

NOTICE TO THE MEMBERS

Notice is hereby given that the 02nd/2021 Extraordinary General Meeting ("EGM") of the Members of GMR Airports Limited (the Company/GAL) will be held on June 29, 2021 at 02.00 P.M (IST) **through Video Conferencing ('VC')/ other Audio Visual Means ('OAVM')**, to transact the following business item at shorter notice:

SPECIAL BUSINESS

- TO CONSIDER AND APPROVE THE RE-APPOINTMENT OF MR. GRANDHI KIRAN KUMAR AS THE JOINT MANAGING DIRECTOR & CHIEF EXECUTIVE OFFICER AND A KEY MANAGERIAL PERSONNEL OF THE COMPANY AND APPROVAL OF HIS REMUNERATION.**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Schedule V, Section 196, 197, 198, 203, and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force, if any) and other applicable laws and provisions, if any, and pursuant to such approvals and permissions, as may be required, Mr. Grandhi Kiran Kumar [DIN: 00061669], be is hereby re-appointed as Joint Managing Director and Chief Executive Officer of the Company for a period of 3 years with effect from June 01, 2021 to May 31, 2024 (not liable to retire by rotation) on the following overall remuneration:

Particulars	Amount (Rs.)
Fixed Remuneration (to be paid notwithstanding the profits)	4.25 crores p.a. (10% increase p.a w.e.f April 1st every year)
Commission on profits (based on recommendation of Nomination & Remuneration Committee, to be paid in case of profit only)	Upto Rs. 3 crores p.a. w.e.f June 1, 2021 to March 31, 2022 Upto Rs. 3.30 crores p.a w.e.f April 1st, 2022 to March 31, 2023 Upto Rs. 3.65 crores p.a. w.e.f April 1st, 2023 to March 31, 2024 Upto Rs. 4.00 crores p.a. w.e.f April 1st, 2024 to May 31, 2024



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RESOLVED FURTHER THAT pursuant to Section 203 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 Mr. Grandhi Kiran Kumar shall be the Key Managerial Personnel of the Company.

RESOLVED FURTHER THAT within the maximum Fixed Remuneration for each year, the Joint Managing Director & Chief Executive Officer shall be entitled to Salary, Allowances and Perquisites, as determined under the provisions of the Companies Act, 2013 read with the provisions of Income Tax Act, 1961 listed herein below:

- i. Basic Salary
- ii. House Rent Allowance (HRA)
However, he is entitled to Rent Free Accommodation, if he so chooses. Then in such case, no HRA will be paid and the valuation of Rent Free Accommodation shall be the perquisite value computed as per the provisions of the Income Tax Act, 1961 for the purpose of Managerial Remuneration.
- iii. Special Allowance
- iv. Leave Travel Allowance / Concession: Leave Travel Allowance/ Concession for anywhere in India, for self and family once in two years in a block of four years.
- v. Mediclaim Insurance: Mediclaim insurance cover for self and family as per the Policies of the Company.
- vi. Personal Accident Insurance & Term Insurance: As per the policies of the Company.

RESOLVED FURTHER THAT the Joint Managing Director & Chief Executive Officer be and is hereby also eligible for the following perquisites which shall not be included in the Fixed Remuneration (the same will be over and above the Fixed Remuneration):

- (i) Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income tax Act, 1961;
- (ii) Gratuity payable should not exceed half month's salary for each completed year of service; and
- (iii) Encashment of leave as per Company's rules, at the end of tenure.

RESOLVED FURTHER THAT notwithstanding anything contained herein above, if in any financial year during the currency of his appointment, the Company has no profits or its profits are inadequate, the Salary, Perquisites and any other Allowances along with Provident Fund, Gratuity and Leave Encashment as detailed in the above resolutions shall continue to be paid to Mr. Grandhi Kiran Kumar, in accordance with the provisions of Section 197, Schedule V and other applicable provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT the detailed salary break up as enumerated above, may be interchanged and agreed upon at the request of Mr. Grandhi Kiran Kumar, within overall limit(s) of Remuneration of respective years;

RESOLVED FURTHER THAT Mr. Grandhi Kiran Kumar shall also be entitled to other official facilities as listed herein below for the purpose of business of the



company as per the policies of the Company, in addition to the Remuneration as mentioned above, which shall not form part of the remuneration:

- i. Provision of cars
- ii. Provision of telephones (landline & mobiles)
- iii. Club Fees: Membership fees in any two clubs not being admission and Life Membership fees.
- iv. Security

RESOLVED FURTHER THAT Mr. Grandhi Kiran Kumar in the capacity of Joint Managing Director & CEO will be entrusted with the powers, authorities, functions, duties, responsibilities etc. by the Board of Directors of the Company, from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized to take all such actions as may be necessary to give effect to the above resolution, including filing of necessary statutory forms, as per the provisions of the Companies Act, 2013, and to all such acts, deeds and things in this regard.”

2. **TO CONSIDER AND APPROVE THE RE-APPOINTMENT OF MR. SRINIVAS BOMMIDALA AS THE JOINT MANAGING DIRECTOR OF THE COMPANY AND APPROVAL OF HIS REMUNERATION.**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Schedule V, Section 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force, if any) and other applicable laws and provisions, if any, and pursuant to such approvals and permissions, as may be required, Mr. Srinivas Bommidala [DIN: 00061464], be and is hereby re-appointed as Joint Managing Director of the Company for a period of 3 years with effect from June 01, 2021 to May 31, 2024 (not liable to retire by rotation) on the following overall remuneration:

Particulars	Amount (Rs.)
Fixed Remuneration (to be paid notwithstanding the profits)	4.25 crores p.a. (10% increase p.a w.e.f April 1st every year)
Commission on profits (based on recommendation of Nomination & Remuneration Committee, to be paid in case of profit only)	Upto Rs. 3 crores p.a. w.e.f June 1, 2021 to March 31, 2022
	Upto Rs. 3.30 crores p.a w.e.f April 1st, 2022 to March 31, 2023
	Upto Rs. 3.65 crores p.a. w.e.f April 1st, 2023 to March 31, 2024



	Upto Rs. 4.00 crores p.a. w.e.f April 1st, 2024 to May 31, 2024
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RESOLVED FURTHER THAT within the maximum Fixed Remuneration for each year, the Joint Managing Director shall be entitled to Salary, Allowances and Perquisites, as determined under the provisions of the Companies Act, 2013 read with the provisions of Income Tax Act, 1961 listed herein below:

- (i) Basic Salary
- (ii) House Rent Allowance (HRA)
However, he is entitled to Rent Free Accommodation, if he so chooses. Then in such case, no HRA will be paid and the valuation of Rent Free Accommodation shall be the perquisite value computed as per the provisions of the Income Tax Act, 1961 for the purpose of Managerial Remuneration.
- (iii) Special Allowance
- (iv) Leave Travel Allowance / Concession: Leave Travel Allowance/ Concession for anywhere in India, for self and family once in two years in a block of four years.
- (v) Mediclaim Insurance: Mediclaim insurance cover for self and family as per the Policies of the Company.
- (vi) Personal Accident Insurance & Term Insurance: As per the policies of the Company.

RESOLVED FURTHER THAT the Joint Managing Director be and is hereby also eligible for the following perquisites which shall not be included in the Fixed Remuneration (the same will be over and above the Fixed Remuneration):

- (i) Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income tax Act, 1961;
- (ii) Gratuity payable should not exceed half month's salary for each completed year of service; and
- (iii) Encashment of leave as per Company's rules, at the end of tenure.

RESOLVED FURTHER THAT notwithstanding anything contained herein above, if in any financial year during the currency of his appointment, the Company has no profits or its profits are inadequate, the Salary, Perquisites and any other Allowances along with Provident Fund, Gratuity and Leave Encashment as detailed in the above resolutions shall continue to be paid to Mr. Srinivas Bommidala, in accordance with the provisions of Section 197, Schedule V and other applicable provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT the detailed salary break up as enumerated above, may be interchanged and agreed upon at the request of Mr. Srinivas Bommidala, within overall limit(s) of Remuneration of respective years;

RESOLVED FURTHER THAT Mr. Srinivas Bommidala shall also be entitled to other official facilities as listed herein below for the purpose of business of the company as per the policies of the Company, in addition to the Remuneration as mentioned above, which shall not form part of the remuneration:

- i. Provision of cars
- ii. Provision of telephones (landline & mobiles)



- iii. Club Fees: Membership fees in any two clubs not being admission and Life Membership fees.
iv. Security

RESOLVED FURTHER THAT Mr. Srinivas Bommidala in the capacity of Joint Managing Director will be entrusted with the powers, authorities, functions, duties, responsibilities etc. by the Board of Directors of the Company, from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized to take all such actions as may be necessary to give effect to the above resolution, including filing of necessary statutory forms, as per the provisions of the Companies Act, 2013, and to all such acts, deeds and things in this regard."

3. **TO CONSIDER AND APPROVE THE RE-APPOINTMENT OF MR. I. PRABHAKARA RAO AS AN EXECUTIVE DIRECTOR (WHOLE TIME DIRECTOR) OF THE COMPANY AND APPROVAL OF HIS REMUNERATION.**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Schedule V, Section 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force, if any) and other applicable laws and provisions, if any, and pursuant to such approvals and permissions, as may be required, Mr. I. Prabhakara Rao (DIN 03482239), be and is hereby re-appointed as executive director (whole time director) of the Company for a period of 3 years with effect from June 01, 2021 to May 31, 2024 (liable to retire by rotation for the Compliance of Section 152 of Companies Act, 2013) on the following overall remuneration, which shall be subject to annual increments as per Group HR Policy:

Particulars	Amount (Rs.)
Fixed Remuneration	Rs. 1,10,62,392/- p.a.

RESOLVED FURTHER THAT within the maximum Fixed Remuneration for each year, the executive director shall be entitled to Salary, Allowances and Perquisites, as determined under the provisions of the Companies Act, 2013 read with reference to Income Tax Act, 1961, listed herein below:

1. Basic Salary
2. Perquisites and Allowances

Mr. I. Prabhakara Rao shall be entitled to the following perquisites and allowances:

- (i) Housing: House Rent Allowance @ 50% of Basic Salary or Rent Free Unfurnished Accommodation
- (ii) Special Allowance
- (iii) Variable Pay as per the policy of the Company.
- (iv) Festival Bonus at periodical interval(s).
- (v) Leave Travel Concession: Leave Travel Concession, for self and family once in a year maximum of Rs. 1 Lacs p.a.



- (vi) Travel Allowance
- (vii) Personal Accident, Group Term and Group Medical Insurance: As per the rules of the Company.

3. Other benefits

- a. Earned /privilege leave: As per the rules of the Company.
- b. Gratuity payable should not exceed half month's salary for each completed year of service subject to maximum prescribed limit.

The valuation of perquisites shall be as per the provisions of the Income Tax Act.

RESOLVED FURTHER THAT, Mr. I. Prabhakara Rao shall also be eligible for annual increments over and above the Fixed Remuneration mentioned above, in terms of the Group HR Policy and to be effective from the period the same is also proposed for other employees as per Group HR Policy.

RESOLVED FURTHER THAT notwithstanding anything contained herein above, if in any financial year during the currency of his appointment, the Company has no profits or its profits are inadequate, the Salary, Perquisites and any other allowances as detailed in the above resolutions shall continue to be paid to Mr. Indana Prabhakara Rao in accordance with the provisions of Section 197, Schedule V and other applicable provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT the detailed salary break up as enumerated above, may be interchanged as agreed and requested by Mr. I. Prabhakara Rao within overall remuneration limit(s) of remuneration.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized to take all such actions as may be necessary to give effect to the above resolution, including filing of necessary statutory forms, as per the provisions of the Companies Act, 2013, and to all such acts, deeds and things in this regard."

4. **TO CONSIDER AND APPROVE THE APPOINTMENT OF MR. ANTOINE ROGER BERNARD CROMBEZ AS A DIRECTOR IN THE CATEGORY OF EXECUTIVE DIRECTOR & DEPUTY CEO OF THE COMPANY, SUBJECT TO RECEIPT OF REGULATORY APPROVAL AND APPROVAL OF HIS REMUNERATION.**

To consider and if thought fit, to pass the following resolution, with or without modification(s), as an Special Resolution:

"RESOLVED THAT subject to the approval of the central government, pursuant to the provisions of Section 196, 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013, Mr. Antoine Roger Bernard Crombez (DIN: 09069083), be and is hereby appointed as an Executive Director & Deputy CEO of the Company for a period of 3 years with effect from date of receipt of approval of Central Government (liable to retire by rotation for the Compliance of Section 152 of Companies Act, 2013) on the following overall remuneration, which shall be subject to annual increments and other payments as per Group HR Policy:



Particulars	Amount
Fixed Remuneration	2,32,03,818/- per annum

RESOLVED FURTHER THAT the following break up of remuneration within the overall limit of remuneration be and is hereby approved:

1. Basic Salary
2. Perquisites and Allowances

Mr. Antoine Roger Bernard Crombez shall be entitled to the following perquisites and allowances:

- (i) Housing: House Rent Allowance @ 50% of Basic Salary or Rent Free Unfurnished Accommodation
- (ii) Festival Bonus at periodical interval(s).
- (iii) Travel Allowance
- (iv) Personal Accident, Group Term and Group Medical Insurance: As per the rules of the Company.

3. Other benefits

- a. Earned /privilege leave: As per the rules of the Company.
- b. Contribution to Provident Fund, Superannuation fund or annuity fund as per the Company's rules and applicable provisions of the relevant statutes. Gratuity payable should not exceed half month's salary for each completed year of service subject to maximum prescribed limit.

The valuation of perquisites shall be as per the provisions of the Income Tax Act.

RESOLVED FURTHER THAT Mr. Antoine Roger Bernard Crombez shall also be eligible for Variable Pay, in addition to the Fixed Remuneration stated above and annual increments, to be effective from the period the same is proposed for other employees, as per the Group HR Policy.

RESOLVED FURTHER THAT notwithstanding anything contained herein above, if in any financial year during the currency of his appointment, the Company has no profits or its profits are inadequate, the Salary, Perquisites and any other allowances as detailed in the above resolutions shall continue to be paid to Mr. Antoine Roger Bernard Crombez in accordance with the provisions of Section 197, Schedule V and other applicable provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT the detailed salary break up as enumerated above, may be interchanged as agreed and requested by Antoine Roger Bernard Crombez within overall remuneration limit(s) of remuneration.



RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized to take all such actions as may be necessary to give effect to the above resolution, including filing of necessary statutory forms, as per the provisions of the Companies Act, 2013, and to all such acts, deeds and things in this regard."

**By Order of the Board of Directors
For GMR Airports Limited**


T. Venkat Ramana
Authorised Signatory



**Date : June 28, 2021
Place: New Delhi**

NOTES:

1. In view of the prevailing Covid-19 pandemic and to maintain the social distancing norms, the Ministry of Corporate Affairs ("MCA") has vide its General Circular dated May 05, 2020 read with General Circulars dated April 08, 2020 and April 13, 2020 and Companies (Meetings of Board and its Powers) Fourth Amendment Rules, 2020 (collectively referred to as "MCA Circulars") permitted the holding of the Extraordinary General Meeting ("EGM or Meeting") through Video Conferencing ("VC") facility or Other Audio Visual Means ("AVM"), 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 [02nd/2021] Extraordinary General Meeting of GMR Airports Limited ("GAL" or "the Company") is scheduled to be held on June 29, 2021 at 02:00 p.m. (IST) through VC / OAVM.
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 email address 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 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 aforesaid Circulars for conducting the EGMs through VC facility or OVAM and issue of EGM 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 EGM 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, in view of the specific circumstances (due to prevailing Covid-19 pandemic) during which this EGM is being held, pursuant to MCA Circulars on holding of EGM 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 EGM and hence the Proxy Form, and Attendance Slip are not annexed to this EGM Notice.
5. Notice convening the [02/2021] EGM 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



[02/2021] EGM has been uploaded on the website of the Company at <https://www.gmrairports.com/>.

6. The explanatory statement pursuant to Section 102(1) of the Act in respect of Special Business is annexed hereto.
7. All the documents referred to in the EGM 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 during 11.00 a.m. and 5.00 p.m. on all working days till the date of the [02nd/2021] EGM. In this regard, the Members are requested to send an email from their registered email id to Venkatramana.Tangirala@gmrgroup.in with a copy marked to davinder.arora@gmrgroup.in
8. The attendance of the Members attending the EGM 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 Authorisation Letter along with a certified copy of the Board Resolution authorising their representative to attend and vote thereat, on their behalf at the EGM. The scanned copy of Authorization Letter along with Board Resolution shall be sent by email from their registered email id to davinder.arora@gmrgroup.in
10. The instructions or details of the EGM 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 EGM, is as follows:

- ✓ **Link to join the meeting:** <https://gmrgroup-in.zoom.us/j/99977912319?pwd=THNRT0c4dFVYbFpuWklzS3A5UHdOQT09>
- ✓ **Meeting ID:** 99977912319, **Passcode:** 686657
- ✓ 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: 9949999049.



- 11.** Facility for joining the EGM will be kept open 15 minutes before the scheduled time of the EGM and shall not be closed till the expiry of 15 minutes after the scheduled time of the EGM.
- 12.** The Chairman of the Board will preside as the Chairman of EGM. In case the Chairman is not present due to other occupation, the Directors present will elect one among themselves to be Chairman of the EGM. 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 EGM, the members present shall choose one of their members to be Chairman of EGM.
- 13.** The Chairman of the EGM may conduct a vote on the Resolutions 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 resolutions only by sending e-mails to the email ID Venkatramana.Tangirala@gmrgroup.in through their email addresses which are registered with the Company.
- 14.** This EGM 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.** At least one Independent Director and the Auditor or his / her authorized representative, who is qualified to be an auditor would attend such meeting through VC or OVAM facility.

**By Order of the Board of Directors
For GMR Airports Limited**


T.Venkat Ramana
Authorised Signatory



**Date : June 28, 2021
Place: New Delhi**

ANNEXURE TO NOTICE

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

Item No. 1

Based on the approval and recommendation of Nomination and Remuneration Committee, the Board of Directors in its meeting held on May 28, 2021, which was further adjourned for May 31, 2021 had approved the re-appointment of Mr. Grandhi Kiran Kumar as Joint Managing Director(JMD) & Chief Executive Officer (CEO) of the Company for a period of 3 years with effect June 01, 2021 on a remuneration and other terms and conditions, as mentioned in the resolution, subject to the approval of the members of the Company.

Mr. Grandhi Kiran Kumar shall be a key managerial personnel of the Company within the meaning of Section 203 of the Companies Act, 2013.

In view of his leadership, strategic inputs, management skills as well as steering and responsibility of all the financial transactions and deals across the Airport Sector, overall guidance towards the growth of the Company, it is proposed to re-appoint Mr. Grandhi Kiran Kumar as JMD & CEO of the Company for another term of 3 (three) years w.e.f. June 01, 2021 on the same remuneration as previously approved, it will be in the interest of the Company that Mr. Grandhi Kiran Kumar is re-appointed as Joint Managing Director & CEO (KMP) of the Company.

During his last term in GAL from June 1, 2018 to May 31, 2021, Mr. Grandhi Kiran Kumar was appointed at the following remuneration:

Particulars	Amount (Rs.)
Remuneration	4.25 crores p.a. (10% increase p.a w.e.f April 1st every year)
Commission on profits (based on recommendation of Nomination & Remuneration Committee)	Upto Rs. 3 crores p.a. w.e.f June 1, 2018 to March 31, 2019 Upto Rs. 3.30 crores p.a w.e.f April 1st, 2019 to March 31, 2020 Upto Rs. 3.65 crores p.a. w.e.f April 1st, 2020 to March 31, 2021 Upto Rs. 4.00 crores p.a. w.e.f April 1st, 2021 to May 31, 2021 (subject to availability of profits)

Further, Mr. Grandhi Kiran Kumar is also the Managing Director & CEO of GMR Infrastructure Limited ("GIL"), the holding company of GAL having an approved remuneration stated below::

Particulars	Amount
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	(Rs.)
Remuneration (to be paid notwithstanding the profits)	Rs. 2.4 crore
Commission on net profits, in addition to the remuneration specified above.	As approved by the Board of Directors for each Financial Year, subject to the total remuneration including salary, perquisites and commission be within the overall limit of 5% of the net profits of the Company calculated in accordance with the provisions of the Companies Act, 2013 for a financial year.

As required under the provisions of Section 196, 197, Schedule V of the Companies Act, 2013 (Act) and any other applicable provisions of the Act, the special resolution is being placed before the members/shareholders for approval.

Except Mr. Grandhi Mallikarjuna Rao, Mr. Grandhi Kiran Kumar and Mr. G.B.S. Raju, being related to each other, 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. 1.

The Board of Directors of the Company recommends the resolution set forth at item no. 1 of the Notice for approval of the members as a Special Resolution.

Item No. 2

Based on the approval and recommendation of Nomination and Remuneration Committee, the Board of Directors in their meeting at the meeting held on May 28, 2021 have re-appointed Mr. Srinivas Bommidala as Joint Managing Director of the Company for a period of 3 years with effect June 1, 2021, on a remuneration and other terms and conditions, as mentioned in the resolution, subject to the approval of the members of the Company.

In view of his leadership, strategic inputs, management skills, his responsibility towards operations and business development of internal airports outside India, as well as operational guidance towards the growth of the Company, it is proposed to re-appoint Mr. Srinivas Bommidala as JMD of the Company for another term of 3 (three) years w.e.f. June 01, 2021 on the same remuneration as previously approved it will be in the interest of the Company that Mr. Srinivas Bommidala is re-appointed as Joint Managing Director of the Company.

During his last term in GAL from June 1, 2018 to May 31, 2021, Mr. Srinivas Bommidala was appointed at the following remuneration:

Particulars	Amount (Rs.)
Remuneration	4.25 crores p.a. (10% increase p.a w.e.f April 1st every year)
Commission on profits	Upto Rs. 3 crores p.a. w.e.f June 1, 2018 uptill March 31, 2019



(based on recommendation of Nomination & Remuneration Committee)	Upto Rs. 3.30 crores p.a w.e.f April 1st, 2019 to March 31, 2020
	Upto Rs. 3.65 crores p.a. w.e.f April 1st, 2020 to March 31, 2021
	Upto Rs. 4.00 crores p.a. w.e.f April 1st, 2021 to May 31, 2021
	(subject to availability of profits)

Mr. Srinivas Bommidala is also a Managing Director of GMR Warora Energy Ltd. (GWEL), the fellow subsidiary company of GAL and drawing the following remuneration pursuant to the approval of GWEL Board and shareholders:

Pre-Covid	2.95 Crore p.a.
Post-Covid	1.40 Crore p.a.

As required under the provisions of Section 196, 197, Schedule V of the Companies Act, 2013 (Act) and any other applicable provisions of the Act, the special resolution is being placed before the members/shareholders for approval.

Except Mr. Bommidala, being re-appointee or his relatives, none of the other Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in this resolution.

The Board of Directors of the Company recommends the resolution set forth at item no. 2 of the Notice for approval of the members as a Special Resolution.

Item No. 3

Based on the approval and recommendation of Nomination and Remuneration Committee, the Board of Directors in their meeting at the meeting held on May 28, 2021, which was further adjourned for May 31, 2021 have re-appointed Mr. I. Prabhakara Rao as Executive Director of the Company for a period of 3 years with effect June 1, 2021, on a remuneration and other terms and conditions, as mentioned in the resolution, subject to the approval of the members of the Company.

In view of the immense contribution made by Mr. I. Prabhakara Rao for Company and his experience and expertise in Airport from bidding, building, Construction, operating and management and currently being responsible for all the expansion and construction works of various airport projects, it is proposed to re-appoint Mr. I. Prabhakara Rao as an Executive Director (Whole time Director) of the Company for another term of 3 (three) years w.e.f. June 01, 2021 on the same remuneration as previously approved, it will be in the interest of the Company that Mr. I. Prabhakara is re-appointed as whole time Director of the Company.

During his last term in GAL from June 1, 2018 to May 31, 2021, Mr. I. Prabhakara Rao was appointed at the following remuneration:

Particulars	Amount (Rs.)
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	(Rs.)
Remuneration	1,10,62,392/- per annum

Further, Mr. I. Prabhakara Rao is also the Executive Director of Delhi International Airport Limited ("DIAL"), the Subsidiary Company of GAL and drawing the following remuneration pursuant to the approval of DIAL Board and shareholders:

Pre - Covid	Upto a maximum amount of Rs. 2.98 Crores per annum for the year effective April 1, 2021, for a period of 3 years.
Post - Covid	Fixed Remuneration: Rs. 1,47,96,645/- per annum Special Variable Pay (Deferred): Rs. 79,67,424/- per annum

As required under the provisions of Section 196, 197, Schedule V of the Companies Act, 2013 (Act) and any other applicable provisions of the Act, the special resolution is being placed before the members/shareholders for approval.

Except Mr. I. Prabhakara Rao, 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. 3.

The Board of Directors of the Company recommends the resolution set forth at item no. 3 of the Notice for approval of the members as a Special Resolution.

Item No. 4:

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors in its meeting held on May 28, 2021, have approved the appointment of Mr. Antoine Roger Bernard Crombez as an additional director under the category of executive director, designated as executive director and deputy CEO of the Company, subject to the approval of shareholders and Central Government for a period of three years commencing from the date of receipt of the approval of Central Government.

Pursuant to the clause 5.2.3 of the Shareholders' Agreement dated February 20, 2020 read with Amendment Agreement dated July 07, 2020 to the Shareholders' Agreement entered into among Aéroports De Paris S.A ("ADP"), GMR Infrastructure Limited, GMR Airports Limited and GMR Infra Services Limited ("SHA"), ADP has nominated Mr. Antoine Roger Bernard Crombez as its executive director on the Board of the Company.

In view of the strategic partnership between ADP and Company, it will be in the interest of the Company that Mr. Antoine Roger Bernard Crombez is appointed as Executive Director (Whole-time Director) & Deputy CEO of the Company. Prior to the appointment of Mr. Antoine Roger Bernard Crombez as an Executive Director (Whole-time Director) & Deputy CEO he was working with the Company as a Deputy Chief Executive Officer.

As per Schedule V of the Companies Act, 2013, The terms and conditions of appointment of Mr. Antoine Roger Bernard Crombez as Executive Director (Whole-time Director) & Deputy CEO as set out in the resolution are subject to approval of members and Central Government as he is not resident in India for preceding 12 months.



Mr. Antoine Roger Bernard Crombez is not disqualified from being appointed as a Director in terms of Section 164, Schedule V and other applicable provisions of the Act and has given his consent to act as Director.

As required under the provisions of Section 196, 197, Schedule V of the Companies Act, 2013 (Act) and any other applicable provisions of the Act, the special resolution under Agenda item No. 4 is being placed before the members/shareholders for approval.

Except Mr. Antoine Roger Bernard Crombez, being appointee, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in this resolution.

The Board of Directors of the Company recommends the resolution set forth at item no. 4 of the Notice for approval of the members as a Special Resolution.

**By Order of the Board of Directors
For GMR Airports Limited**



T.Venkat Ramana
Authorised Signatory



Date: June 29, 2021
Place: New Delhi

DISCLOSURE AS PER SCHEDULE-V OF THE COMPANIES ACT, 2013

I. GENERAL INFORMATION

S. No.	Particulars/ Subject	Information															
1	Nature of Industry	The Company is NBFC Company and registered with RBI as NBFC-ND-CIC-SI having investment in group Companies.															
2	Date or Expected date of commencement of commercial production	The Company is an investment Company and was incorporated on Feb 06, 2019.															
3	In case of new companies, expected date of commencement of activities as per Project approved by financial institutions appearing in the prospects.	N.A.															
4	Financial performance based on given indicators (financial year 2020-21)	(in INR) <table border="1"> <thead> <tr> <th>Particulars</th> <th>2019-20</th> <th>2020-2021</th> </tr> </thead> <tbody> <tr> <td>Gross Revenue</td> <td>398.51</td> <td>360.78</td> </tr> <tr> <td>Profit/ (loss) after Tax</td> <td>74.92</td> <td>(257.74)</td> </tr> <tr> <td>Dividend</td> <td>NIL</td> <td>NIL</td> </tr> <tr> <td>EPS</td> <td>0.56</td> <td>(1.86)</td> </tr> </tbody> </table>	Particulars	2019-20	2020-2021	Gross Revenue	398.51	360.78	Profit/ (loss) after Tax	74.92	(257.74)	Dividend	NIL	NIL	EPS	0.56	(1.86)
Particulars	2019-20	2020-2021															
Gross Revenue	398.51	360.78															
Profit/ (loss) after Tax	74.92	(257.74)															
Dividend	NIL	NIL															
EPS	0.56	(1.86)															
5	Foreign Investments or collaborations, if any.	The Company has received Rs. 1000 crores on July 07, 2020 from ADP in the form of FDI															

II. INFORMATION ABOUT THE APPOINTEE OR PERSON WHOSE REMUNERATION IS REVISED

S. no.	Particulars/ Subject	Information			
		Mr. Grandhi Kiran Kumar	Mr. Srinivas Bommidala	Mr. Indana Prabhakara Rao	Mr. Antoine Roger Bernard Crombez
1	Background Details	Detailed explanatory statement as above.	Detailed explanatory statement as above.	Detailed explanatory statement as above.	Detailed explanatory statement as above.
2	Past Remunerations	Detailed explanatory statement as above.	Detailed explanatory statement as above.	Detailed explanatory statement as above.	Detailed explanatory statement as above.

3	Recognition or Awards	Detailed in explanatory statement as above.	Detailed in explanatory statement as above.	Detailed in explanatory statement as above.	Detailed in explanatory statement as above.
4	Job Profile and his suitability	Detailed in explanatory statement as above.	Detailed in explanatory statement as above.	Detailed in explanatory statement as above.	Detailed in explanatory statement as above.
5	Remunerations Proposed	As fully set out in the resolution of item no. 1 of the Notice.	As fully set out in the resolution of item no. 2 of the Notice.	As fully set out in the resolution of item no. 3 of the Notice.	As fully set out in the resolution of item no. 4 of the Notice.
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position & person	Considering the responsibility shouldered by him, proposed remuneration is commensurate with Industry standards and Board level positions held in similar sized and similarly positioned businesses.	Considering the responsibility shouldered by him, proposed remuneration is commensurate with Industry standards and Board level positions held in similar sized and similarly positioned businesses.	Considering the responsibility shouldered by him, proposed remuneration is commensurate with Industry standards and Board level positions held in similar sized and similarly positioned businesses.	Considering the responsibility shouldered by him, proposed remuneration is commensurate with Industry standards and Board level positions held in similar sized and similarly positioned businesses.
7	Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any.	He does not hold any equity shares in the company. Further, he is son of Mr. Grandhi Mallikarjuna Rao & brother of Mr. G.B.S. Raju.	He does not hold any equity shares in the company. Further, he is the son in law of Mr. G.M. Rao.	He does not hold any equity shares in the company and doesn't have any relationship with the managerial personnel.	He does not hold any equity shares in the company and doesn't have any relationship with the managerial personnel.

III. OTHER INFORMATION

1	Reasons for loss or inadequate profits	Foreign exchange fluctation, financial expenses interest cost and Impact of Covid19 on the financial performance of the Company
2	Steps taken or proposed to be taken for improvement.	The Company is exploring the fund raising option to increase its Revenue.
3	Expected increase in productivity and profits in measurable terms	The Company is an Investment Company.



IV. Disclosures

The requisite disclosures of remuneration package etc. have been mentioned in the respective resolution(s) read with their respective Explanatory Statement(s). At present, there is no stock option scheme available in the Company.

The respective Explanatory Statement(s) together with other allied documents, being referred in the resolution shall be construed to be memorandum setting out the terms of the appointment/ re-appointment as specified under Section 190 of the Companies Act, 2013.

**By Order of the Board of Directors
For GMR Airports Limited**


T. Venkat Ramana
Authorised Signatory



Date: June 28, 2021
Place: New Delhi

Annexure I

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

Name of Director	Mr. Grandhi Kiran Kumar	Mr. Srinivas Bommidala	Mr. I. Prabhakara Rao
DIN No.	00061669	00061464	03482239
Age (Years)	46 Years	58 Years	61 Years
Qualification	Commerce Graduate	Commerce Graduate	Bachelor of Engineering (Mechanical)
Experience	24 Years (approx.)	38 Years (approx.)	37 Years (approx.)
Terms & Conditions of Appointment	Joint Managing Director & CEO (not liable to retire by rotation) For details refer the shareholders' resolution	Joint Managing Director (not liable to retire by rotation) For details refer the shareholders' resolution	Executive Director (Liable to retire by rotation) For details refer the shareholders' resolution
Remuneration Details	For details refer the shareholders' resolution	For details refer the shareholders' resolution	For details refer the shareholders' resolution
Remuneration last drawn	The remuneration of Rs. 4.25 crores p.a. (with increase of upto 10% p.a) as approved by the Board previously	The remuneration of Rs. 4.25 crores p.a. (with increase of upto 10% p.a) as approved by the Board previously	The remuneration of Rs. 1.05 crores p.a. (with increase of upto 10% p.a) as approved by the Board previously
Date of first appointment on Board	09 May, 2011	09 May, 2011	01 June, 2018
Shareholding in the Company	Nil	Nil	NIL
Relationship with other Directors, Manager & KMPs	➤ Mr. G. M. Rao- Father ➤ Mr. G.B.S Raju - Brother	➤ Mr. G. M. Rao-Father In Law	Not related to any Director
No. of Board Meetings attended during the year	7	7	6

<p>Other Directorships, Chairmanships & Committee Membership</p>	<ol style="list-style-type: none"> 1. GMR Infrastructure Limited- Managing Director & CEO <ul style="list-style-type: none"> ➤ Manament Committee - Member ➤ Risk Management Committee - Chairman ➤ 2. GMR Hyderabad International Airport Limited 3. GMR Varalakshmi Foundation 4. Delhi International Airport Limited <ul style="list-style-type: none"> ➤ Share Allotment, Transfer and Grievance Committee - Member 5. GKR Holding Private Limited 6. JSW GMR Cricket Private Limited 7. GMR Goa International Airport Limited 8. Kakinada SEZ Limited 9. GMR Hyderabad Aerotropolis Limited 	<ol style="list-style-type: none"> 1. Bommidala Exports Private Limited 2. Bommidala Tabacco Exporters Private Limited 3. GMR Infrastructure Limited <ul style="list-style-type: none"> ➤ Management Committee - Member ➤ Debenture Allotment Committee- Member 4. GMR Varalakshmi Foundation 5. GMR Goa International Airport Limited Nomination and Remuneration Committee - Member 6. GMR Energy Limited Audit Committee - Member Management Committee - Member 7. GMR Warora Energy Limited 8. GMR Kamalanga Energy Limited Management Committee - Member 9. GMR Enterprises Private Limited <ul style="list-style-type: none"> ➤ Management Committee - Member 10 Delhi International Airport Limited 	<ol style="list-style-type: none"> 1. GMR Goa International Airport Limited 2. Delhi International Airport Limited 3. GMR Airports Limited 4. GMR Airport Developers Limited 5. GMR Nagpur International Airport Limited 6. GMR Visakhapatnam International Airport Limited 7. GMR Infrastructure Limited 8. GMR Airports Limited <ul style="list-style-type: none"> ➤ Audit Committee - Member ➤ Corporate Social Responsibility Committee - Member ➤ Share Allotment and Transfer Committee - Member 9. GMR Airport Developers Limited <ul style="list-style-type: none"> ➤ Corporate Social Responsibility
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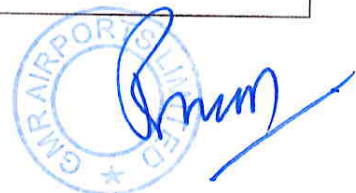


	<p>10. GMR Technologies Private Limited</p> <p>11. GMR Energy Limited</p> <p>12. Varlakshmi Enterprises LLP</p> <p>13. Sukreeda Sports and Entertainment LLP</p> <p>14. Grandhi Kiran Kumar and Ragini Trust</p> <p>15. GMR Family Fund Trust</p> <p>16. GMR Kamalanga Energy Limited</p> <p>17. GMR Warora Energy Limited</p> <p>18. GMR Rajahmundry Energy Limited</p> <p>19. GMR League Games Private Limited</p> <p>20. GMR Highway Limited</p> <p>21. GMR Nagpur International Airport Limited</p> <p>22. Associated Chambers of Commerce and Industry of India</p> <p>23. Parampara Family Business Institue</p>	<p>11 GMR Hyderabad International Airport Limited</p> <p>12 JSW GMR Cricket Private Limited</p> <p>13 BSR Holdings Private Limited</p> <p>14 AMG Healthcare Destination Private Limited</p> <p>Audit Committee - Member</p> <p>15 Delhi Duty Free Services Private Limited</p> <p>16 Heraklion Crete International Airport Societe Anonyme</p> <p>17 GMR Megawide Cebu Airport Corporation, Phillippines</p> <p>Share Transfer Committee - Member</p> <p>18 Megawide GMR Construction JV, Inc.</p> <p>19 B.S.R. Infrastructure LLP</p> <p>20 Sukreen Sports and Entertainment LLP</p> <p>21 Bommidala Exports</p> <p>22 Hindustan Tobacco Company</p> <p>23 Hotel Shivam International Private Limited</p> <p>24 BKV Industries Limited</p> <p>25 GMR League Games Private Limited</p> <p>26 GMR Rajahmurdry Energy Limited</p>	<p>Committee - Member</p>
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	<p>24. GMR Airports Limited – JMD and CEO</p> <p>25. GMR Enterprises Private Limited</p> <ul style="list-style-type: none"> ➤ Audit Committee – Member ➤ Nomination and Remuneration Committee – Chairman ➤ Corporate Social Responsibility Committee – Member ➤ Management Committee – Member 	<p>27 GMR Family Fund Trust</p> <p>28 Srinivas Bommidala and Ramadevi Trust</p> <p>29 Varakakshmi Enterprises LLP</p> <p>30 GMR Nagpur International Airport Limited</p> <p>31 Parampara Family Business Institute</p> <p>32 GMR Generation Assets Limited</p> <p>33 GMR Airports Limited Corporate Social Responsibility – Member</p>	
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Name of Director	MR. ANTOINE ROGER BERNARD CROMBEZ
DIN No.	09069083
Age (Years)	33
Qualification	Graduated from the Ecole Normale Supérieure and University Paris I – Panthéon-Sorbonne
Experience	8 years (Approx)
Terms & Conditions of Appointment	Executive Director (Whole-time Director) and Deputy CEO For details refer the shareholders’ resolution
Remuneration Details	For details refer the shareholders’ resolution
Remuneration last drawn	Nil
Date of first appointment on Board	For a period of 3 years with effect from date of receipt of approval of Central Government
Shareholding in the Company	Nil



Relationship with other Directors, Manager & KMPs	Not related with any director
No. of Board Meetings attended during the year	NA
Other Directorships, Chairmanships & Committee Membership	<ol style="list-style-type: none"> 1. GMR Infra Services Private Limited 2. GMR Goa International Airport Limited Nomination and Remuneration Committee - Member 3. GMR Hyderabad International Airport Limited Nomination and Remuneration Committee - Member



THE COMPANIES ACT, 2013
Consent of shareholder for shorter notice
[pursuant to section 101(1)]

To,
The Board of Directors
GMR Airports Limited
New Udaan Bhawan,
Opp. Terminal-3, IGI Airport,
New Delhi-110037

I/We, _____ [Name of the Shareholder]
being the holder of _____ nos. of equity/preference
shares of Rs.10/- each in the company, having Client Id
_____, D.P. Id _____ hereby give consent,
pursuant to section 101(1) of the Companies Act, 2013, to hold the extra-ordinary
general meeting on June 29, 2021 at a shorter notice.

Signature
Shareholder/Authorised Representative in case of Corporate

Name
(In Block Letters)

Date:



A handwritten signature in blue ink is written over a circular blue stamp. The stamp contains the text "GMR AIRPORTS LIMITED" around the perimeter and a small star in the center. The signature is a cursive-style name that appears to be "Anurag".