

GMR VISAKHAPATNAM INTERNATIONAL AIRPORT LIMITED

NOTICE TO THE MEMBERS OF "GMR VISAKHAPATNAM INTERNATIONAL AIRPORT LIMITED" FOR THE 05TH ANNUAL GENERAL MEETING OF THE COMPANY

NOTICE is hereby given that the 05th Annual General Meeting of the members of "GMR Visakhapatnam International Airport Limited" will be held at a shorter notice on Tuesday, the 16th day of September, 2025 at 03:00 P.M. IST through video conferencing/OAVM/at the registered office of the Company at 10-1-43, Flat No. 202, Second Floor, Siripuram Fort, Siripuram, Visakhapatnam – 530 003, Andhra Pradesh to transact the following businesses. The Zoom link to facilitate your attendance in the meeting is given as under:

Join Zoom Meeting

<https://gmrgroup-in.zoom.us/j/93050155198>

Meeting ID: 930 5015 5198

Passcode: 888417

ORDINARY BUSINESS

- 1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2025 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 of the Company for the financial year ended March 31, 2025 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. S.G.K. Kishore [DIN: 02916539] 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 Mr. S.G.K. Kishore, Whole Time Director [DIN: 02916539], who retires by rotation as per Section 152 (6) of the Companies Act, 2013 and also as per the Articles of Association of the Company, and being eligible, be and is hereby re-appointed as a Director of the Company whose period of office will be determined according to retirement of directors by rotation".

- 3. To appoint a Director in place of Mr. Prabhakara Rao Indana [DIN: 03482239] 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 Mr. Prabhakara Rao Indana-Director [DIN: 03482239], who retires by rotation as per Section 152 (6) of the Companies Act, 2013 and also as per the Articles of Association of the Company, and being eligible, be and is hereby re-appointed as a

Director of the Company whose period of office will be determined according to retirement of directors by rotation”.

SPECIAL BUSINESS

4. Appointment of Mr. Grandhi Kiran Kumar [DIN: 00061669] as a 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 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014, as amended from time to time, Mr. Grandhi Kiran Kumar [DIN: 00061669], who was appointed as an Additional Director by the Board on January 17, 2025 and who holds office upto the date of this Annual General Meeting in terms of Section 161 of the Act, be and is hereby appointed as a Director of the Company and is liable to retire by rotation.

RESOLVED FURTHER THAT Directors of the Company and Mr. Kanwarbir Singh Kalra-Chief Executive Officer, Mr. Sandip Sinha Ray-Chief Financial Officer and Mr. Dibyanjan Mishra-Company Secretary of the Company be and are hereby severally authorized on behalf of the Company, to file Form DIR-12 with the Registrar of Companies, to make necessary entries in the Statutory Registers and to do all the acts, deeds and things as may be necessary or expedient from time to time to give effect to this resolution including execution of any letters, documents, correspondences with the lender Company and filing of necessary form(s), if any, with the Registrar of Companies”.

5. Appointment of Dr. N. Yuvaraj-IAS [DIN: 06679574] as a 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 152 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, as amended from time to time, Dr. Narasimhan Yuvaraj [DIN: 06679574], who was appointed as an Additional Director by the Board on April 23, 2025 and who holds office upto the date of this Annual General Meeting in terms of Section 161 of the Act, be and is hereby appointed as a Director of the Company and is not liable to retire by rotation.

RESOLVED FURTHER THAT Directors of the Company and Mr. Kanwarbir Singh Kalra-Chief Executive Officer, Mr. Sandip Sinha Ray-Chief Financial Officer and Mr. Dibyanjan Mishra-Company Secretary of the Company be and are hereby severally authorized on behalf of the Company, to file Form DIR-12 with the Registrar of Companies, to make necessary entries in the Statutory Registers and to do all the acts, deeds and things as may be necessary or expedient from time to time to give effect to this resolution including execution of any letters, documents, correspondences with the lender Company and filing of necessary form(s), if any, with the Registrar of Companies”.

6. Appointment of Mr. Pierre-Etienne Mathely [DIN: 10360054] as a 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 152 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualifications of Directors) Rules, 2014, as amended from time to time, Mr. Pierre-Etienne Mathely [DIN: 10360054], who was appointed as an Additional Director by the Board on December 30, 2024 and who holds office upto the date of this Annual General Meeting in terms of Section 161 of the Act, be and is hereby appointed as a Director of the Company and is liable to retire by rotation.

RESOLVED FURTHER THAT Directors of the Company and Mr. Kanwarbir Singh Kalra-Chief Executive Officer, Mr. Sandip Sinha Ray-Chief Financial Officer and Mr. Dibyanjan Mishra-Company Secretary of the Company be and are hereby severally authorized on behalf of the Company, to file Form DIR-12 with the Registrar of Companies, to make necessary entries in the Statutory Registers and to do all the acts, deeds and things as may be necessary or expedient from time to time to give effect to this resolution including execution of any letters, documents, correspondences with the lender Company and filing of necessary form(s), if any, with the Registrar of Companies".

7. Re-appointment of Dr. Mundayat Ramachandran as an Independent Director 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 pursuant to the provisions of Section 149, 150, 152, 160 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 (the "Act"), the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the provisions mentioned in the Articles of Association and Nomination & Remuneration Policy of the Company, Dr. Mundayat Ramachandran (DIN: 01573258), Independent Director of the Company and who was appointed as an Additional Director in the category of Independent Director by the Board of Directors with effect from **September 13, 2025** and who holds the said office pursuant to the provisions of Section 161 of the Act, up to the date of the 05th Annual General Meeting and who being eligible for re-appointment as an Independent Director, has given his consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Act and the rules framed thereunder 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 and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for the second term of 5 (five) consecutive years w.e.f. **September 17, 2025** or up to the conclusion of the 10th Annual General Meeting of the Company, whichever is earlier.

RESOLVED FURTHER THAT the Directors of the Company, Mr. Kanwarbir Singh Kalra-Chief Executive Officer, Mr. Sandip Sinha Ray-Chief Financial Officer and Mr. Dibyanjan Mishra-Company Secretary of the Company, be and are hereby severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to the above resolution.

8. Re-appointment of Dr. Siva Kameswari Vissa as an Independent Director 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 pursuant to the provisions of Section 149, 150, 152, 160 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 (the "Act"), the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the provisions mentioned in the Articles of Association and Nomination & Remuneration Policy of the Company, Dr. Siva Kameswari Vissa (DIN: 02336249), Independent Director of the Company and who was appointed as an Additional Director in the category of Independent Director by the Board of Directors with effect from **September 13, 2025** and who holds the said office pursuant to the provisions of Section 161 of the Act, up to the date of the 05th Annual General Meeting and who being eligible for re-appointment as an Independent Director, has given his consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Act and the rules framed thereunder 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 and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for the second term of 5 (five) consecutive years w.e.f. **September 17, 2025** or up to the conclusion of the 10th Annual General Meeting of the Company, whichever is earlier.

RESOLVED FURTHER THAT the Directors of the Company, Mr. Kanwarbir Singh Kalra– Chief Executive Officer, Mr. Sandip Sinha Ray– Chief Financial Officer and Mr. Dibyaranjan Mishra-Company Secretary of the Company, be and are hereby severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to the above resolution.

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 05th AGM of GMR Visakhapatnam International Airport Limited ("GVIAL" or "the Company") is scheduled to be held on Tuesday, September 16, 2025 at 03:00 P.M. (IST) through VC/OAVM at a shorter notice.**
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 AGMs through VC facility or OAVM and issue of AGM 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 AGM 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 AGM 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 AGM and hence the Proxy Form, and Attendance Slip are not annexed to this AGM Notice.
5. Notice convening the 05th AGM 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 05th AGM has been uploaded on the website of the Company at <https://www.gmrvisakhapatnamairprt.com>.
6. The explanatory statement pursuant to Section 102(1) of the Act in respect of Special Businesses is annexed hereto.
7. All the documents referred to in the AGM 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 10:30 A.M. and 05:00 P.M. on all working days till the date of the 05th AGM. In this regard, the Members are requested to send an e-mail from their registered e-mail ID to Dibyaranjan.mishra@gmrgroup.in with a copy marked to Sandip.sray@gmrgroup.in.
8. The attendance of the Members attending the AGM 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 Authorization Letter along with a certified copy of the Board Resolution authorising their representative to attend and vote thereat, on their behalf at the AGM. The scanned copy of Authorization Letter along with Board Resolution shall be sent by e-mail from their registered e-mail ID to Dibyanjan.mishra@gmrgroup.in with a copy marked to Sandip.sray@gmrgroup.in.
10. The instructions or details of the AGM 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 AGM, is as follows:
- ✓ Link to join the meeting: <https://gmrgroup-in.zoom.us/j/93050155198>
 - ✓ Meeting ID: 930 5015 5198; and Passcode: 888417
 - ✓ 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. Dibyanjan Mishra– 8459528889, Mr. Sandip Sinha Ray – 7675963436.

11. Facility for joining the AGM will be kept open 15 minutes before the scheduled time of the AGM and shall not be closed till the expiry of 15 minutes after the scheduled time of the AGM.
12. The Chairman of the Board will preside as the Chairman of AGM. In case the Chairman is not present due to other occupation, the Directors present will elect one among themselves to be Chairman of the AGM. 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 AGM, the members present shall choose one among themselves to be the Chairman of AGM.
13. The Chairman of the AGM 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 dibyanjan.mishra@gmrgroup.in with a copy marked to sandip.sray@gmrgroup.in through their e-mail addresses which are registered with the Company.
14. This AGM 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 Visakhapatnam International Airport Limited**

**Place : Visakhapatnam
Date : September 13, 2025**

**Dibyaranjan Mishra
(Company Secretary)**

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013

Item No. 04: To appoint Mr. Grandhi Kiran Kumar [DIN: 00061669] as a Director of the Company.

The Board of Directors of the Company vide resolution dated January 17, 2025 had appointed Mr. Grandhi Kiran Kumar [DIN: 00061669] as an Additional Director of the Company under Section 161 of the Companies Act, 2013.

Mr. Grandhi Kiran Kumar is the Corporate Chairman of GMR Group overseeing Group Finance and Corporate Strategy, Sports and Airport Land Development. He is a Member of the Group Holding Board of GMR Group and also holds the responsibility as the Managing Director and Chief Executive Officer at GMR Airports Infrastructure Limited, the second largest private airport developer in the world with a total ultimate capacity of over 350 million.

In his current role, Mr. Grandhi has led the fund-raising efforts for the Group totaling USD 3.50 bn in equity including one of largest cross border investments in aviation sector. Over the past few years he has spearheaded the group restructuring, including a demerger (of GMR Power & Urban Infra from GIL) and subsequent merger (of GMR Airports into GIL), thereby unlocking large value for shareholders. Under his leadership, the Group has unlocked multi-fold value in the Airports through real estate monetization in Delhi and Hyderabad airports with landmark Aerocities being developed at all GMR airports. Additionally, he also looks after the incubation and development of new businesses at the Group level including the warehousing/logistics, data center and commodity trading businesses.

The Company has received notice in writing from a member proposing the candidature of Mr. Grandhi Kiran Kumar to be appointed as a Director of the Company.

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

Additional information in respect of Mr. Kiran Kumar pursuant to Secretarial Standards on General Meetings (SS-2), is provided as Annexure to this Notice.

Except Mr. Kiran Kumar and/or his relatives, none of the Directors and Key Managerial Personnel of the Company are interested or concerned in this resolution. The Board of Directors recommends the resolution proposing the appointment of Mr. Grandhi Kiran Kumar as a Non-Executive Director of the Company, as set out in Item No. 4 for approval of the members by way of an ordinary resolution.

Item No. 05: To appoint Dr. N. Yuvaraj-IAS [DIN: 06679574] as a Director of the Company.

The Board of Directors of the Company vide resolution dated April 23, 2025 had appointed Dr. Narasimhan Yuvaraj-IAS [DIN: 06679574] as an Additional (Nominee) Director of the Company under Section 161 of the Companies Act, 2013. As per the provisions of the Shareholders Agreement executed by the Company with Andhra Pradesh Airports Development Corporation Limited (APADCL/The Authority) and GMR Airports Limited, Dr. Yuvaraj was appointed as an Additional Director of the Company representing APADCL. Born in the year 1976, Dr. N. Yuvaraj – IAS is an Andhra Pradesh Cadre IAS officer of the 2005 batch. Presently, he is holding the position of Secretary – Infrastructure and Investment Department, Government of Andhra Pradesh. He had done his Bachelor Degree in Veterinary

and Animal Husbandry from the University of Chennai and Masters' Degree in Veterinary Science from Kerala Agricultural University.

Dr. Yuvaraj, during his service period, had worked in various profiles mentioned as under:

- a. Secretary-Industries and Commerce Department, Government of Andhra Pradesh
- b. Joint Secretary-Petro Chemicals & Fertilizers, Government of India
- c. Director – Health & Family Welfare, Government of India
- d. PS to Minister (Ministry of Information and Broadcasting, Government of India)
- e. Sub-Collector of Karimnagar, Rangareddy District of Telengana

The Company has received notice in writing from a member proposing the candidature of Dr. Yuvaraj to be appointed as a Director of the Company.

In the opinion of the Board, Dr. Yuvaraj fulfils the conditions specified in the Companies Act, 2013 and the rules made thereunder for his appointment as a Nominee Director of the Company and is not liable to retire by rotation.

Additional information in respect of Dr. Yuvaraj pursuant to Secretarial Standards on General Meetings (SS-2), is provided as Annexure to this Notice.

Except Dr. Yuvaraj and/or his relatives, none of the Directors and Key Managerial Personnel of the Company are interested or concerned in this resolution. The Board of Directors recommends the resolution proposing the appointment of Dr. Yuvaraj as Nominee Director of the Company, as set out in Item No. 5 for approval of the members by way of an ordinary resolution.

Item No. 06: To appoint Mr. Pierre-Etienne Mathely [DIN: 10360054] as a Director of the Company.

The Board of Directors of the Company vide circular resolution dated December 30, 2024 had appointed Mr. Pierre-Etienne Mathely [DIN: 10360054] as an Additional Director of the Company under Section 161 of the Companies Act, 2013.

Mr. Pierre-Etienne Mathely was born in the year 1988. He graduated from Institut d'Etudes Politiques de Paris in 2011 with a master's degree in finance and strategy. After first working experiences abroad, he joined Groupe ADP's Finance Division in 2014 as Investment Projects officer. In 2019, he joined Charles de Gaulle Airport division as Head of Financial Planning and Analysis. In 2022, he was appointed Asset Management Director for GMR Airports at Groupe ADP. Since October 2023, he is the Head of Financial Planning and Analysis for Groupe ADP's international portfolio, as well as head of asset management for GMR Airports and TAV Airports.

The Company has received notice in writing from a member proposing the candidature of Mr. Pierre to be appointed as a Director of the Company.

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

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

Except Mr. Pierre-Etienne Mathely and/or his relatives, none of the Directors and Key Managerial Personnel of the Company are interested or concerned in this resolution. The

Board of Directors recommends the resolution proposing the appointment of Mr. Pierre as a Non-Executive Director of the Company, as set out in Item No. 6 for approval of the members by way of an ordinary resolution.

Item No. 07: Reappointment of Dr. Mundayat Ramachandran (DIN:01573258) as an Independent Director of the Company.

The Board of Directors of the Company vide circular resolution dated September 17, 2020 had appointed Dr. Mundayat Ramachandran (DIN:01573258) as an Additional Director in the category of Independent Directors for a period of 5 consecutive years or upto the date of the 5th annual general meeting of the Company whichever is earlier. The 1st term tenure of Independent Directorship of Dr. Ramachandran expires on September 16, 2025.

Since, the first term of appointment of Dr. Ramachandran is expiring on September 16, 2025, it is proposed to re-appoint his as an Independent Director for second term of five consecutive years commencing from September 17, 2025.

Based on the reports of performance evaluation, during his tenure as an Independent Director of the Company over the last five (5) years, Dr. Ramachandran has discharged his duties, roles and responsibilities and contributed immensely to the Board and its Committee deliberations.

Keeping in view knowledge, acumen, expertise, experience, positive attributes, substantial contribution of Dr. Ramachandran and pursuant to the provisions of the Act and Rules made thereunder, the Nomination and Remuneration Policy of the Company, declaration of Independence, on the basis of performance evaluation and based on the recommendation of Nomination and Remuneration Committee, the Board of Directors in vide its resolution passed through circulation dated **September 13, 2025** had recommended to the Members of the Company, the proposal for re-appointment of Dr. Ramachandran as an Independent Director of the Company, not liable to retire by rotation, for second term of 5 (five) consecutive years with effect from **September 17, 2025**.

The Company has received required consent and declarations under Sections 149, 164 and 184 of the Act from Dr. Ramachandran.

The brief profile and other related details of Dr. Ramachandran are as under:

Date of Birth	June 14, 1950
Educational qualification	IAS Officer of the 1972 Batch from the Uttarakhand Cadre. He has done B.A. in History, Economics (topped University) and M.A in Economics, from University of Kerala. He has also done M. Phil-Economic Planning from University of Glasgow, UK. He holds a Doctorate of Philosophy in Economics from University of Lucknow for research thesis 'Alternative Approaches to Project Planning with Special Reference to India' – 2009. He has also obtained a Certificate in Public Policy Analysis from LSE (2023)
No. of years of experience	More than 45 years
Brief Profile	He has around 45 years of cross sector apex level policy making experience and field level implementation exposure in India, served both at the central and state government levels. As Secretary to Government of India, Ministry of Urban Development for 4 years from 2006 to

	<p>2010, he spearheaded the country's urban sector policies, reforms and initiatives widely recognized as a landmark period in transforming India's cities. Various assignments handled by him includes working as Advisor/Consultant to various State Governments, Urban local bodies, Universities, Societies/Foundation in the areas of Infrastructure, Urban development, Project management, Higher education; Member of the National Steering Committee for Urban Capacity Building; Member of Steering Committee/Working Group of the Planning Commission relating to India's 12th Five Year Plan (Urban Development); Advisor to the World Bank. At State level, he had held various senior positions including that of Chief Secretary of Government of Uttarakhand. He was also the Chairman, Indian Heritage Cities Foundation and Chancellor, the ICFAI University, Dehradun. Independent Director on the Boards of twelve companies in the Infrastructure sector and Chairman of the IDFC Foundation.</p>
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As per the provisions of Sections 149, 150 and 152 read with Schedule IV of the Companies Act, 2013 ("Act") and any other applicable provisions of the Act, the special resolution is being placed before the Members for their approval.

The Board of Directors of the Company recommends the resolution set forth at item no. 7 of the notice for approval of the Members as a Special Resolution.

Except Dr. Ramachandran, being interested in the item, none other Director and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise, in the resolution set out in Item No. 7.

Item No. 08: Reappointment of Dr. Siva Kameswari Vissa [DIN:02336249] as an Independent Director of the Company.

The Board of Directors of the Company vide circular resolution dated September 17, 2020 had appointed Dr. Siva Kameswari Vissa (DIN:02336249) as an Additional Director in the category of Independent Directors for a period of 5 consecutive years or upto the date of the 5th annual general meeting of the Company whichever is earlier. The 1st term tenure of Independent Directorship of Dr. Vissa expires on September 16, 2025.

Since, the first term of appointment of Dr. Vissa is expiring on September 16, 2025, it is proposed to re-appoint his as an Independent Director for second term of five consecutive years commencing from **September 17, 2025**.

Based on the reports of performance evaluation, during her tenure as an Independent Director of the Company over the last five (5) years, Dr. Vissa has discharged her duties, roles and responsibilities and contributed immensely to the Board and its Committee deliberations.

Keeping in view knowledge, acumen, expertise, experience, positive attributes, substantial contribution of Dr. Vissa and pursuant to the provisions of the Act and Rules made thereunder, the Nomination and Remuneration Policy of the Company, declaration of Independence, on the basis of performance evaluation and based on the recommendation of Nomination and Remuneration Committee, the Board of Directors in vide its resolution

passed through circulation dated **September 13, 2025** had recommended to the Members of the Company, the proposal for re-appointment of Dr. Siva Kameswari Vissa as an Independent Director of the Company, not liable to retire by rotation, for second term of 5 (five) consecutive years with effect from **September 17, 2025**.

The Company has received required consent and declarations under Sections 149, 164 and 184 of the Act from Dr. Vissa.

The brief profile and other related details of Dr. Vissa are as under:

Date of Birth	May 16, 1964
Educational qualification	Chartered Accountant and is Doctorate (Ph. D) in Finance from Department of Management Studies, IIT Madras.
No. of years of experience	More than 36 years
Brief profile	<p>Dr. Vissa has over 36 years of experience in Management/Business Consultancy and functional industry experience. She has worked with KPMG Consulting as a Partner and prior to this with A. F. Ferguson & Co. She has worked as the Group Head for Business Improvement, Strategy and IT for the RPG Group, which is USD 5 Billion Group. As a partner with Amrop International, Dr. Vissa has led cross border searches for several leadership positions.</p> <p>She is an Independent Director in several companies in the infrastructure, hospitality, financial services, manufacturing, automotive and retail sectors. Dr. Vissa has also served on advisory boards of leading companies. She is also certified as CEO and Executive Coach. She is a guest faculty in finance by invitation, at IIT Madras, Department of Management Studies.</p> <p>She has significant experience in the areas of Finance, Business Strategy, Corporate Planning, Business Transformation, Performance Improvement, Activity Based Costing, Supply Chain, Strategic Cost reduction, IT strategy and Implementation.</p>

As per the provisions of Sections 149, 150 and 152 read with Schedule IV of the Companies Act, 2013 ("**Act**") and any other applicable provisions of the Act, the special resolution is being placed before the Members for their approval.

The Board of Directors of the Company recommends the resolution set forth at item no. 8 of the notice for approval of the Members as a Special Resolution.

Except Dr. Vissa, being interested in the item, none other Director and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise, in the resolution set out in Item No. 8.

**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. Prabhakara Rao Indana	Mr. S.G.K. Kishore	Mr. Grandhi Kiran Kumar	Dr. Narasimhan Yuvaraj	Dr. M. Ramachandran	Dr. Siva Kameswari Vissa	Mr. Pierre-Etienne Mathely
DIN	03482239	02916539	00061669	06679574	01573258	02336249	10360054
Age	66 Years	62 Years	50 Years	49 Years	75 Years	61 Years	38 Years
Qualification	Masters' Degree in Industrial Engineering	IAS, IIT	Graduation	UPSC	UPSC, M. A & M. Phil	Chartered Accountant & PHD	Master's Degree in Finance and Strategy
Experience	More than 40 Years	Over 30 Years	Around 27 Years	Around 21 Years	More than 45 Years	More than 36 Years	Around 14 Years
Terms and Conditions of appointment	Non-Executive Director	Whole Time Director	Non-Executive Director	Nominee Director	Independent Director	Independent Director	Non-Executive Director
Details of Remuneration	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Date of first appointment on the Board	May 19, 2020	September 17, 2020	January 17, 2025	April 23, 2025	17.09.2020	17.09.2020	December 30, 2024
Shareholding in the Company	Holding 1 Share as Nominee of GAL	Holding 1 Share as Nominee of GAL	NA	NA	NA	NA	NA
Relationship with other Directors, Manager and KMPs	NA	NA	1. Son of Mr. G.M. Rao; and 2. Brother of Mr. G.B.S. Raju	NA	NA	NA	NA
No. of Board meetings attended during the year	4 out of 4	4 out of 4	1 out of 1	NA	4 out of 4	4 out of 4	1 out of 1
Other Directorship, Chairmanship and Committee Membership	Details are enclosed	Details are enclosed	Details are enclosed	Details are enclosed	Details are enclosed	Details are enclosed	Details are enclosed

**By order of the Board of Directors of
'GMR Visakhapatnam International Airport Limited'**

**Place : Visakhapatnam
Date : September 13, 2025**

**Dibyanjan Mishra
[Company Secretary]**

Details of Directorship, Chairmanship and Committee Membership of Directors seeking appointment/re-appointment at the Annual General Meeting

1. Mr. Prabhakara Rao Indana [Non-Executive Director]

Names of the Companies	Designation	Date of Appointment
GMR Airports Limited	Whole Time Director	August 13, 2024
GMR Visakhapatnam International Airport Limited	Director	May 19, 2020
GMR Goa International Airport Limited	Director	February 06, 2018
Delhi International Airport Limited	Whole Time Director	April 01, 2018
GMR Airport Developers Limited	Director	January 21, 2019
GMR Nagpur International Airport Limited	Director	August 22, 2019

Membership of Other Committees

Name of the Company	Name of the Committee	Position held (Chairman/Member)
Delhi International Airport Limited	Audit Committee/CSR Committee/Risk Management and Environment Social & Governance Committee	Member
GMR Airports Limited	Stakeholders' Relationship Committee/CSR Committee/Nomination & Remuneration Committee/Risk Management Committee/Environment Social & Governance Committee	Member
GMR Visakhapatnam International Airport Limited	Nomination & Remuneration Committee/CSR Committee/Share Allotment & Transfer Committee	Member
GMR Goa International Airport Limited	Stakeholders' Relationship Committee/CSR Committee	Member
GMR Airport Developers Limited	Audit Committee/CSR Committee	Member

2. Mr. S.G.K. Kishore [Whole Time Director]

Names of the Companies	Designation	Date of Appointment
GMR Aero Technic Limited	Director	January 27, 2013
GMR Visakhapatnam International Airport Limited	Whole Time Director	September 17, 2020
GMR Air Cargo & Aerospace Engineering Limited	Director	January 27, 2013
Delhi Hyderabad Aerotropolis Limited	Director	October 23, 2012
GMR Hospitality & Retail Limited	Director	January 04, 2010
Digi Yatra Foundation	Director	August 13, 2019
Laqshya Hyderabad Airport Media Private Limited	Director	February 26, 2015
AMG Healthcare Destination Private Limited	Director	December 28, 2011
Gramax Cybertech Limited	Director	August 12, 2024
WAISL Limited	Director	July 27, 2023

Membership of Other Committees

Name of the Company	Name of the Committee	Position held (Chairman/Member)
AMG Healthcare Destination Private Limited	Audit Committee	Member
GMR Visakhapatnam International Airport Limited	Audit Committee/Share Allotment & Transfer Committee	Member
Laqshya Hyderabad Airport Media Private Limited	CSR Committee	Member

3. Mr. Grandhi Kiran Kumar [Non-Executive Director]

Names of the Companies	Designation	Date of Appointment
GMRIT Foundation	Director	27/06/2025
GMR Visakhapatnam International Airport Limited	Additional Director	17/01/2025
GMR Sports Venture Private Limited	Director	02/05/2024
GMR Airports Limited	CEO	28/07/2024
GMR Enterprises Private Limited	Director	25/09/2017
GMR Holdings Private Limited	Director	08/05/2005
GKR Holdings Private Limited	Director	04/02/2009
GMR Technologies Private Limited	Director	24/11/2020
Gmr Energy Limited	Director	15/08/2020
JSW GMR Cricket Private Limited	Director	01/10/2011
Delhi International Airport Limited	Director	19/04/2006
GMR Goa International Airport Limited	Director	14/10/2016
GMR Hyderabad International Airport Limited	Director	29/10/2003
GMR Power and Urban Infra Limited	Director	06/01/2022
GMR Hyderabad Aerotropolis Limited	Director	01/02/2018
GMR Varalakshmi Foundation	Director	29/06/2004

Membership of Other Committees

Name of the Company	Name of the Committee	Position held (Chairman/Member)
Delhi International Airport Limited	Stakeholders Relationship Committee	Chairman
GMR Enterprises Private Limited	Audit Committee	Member
	Stakeholders Relationship Committee	Member
GMR Airports Limited	Management Committee	Member
	Risk Management Committee	Chairman
	Environment Social and Governance Committee	Chairman
GMR Power and Urban Infra Ltd	Management Committee	Member
	Risk Management Committee	Chairman
GMR Enterprises Private Limited	Nomination and Remuneration Committee	Member
	Corporate Social Responsibility Committee	Member
	Risk Management Committee	Chairman
	Management Committee	Member
Delhi International Airport Limited	Nomination and Remuneration Committee	Member

4. Dr. N. Yuvaraj [Nominee Director]

Name of the Companies	Designation	Date of Appointment
Andhra Pradesh State Fibernet Limited	Director	22/07/2023
Godavari Gas Private Limited	Director	28/09/2023
Andhra Pradesh Maritime Infrastructure Development Corporation Limited	Director	22/07/2023

Andhra Pradesh Gas Distribution Corporation Limited	Director	26/09/2023
Kadapa Steel Corporation Limited	Director	22/07/2023
YSR Steel Corporation Limited	Director	22/07/2023
Andhra Pradesh Industrial Infrastructure Corporation Limited	Director	22/07/2023
Amaravati Development Corporation Limited	Director	22/07/2023
Machilipatnam Port Development Corporation Limited	Director	22/07/2023
Bhavanapadu Port Development Corporation Limited	Director	22/07/2023
AP Industrial Corridors Infrastructure Development Corporation Limited	Director	22/07/2023
Andhra Pradesh Digital Corporation Limited	Director	22/07/2023
AP Bulk Drug Infrastructure Corporation Limited	Director	22/07/2023
Andhra Pradesh Economic Cities Promotion and Development Corporation Limited	Director	22/07/2023
GMR Visakhapatnam International Airport Limited	Additional Director	23/04/2025

Membership of Other Committees; Nil

5. Mr. Pierre-Etienne Mathely [Non-Executive Director]

Names of the Companies	Designation	Date of Appointment
Delhi International Airport Limited	Alternate Director	30.10.2023
Delhi Duty Free Services Private Limited	Alternate Director	12.02.2024
GMR Visakhapatnam International Airport Limited	Additional Director	30.12.2024
GMR Hyderabad International Airport Limited	Alternate Director	22.01.2024
GMR Goa International Airport Limited	Alternate Director	17.04.2024

Membership of Other Committees

Name of the Company	Name of the Committee	Position held (Chairman/Member)
GMR Visakhapatnam International Airport Limited	Audit Committee	Member
Airport International Group	Audit & Risk Committee	Member

6. Dr. M. Ramachandran [Independent Director]

Names of the Companies	Designation	Date of Appointment
GMR Visakhapatnam International Airport Limited	Independent Director	September 17, 2020
Delhi International Airport Limited	Independent Director	October 13, 2026
GMR Warora Energy Limited	Independent Director	January 09, 2018
GMR Airports Limited	Independent Director	September 09, 2021
Kochi International Foundation	Independent Director	August 29, 2024
Sanmarg Projects Private Limited	Independent Director	September 23, 2011
GMR Hyderabad International Airport Limited	Independent Director	September 15, 2021
GMR Goa International Airport Limited	Independent Director	April 22, 2021
Cochin Smart Mission Limited	Independent Director	December 16, 2019
GMR Energy Limited	Independent Director	September 30, 2019
IDFC Foundation	Nominee Director	November 25, 2022

Name of the Company	Name of the Committee	Position held (Chairman/Member)
GMR Visakhapatnam International Airport Limited	Audit Committee/Nomination & Remuneration Committee/CSR Committee	Member/Chairman/Chairman
GMR Warora Energy Limited	Audit Committee/Nomination & Remuneration Committee/CSR Committee	Member/Member/Member
Delhi International Airport Limited	Audit Committee/Nomination & Remuneration Committee	Member/Chairman
GMR Energy Limited	Audit Committee/Nomination & Remuneration Committee/CSR Committee	Chairman/Chairman/Member
Cochin Smart Mission Limited	Audit Committee/Nomination & Remuneration Committee	Chairman/Member
GMR Goa International Airport Limited	Audit Committee/Nomination & Remuneration Committee	Member/Chairman
GMR Airports Limited	Audit Committee/Nomination & Remuneration Committee	Member/Chairman
GMR Hyderabad International Airport Limited	Audit Committee/Nomination & Remuneration Committee	Member/Chairman

7. Dr. Siva Kameswari Vissa [Independent Director]

Names of the Companies	Designation	Date of Appointment
GMR Visakhapatnam International Airport Limited	Independent Director	September 17, 2020
GMR Energy Limited	Independent Director	August 15, 2020
L&T Valves Limited	Independent Director	September 21, 2016
GMR Goa International Airport Limited	Independent Director	May 15, 2020
Nvision Management Solutions Private Limited	Independent Director	January 06, 2009
VST Tillers Tractors Limited	Independent Director	July 29, 2016
GMR Hospitality Limited	Independent Director	March 27, 2025
GMR Power and Urban Infra Limited	Independent Director	January 31, 2022

Membership of Other Committees

Name of the Company	Name of the Committee	Position held (Chairman/Member)
GMR Visakhapatnam International Airport Limited	Audit Committee	Chairperson
GMR Power and Urban Infra Limited	Audit Committee/Risk Management Committee/Nomination & Remuneration Committee	Chairperson/Member/Member
GMR Hospitality Limited	Audit Committee/Nomination & Remuneration Committee	Chairperson/Chairperson
VST Tillers Tractors Limited	Audit Committee	Member
GMR Energy Limited	Audit Committee	Member
GMR Goa International Airport Limited	Audit Committee/CSR Committee/Nomination & Remuneration Committee	Member/ Member/Member
L&T Valves Limited	CSR Committee	Member