

NOTICE TO THE MEMBERS

Notice is hereby given that the 01st/2021 Extraordinary General Meeting ("EGM") of the Members of GMR Airports Limited will be held on May 19, 2021 at 03.00 P.M (IST) **through Video Conferencing ('VC')/ other Audio Visual Means ('OAVM')**, to transact the following business item at shorter notice:

SPECIAL BUSINESS

- 1. TO APPROVE THE SHIFTING OF REGISTERED OFFICE OF THE GMR AIRPORTS LIMITED ("GAL/COMPANY") FROM THE STATE OF KARNATAKA TO STATE OF HARYANA AND CONSEQUENT AMENDMENT IN MEMORANDUM OF ASSOCIATION.**

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 Section 12, 13 and all other applicable provisions, if any, of Companies Act, 2013 read with Rule 30 of the Companies (Incorporation) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force) and relevant provisions of the Articles of Association of the Company and subject to confirmation/approval of appropriate Regional Director and other regulatory Authorities, governments(s), judicial/quasi-judicial authorities, court(s), consent of the members of the Company be and is hereby accorded for shifting of the Registered Office from the State of Karnataka to the State of Haryana.

RESOLVED FURTHER THAT pursuant to Section 13 and all other applicable provisions, if any of the Companies Act, 2013 and the aforementioned confirmations/approvals and, the existing clause II of Memorandum of Association of the Company be and is hereby substituted with the following clause II of Memorandum of Association:

"II. The Registered Office of the company will be situated in the state of Haryana."

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and hereby are hereby authorised to do all such acts, deeds, filings, matters and things and execute all such deeds, documents, instruments and writings as may be required, with powers on behalf of

the Company to settle all questions and difficulties or doubts that may arise in this regard as the board may in its sole and absolute discretion deem fit and delegate all or any of its power herein conferred to any director(s), officer(s) and/or the consultant of the Company, if required, as it may in its absolute discretion deem it necessary or desirable.”

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

Sd/-
T.Venkat Ramana
Authorised Signatory

**Date : May 18th, 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 01st/2021 Extraordinary General Meeting of GMR Airports Limited ("GAL" or "the Company") is scheduled to be held on May 19, 2021, at 03:00 p.m. (IST) through VC / OAVM.
- 2.** As per provisions of the Act and aforesaid MCA Circulars, the Company is not required to provide the facility of e-voting. The MCA Circulars prescribe that at least half of the total numbers, who represent not less than seventy-five percent of the paid-up share capital of the Company and gives a right to vote in the meeting, the 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 Circulars dated April 08, 2020 and April 13, 2020 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.** Shorter notice consent is attached.
- 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 01st/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 01st/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 01st/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/91479161322?pwd=cjRycVI3VjE5Qkl1RFNmRUVxVWV5Zz09>
 - ✓ **Meeting ID:** 914 7916 1322, **Passcode:** 425746
 - ✓ 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**

Sd/-
T.Venkat Ramana
Authorised Signatory

**Date : May 18th, 2021
Place: New Delhi**

ANNEXURE TO NOTICE

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

Item No. 1

The Registered office of the Company is presently located at Skip House, 25/1, Museum Road, Bangalore, Karnataka. The registered office of the Company was decided to be based at Bangalore at time when the establishment and operations of the GMR Group including of GAL were headquarter at Bangalore.

Over a period of time and with operations of various business of the group got shifted out of Bangalore to other cities like Delhi, Hyderabad etc. the registered offices and Corporate offices of various group entities also shifted out of Bangalore.

The registered office and corporate office of Delhi International Airport Limited, the largest entity below GAL is situated at Delhi. The Corporate Office of GAL, GIL and other business of the group are also based out of Delhi.

Considering the above facts and to align with the business requirements, the Board of Directors on May 12th, 2021 has granted approval to shift the Registered Office of the Company from the State of Karantaka to the State of Haryana and consequent amendment in Memorandum of Association, subject approval of shareholders and other approvals as may be required.

None of the Directors and Key Managerial Personnel of the Company and their relatives are in any concerned or interested, financial or otherwise in the aforesaid resolutions.

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

Sd/-

T.Venkat Ramana
Authorised Signatory

Date: May 18th, 2021

Place: New Delhi

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 May 19, 2021 at a shorter notice.

Signature
Shareholder/Authorised Representative in case of Corporate

Name
(In Block Letters)

Date: