

**NOTICE TO THE MEMBERS OF GMR VISAKHAPATNAM INTERNATIONAL AIRPORT LIMITED FOR THE 02<sup>ND</sup> ANNUAL GENERAL MEETING OF THE COMPANY.**

**NOTICE** is hereby given that the 02<sup>nd</sup> Annual General Meeting of the members of GMR Visakhapatnam International Airport Limited will be held on **Friday, the 23<sup>rd</sup> day of September, 2022 at 11:30 AM** 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 attend the meeting is given as under:

**Join Zoom Meeting**

<https://gmrgroup-in.zoom.us/j/95410587548?pwd=UCthcGdaWk0wVmdUdklpa2ZvTjZXdz09>

**Meeting ID: 954 1058 7548**

**Passcode: 234939**

**Ordinary Business**

1. **To receive, consider and adopt the audited financial statements of the Company for the Year ended March 31, 2022 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, 2022 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. I. Prabhakara Rao [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. I. Prabhakara Rao, Director [DIN: 03482239], who retires by rotation as per Section 152 (6) of the Companies Act, 2013 and also as per Article 122 of 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. 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, Director [DIN: 02916539], who retires by rotation as per Section 152 (6) of the Companies Act, 2013 and also as per Article 122 of 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. **Approval for enhancement of Authorized capital of the Company.**

To consider and if thought fit, to pass with or without modification(s), the following resolution for enhancement of Authorized Capital of the Company as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company and subject to such other approvals as may be required, consent of the members of the Company be and is hereby accorded to increase the authorized share capital of the Company from existing Rs. 50,00,00,000 (Rupees Fifty Crore only) divided into 5,00,00,000 (Five Crore) equity shares of Rs. 10/- (Rupees Ten) each to Rs. 75,00,00,000 (Rupees Seventy Five Crore Only) divided into 7,50,00,000 (Seven Crore Fifty Lakhs) equity shares of Rs. 10/- (Rupees Ten) each.

**RESOLVED FURTHER THAT** pursuant to Section 13 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) the existing Clause V of the Memorandum of Association be deleted and the same be substituted with the following new clause as **Clause V**:

**"V. The share capital of the Company is Rs. 75,00,00,000 (Rupees Seventy Five Crore Only) divided into 7,50,00,000 (Seven Crore Fifty Lakhs) equity shares of Rs. 10/- (Rupees Ten) each with power to increase or reduce and alter the capital in accordance with the provisions of the Companies Act, 2013".**

**RESOLVED FURTHER THAT** any Director of the Company or Mr. Manomay Rai [Chief Executive Officer] or Mr. Sandip Sinha Ray [Chief Financial Officer] or Mr. Dibyaranjan Mishra [Company Secretary] of the Company or Mr. G.R.K. Babu [Sector CFO -Airports] be and are hereby severally authorised to do all such acts, deeds, matters and things as may be deemed proper, necessary or expedient, including filing the requisite forms with the Registrar of Companies/Ministry of Corporate Affairs or submission of documents with any other authority, for the

purpose of giving effect to this resolution and for matters connected therewith or incidental thereto”.

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

**Place : Visakhapatnam  
Date : August 25, 2022**

**Dibyaranjan Mishra  
[Company Secretary]**

**NOTES**

1. MCA vide its General Circular No. 02/2022 dated May 05, 2022 has granted extension of time to convene AGM through VC or OAVM by companies whose AGMs are due in the year 2022 upto December 31, 2022.
2. The company shall provide proper teleconferencing/video-conferencing/webex facility to the shareholders for attending the meeting. 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 shall be shared.
3. Pursuant to the aforesaid MCA Circular, members attending the 2<sup>nd</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 Circular, the 2<sup>nd</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 2<sup>nd</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 2<sup>nd</sup> AGM through VC Facility by following the procedure as mentioned separately in the notice, which shall be kept open for the Members from 15 minutes before the time scheduled to start the 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.**

---

### **Item No. 4: Approval for enhancement of Authorized Capital of the Company.**

The present Authorized Capital of the Company is Rs. 50,00,00,000 divided into 5,00,00,000 equity shares of Rs. 10/- each. The issued, subscribed and paid-up capital of the Company stands at Rs. 37,50,00,000 divided into 3,75,00,000 equity shares of Rs. 10/- each.

The Board of Directors of the Company in its meeting held on July 29, 2021 had approved the enhancement of Authorized Capital of the Company from Rs. 20 crore to Rs. 75 crore. However, considering the then fund requirements and additional infusion of equity by the Promoter Company, the Company had enhanced the Authorized Capital from Rs. 20 crore to Rs. 50 crore in Tranche I by obtaining the approval of the shareholders in the 2<sup>nd</sup> extraordinary general meeting dated September 04, 2021.

Considering further capital requirements during FY 2022-23 which will be funded by the Promoter Company in terms of equity capital, it is proposed to enhance the Authorized Capital from existing Rs. 50 crore to Rs. 75 crore which has already been approved by the Board.

Accordingly, the Board of Directors of the Company had earlier recommended the resolution for approval by the shareholders as an Ordinary Resolution for increase in the authorized share capital of the Company and consequent alteration of "Capital Clause" of the Memorandum of Association of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this resolution.

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

---

<b>Name of Director</b>	<b>Mr. SGK Kishore</b>	<b>Mr. I. Prabhakara Rao</b>
DIN	02916539	03482239
Age	59 years	63 years
Qualification	IIT & IAS	Engineer
Experience	More than 30 years	More than 35 Years
Terms and Conditions of appointment	Non-Executive Director	Non-Executive Director
Details of Remuneration	Nil	Nil
Date of first appointment on the Board	Sep 17, 2020	May 19, 2020
Shareholding in the Company	1 Equity Shares	1 Equity Share
Relationship with other Directors, Manager and KMPs	NA	NA
No. of Board meetings attended during the year	04 out of 04	03 out of 04
Other Directorship, Chairmanship & Committee Membership	<ol style="list-style-type: none"> <li>1. GMR Aero Technic Limited;</li> <li>2. GMR Air Cargo and Aerospace Engineering Limited;</li> <li>3. GMR Hyderabad Aerotropolis Limited;</li> <li>4. GMR Hospitality and Retail Limited;</li> <li>5. Digi Yatra Foundation;</li> <li>6. Laqshya Hyderabad Airport Media Private Limited;</li> <li>7. AMG Healthcare Destination Private Limited;</li> <li>8. GMR Visakhapatnam International Airport Limited;</li> <li>9. Hyderabad Duty Free Retail Limited;</li> <li>10. GMR Hyderabad Air Cargo and Logistics Private Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. GMR Goa International Airport Limited;</li> <li>2. Delhi International Airport Limited;</li> <li>3. GMR Airports Limited;</li> <li>4. GMR Airport Developers Limited;</li> <li>5. GMR Nagpur International Airport Limited;</li> <li>6. GMR Visakhapatnam International Airport Limited;</li> </ol>

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

**Place : Visakhapatnam  
Date : August 25, 2022**

**Dibyanjan Mishra  
[Company Secretary]**