committee Membership	1.GMR Goa International Airport Limited - Director 2. GMR Airports Limited - Executive Director Audit Committee - Member Corporate Social Responsibility - Member Share Allotment & Transfer Committee - Member 3. GMR Airport Developers Limited - Director Corporate Social Responsibility - Member 4. GMR Nagpur International Airport Limited - Director 5. GMR Visakhapatnam International Airport Limited - Director 6. Delhi International Airport Limited - Executive Chairman Audit Committee - Chairman Corporate Social Responsibility - Member	NA

THE COMPANIES ACT, 2013
CONSENT FOR SHORTER NOTICE
[Pursuant to Section 101]

To,
The Board of Directors
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 my/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 Thursday, September 16, 2021.

Signature

Name _____

Designation _____