

NOTICE TO THE MEMBERS OF GMR VISAKHAPATNAM INTERNATIONAL AIRPORT LIMITED FOR THE 04TH ANNUAL GENERAL MEETING OF THE COMPANY.

NOTICE is hereby given that the 04th annual general meeting of the members of GMR Visakhapatnam International Airport Limited will be held on **Wednesday, the 18th day of September, 2024 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, at a shorter notice.

The video conferencing (Zoom) link to facilitate your attendance in the meeting is given as under:

<https://gmrgroup-in.zoom.us/j/93212936453>

Meeting ID: 932 1293 6453

Passcode: 563540

ORDINARY BUSINESS

- 1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2024 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, 2024 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. G.M. Rao [DIN: 00574243] 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. G.M. Rao-Director [DIN: 00574243], 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. G.B.S. Raju [DIN: 00061686] 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. G.B.S. Raju-Director [DIN: 00061686], 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. To appoint Mr. Fabien Lawson [DIN: 10360063] 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. Fabien Lawson [DIN: 10360063], who was appointed as an Additional Director by the Board on January 23, 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 any Director of the Company and Mr. Manomay Rai (Chief Executive Officer) and Mr. Sandip Sinha Ray (Chief Financial Officer) and Mr. Dibyaranjan Mishra (Company Secretary) of the Company and Mr. GRK Babu (Sector CFO-Airports) 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 of the Company 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. To appoint 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 January 23, 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 any Director of the Company and Mr. Manomay Rai (Chief Executive Officer) and Mr. Sandip Sinha Ray (Chief Financial Officer) and Mr. Dibyaranjan Mishra (Company Secretary) of the Company and Mr. GRK Babu (Sector CFO-Airports) 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 of the Company 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”.

NOTES

1. In continuation to The Ministry of Corporate Affairs, Government of India’s general circular No. 20/ 2020 dated 05.05.2020, General Circular No. 02/ 2022 dated 05.05.2022 and General Circular No. 70/ 2022 dated 28.72.2022, it was allowed to the companies whose AGMs were due in the year 2023 or 2024, to conduct their AGMs through VC or OAVM on or before 30th September, 2024 in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/2020 dated 05.05.2020. Accordingly, this AGM of shareholders is also being convened through VC. The dial in link is given as under:

<https://gmrgroup-in.zoom.us/j/93212936453>

Meeting ID: 932 1293 6453

Passcode: 563540

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 MCA Circular on holding AGM through VC, members attending the 04th 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 04th 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 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 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 General Meeting.

**By Order of the Board of Directors
For GMR Visakhapatnam International Airport Limited**

**Place : Visakhapatnam
Date : September 04, 2024**

**Dibyanjan Mishra
(Company Secretary)**

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 05: To appoint Mr. Fabien Lawson [DIN: 10360063] as a Director of the Company.

The Board of Directors of the Company vide resolution dated January 23, 2024 had appointed Mr. Fabien Lawson [DIN: 10360063] as an Additional Director of the Company under Section 161 of the Companies Act, 2013.

Mr. Fabien Lawson graduated in 1996. He has a solid experience of 24 years in managing airport operations teams and airport projects within Groupe ADP and is since November 2022, the Global COO of GMR Airports.

He was previously the Asset Management Director for TAV Airports at Groupe ADP and the former General Manager of terminal 1/3 of Paris CDG airport. He has additional international experience as the former Head of Groupe ADP Beijing office, dedicated to consulting services. During his carrier within Groupe ADP, he has led various operations teams in terminal and landside and took over various strategic and commercial positions.

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

In the opinion of the Board, Mr. Lawson 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. Lawson pursuant to Secretarial Standards on General Meetings (SS-2), is provided as Annexure to this Notice.

Except Mr. Lawson 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. Fabien Lawson 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. 06: To appoint Dr. N. Yuvaraj-IAS [DIN: 06679574] as a Director of the Company.

The Board of Directors of the Company vide resolution dated January 23, 2024 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 a 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 holds the position of Secretary, Industries and Commerce Department-Government of Andhra Pradesh. He has 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, previously, held the position of Special Chief Secretary (Full Additional Charge), Infrastructure & Investment Department, Government of Andhra Pradesh. During his service period, he has worked in various profiles mentioned as under:

- a. Joint Secretary-Department of Pharmaceuticals, Ministry of Chemicals and Fertilizers – Government of India
- b. Director – Health & Family Welfare – Government of India
- c. PS to Vice President of India
- d. PS to Minister, Ministry of Information and Broadcasting- Government of India
- e. District Collector, Visakhapatnam
- f. Vice Chairman, Visakhapatnam Urban Development Authority
- g. Joint Collector, Guntur District, Andhra Pradesh
- h. Sub-Collector of Palvoncha, Khammam District and Sub Collector, Vikarabad Division, Ranga Reddy District.

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.

**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. G.M. Rao	Mr. G.B.S. Raju	Mr. Fabien Lawson	Dr. N. Yuvaraj
DIN	00574243	00061686	10360063	06679574
Age	75 Years	50 Years	51 Years	48 Years
Qualification	Mechanical Engineering	Graduation	Graduation	UPSC
Experience	Around 54 Years	Around 30 Years	Around 25 Years	Around 20 Years
Terms and Conditions of appointment	Non-Executive Director (Chairman)	Non-Executive Director	Non-Executive Director	Nominee Director
Details of Remuneration	Nil	Nil	Nil	Nil
Date of first appointment on the Board	May 19, 2020	May 19, 2020	January 23, 2024	January 23, 2024
Shareholding in the Company	NA	NA	NA	NA
Relationship with other Directors, Manager and KMPs	Father of Mr. GBS Raju	Son of Mr. G.M. Rao	NA	NA
No. of Board meetings attended during the year	5 out of 7	5 out of 7	2 out of 2	2 out of 2
Other Directorship, Chairmanship and Committee Membership	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 04, 2024

Dibyanjan Mishra
[Company Secretary]

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

1. Mr. G.M. Rao [Non-Executive Director (Chairman)]

Names of the Companies	Designation	Date of Appointment
GMR Airports Infrastructure Limited (Formerly known as GMR Infrastructure Limited)	Non-Executive Chairman	01/ 04/ 2018
GMR Power and Urban Infra Ltd.	Non-Executive Chairman	06/01/2022
GMR Hyderabad International Airport Limited	Executive Chairman	01/ 06/ 2021
GMR Varalakshmi Foundation	Chairman & Member	09/12/2003
Delhi International Airport Limited	Executive Chairman	01/04/2024
GMR Airports Limited (*merged)	Non-Executive Chairman	01/06/2018
AMG Healthcare Destination Private Limited	Director	20/02/2012
Parampara Family Business Institute	Chairman & Member	29/01/2014
GMR Goa International Airport Limited	Chairman	14/10/2016
GMR Enterprises Private Limited	Non-Executive Chairman	24/06/2019
GMR Nagpur International Airport Limited	Chairman	22/08/2019
GMR Visakhapatnam International Airport Limited	Chairman	19/05/2020
GMR Energy Limited	Non-Executive Chairman	15/08/2020

Membership of Other Committees

Name of the Company	Name of the Committee	Position held (Chairman/Member)
GMR Airports Infrastructure Limited (Formerly known as GMR Infrastructure Limited)	Management Committee	Chairman
GMR Power and Urban Infra Limited	Management Committee	Chairman
GMR Enterprises Private Limited	Management Committee	Chairman

2. Mr. G.B.S. Raju [Non-Executive Director]

Names of the Companies	Designation	Date of Appointment
GMR Airports Infrastructure Limited (Formerly known as GMR Infrastructure Limited)	Director	12/ 05/ 20102
GMR Varalakshmi Foundation	Director	29/06/2004
Delhi International Airport Limited	Managing Director	01/04/2024
GBS Holdings Private Limited	Director	04/02/2009
GMR Goa International Airport Limited	Director	14/10/2016
GMR Enterprises Private Limited	Director	25/09/2017
Delhi Duty Free Services Private Limited	Non-Executive Chairman	05/07/2018
GMR Air Cargo and Aerospace Engineering Limited	Non-Executive Chairman	30/04/2018
GMR Airports Limited (*merged)	Non-Executive Vice Chairman	15/05/2018
GMR Hyderabad International Airport Limited	Managing Director	01/06/20219
GMR Airport Developers Limited	Non-Executive Chairman	27/09/2019
GMR Visakhapatnam International Airport Limited	Director	19/05/2020
Varalakshmi Sports Private Limited	Director	02/09/2022

Membership of Other Committees

Name of Company	Name of Committee	Position held (Chairman/Member)
GMR Airports Infrastructure Limited (Formerly known as GMR Infrastructure Limited)	Debenture Allotment Committee	Member
	Management Committee	Member
GMR Airports Limited	Nomination and Remuneration Committee	Member
	Risk Management Committee	Chairman
GMR Enterprises Private Limited	Management Committee	Member
Delhi International Airport Limited	Risk Management and Environment, Social and Governance (ESG) Committee	Chairman
GMR Visakhapatnam International Airport Limited	Share Allotment & Transfer Committee	Chairman
GMR Hyderabad International Airport Limited	Risk Management and Environment, Social and Governance Committee	Chairman

3. Mr. Fabien Lawson [Non-Executive Director]

Names of the Companies	Designation	Date of Appointment
GMR Visakhapatnam International Airport Limited	Director	23.01.2024
Delhi International Airport Limited	Director	30.10.2023

Membership of Other Committees

Name of the Company	Name of the Committee	Position held (Chairman/Member)
GMR Visakhapatnam International Airport Limited	Nomination & 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 Ltd	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 Gas Infrastructure Corporation Private Limited	Director	22/06/2023
NICDIT Krishnapatnam Industrial City Development 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
GMR Visakhapatnam International Airport Limited	Director	23/01/2024

Membership of Other Committees; Nil