

**Registered Office:**

Administrative Block, Manohar International Airport,  
Taluka Pernem, Mopa, North Goa 403512  
CIN: U63030GA2016PLC013017  
Tel: +91 832 2499000  
Fax: +91 832 2499020  
Web: [www.miagoairport.com](http://www.miagoairport.com)  
[www.gmrgroup.in/goa](http://www.gmrgroup.in/goa)

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that the 23<sup>rd</sup> Extra-Ordinary General Meeting of the Members of GMR Goa International Airport Limited ("the Company") will be held on Friday, July 18, 2025 at 10:30 AM (IST) through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM"), to transact the following business item at a shorter notice:

SPECIAL BUSINESS:

- (1) To re-appoint Dr. Siva Kameswari Vissa (DIN: 02336249) 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 Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or enactment thereof for the time being in force), Dr. Siva Kameswari Vissa (DIN: 02336249), whose re-appointment as an Independent Director is recommended by the Board of Directors of the Company, and who is eligible for re-appointment and has consented to act as an Independent Director of the Company, be and is hereby re-appointed as an Independent Director of the Company with effect from July 22, 2025, to hold office for second term of 5 consecutive years and her term shall not be subject to retirement by rotation.

RESOLVED FURTHER THAT the Directors of the Company, Mr. Ranganathan Venkata Sheshan – Chief Executive Officer, Mr. Rajesh Madan – Chief Financial Officer, Mr. T Venkat Ramana and Mr. Sushil Kumar Dudeja – Authorised Signatories 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."



Place: Goa

Date: July 17, 2025

By Order of the Board of Directors  
For GMR Goa International Airport Limited



Rajesh Madan  
Chief Financial Officer

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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 23<sup>rd</sup> EGM of GMR Goa International Airport Limited ("GGIAL" or "the Company") is scheduled to be held on Friday, July 18, 2025 at 10:30 AM (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 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 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, this EGM 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 EGM and hence the Proxy Form, and Attendance Slip are not annexed to this EGM Notice.
5. Notice convening the 23<sup>rd</sup> EGM 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 23<sup>rd</sup> EGM has been uploaded on the website of the Company at <https://www.miagoairport.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 between 11:00 A.M. and 05:00 P.M. on all working days till the date of the 23<sup>rd</sup> EGM. In this regard, the Members are requested to send an e-mail from their registered e-mail ID to [Rajesh.Madan@gmrgroup.in](mailto:Rajesh.Madan@gmrgroup.in) with a copy marked to [Venkat.RamanaTangirala@gmrgroup.in](mailto:Venkat.RamanaTangirala@gmrgroup.in) and [Sushil.Dudeja@gmrgroup.in](mailto:Sushil.Dudeja@gmrgroup.in).



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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 e-mail from their registered e-mail ID to [Rajesh.Madan@gmrgroup.in](mailto:Rajesh.Madan@gmrgroup.in) with a copy marked to [Venkat.RamanaTangirala@gmrgroup.in](mailto:Venkat.RamanaTangirala@gmrgroup.in) and [Sushil.Dudeja@gmrgroup.in](mailto:Sushil.Dudeja@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/93659651837>
  - ✓ Meeting ID: 936 5965 1837 Passcode: 189681
  - ✓ 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. Rajesh Madan – 9818011409, Mr. Venkat Ramana Tangirala – 9949999049 and Mr. Sushil Dudeja – 9717852211.
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 among themselves to be the Chairman of EGM.
13. The Chairman of the EGM 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 [Rajesh.Madan@gmrgroup.in](mailto:Rajesh.Madan@gmrgroup.in) with a copy marked to [Venkat.RamanaTangirala@gmrgroup.in](mailto:Venkat.RamanaTangirala@gmrgroup.in) and [Sushil.Dudeja@gmrgroup.in](mailto:Sushil.Dudeja@gmrgroup.in), through their e-mail 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.



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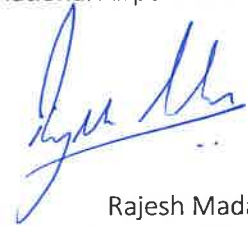
15. The recorded transcript of the VC or OAVM will be maintained in safe custody by the Company and such recorded transcript of the meeting, as soon as possible and will also be made available on the website of the Company.
16. Meeting through VC or OAVM facility is allowed two-way teleconferencing for 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.



Place: Goa

Date: July 17, 2025

By Order of the Board of Directors  
For GMR Goa International Airport Limited



Rajesh Madan  
Chief Financial Officer

EXPLANATORY STATEMENT IN PURSUANCE OF SECTION 102(1) OF THE COMPANIES ACT, 2013.Item No. 1:

As per the provisions of Section 149(10) of Companies Act, 2013 ("Act"), an Independent Director shall hold office for a term up to 5 consecutive years on the Board of a Company but shall be eligible for re-appointment on passing of a special resolution by the company and disclosure of such appointment in the Board's Report.

Further, as per the provisions of Section 149(11) of the Act, notwithstanding anything contained in Section 149(10) of the Act, no independent director shall hold office for more than two consecutive terms, but such independent director shall be eligible for appointment after the expiration of three years of ceasing to become an independent director.

Further, as per Second Proviso to Rule 4(1) of the Companies (Appointment and Qualification of Directors), 2014, any intermittent vacancy of an independent director shall be filled up by the Board at the earliest but not later than the immediate next Board Meeting or three months from the date of such vacancy, whichever is later.

The Members are hereby apprised that the Members of the Company in their Extra-Ordinary General Meeting ("EGM") held on July 22, 2020 had appointed Dr. Siva Kameswari Vissa (DIN: 02336249) as an Independent Director of the Company for a period of 5 consecutive years commencing from the date of said EGM.

Since, the first term of appointment of Dr. Vissa is expiring on July 21, 2025, it is proposed to re-appoint her as an Independent director for second term of five consecutive years commencing from July 22, 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, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 on July 17, 2025 had recommended to the Members of the Company, the re-appointment of Dr. 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 July 22, 2025, subject to the approval of Members of the Company.

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





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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 &amp; 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.

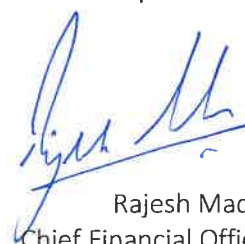
The Board of Directors of the Company recommends the resolution set forth at item no. 1 of the notice for approval of the Members as a Special Resolution.

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. 1.



Place: Goa  
Date: July 17, 2025

By Order of the Board of Directors  
For GMR Goa International Airport Limited



Rajesh Madan  
Chief Financial Officer

Information of Director seeking re-appointment at this Extra-Ordinary General Meeting  
(In pursuance of Secretarial Standard- 2 on General Meeting):

Name of Director	Dr. Siva Kameswari Vissa
DIN No.	02336249
Age (Years)	61 years
Qualifications	Chartered Accountant and is Doctorate (Ph. D) in finance from department of management studies, IIT Madras.
Experience	More than 36 years of experience
Terms & Conditions of Appointment/ re-appointment	Independent Director
Remuneration Details	Nil
Remuneration last drawn	Nil; However, sitting fees amounting to Rs. 2,25,000/- were paid to Dr. Vissa during FY2025.
Date of first appointment on Board	July 22, 2020
Shareholding in the Company	Nil
Relationship with other Directors, Manager & Key Managerial Personnel of the Company	Nil
No. of Board Meetings attended during the previous financial year	4/4
Other Directorships, Chairmanships & Committee Membership	1. GMR Power and Urban Infra Limited 2. GMR Hospitality Limited 3. VST Tillers Tractors Limited 4. Nvision Management Solutions Private Limited 5. GMR Visakhapatnam International Airport Limited 6. GMR Energy Limited 7. L&T Valves Limited



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THE COMPANIES ACT, 2013  
CONSENT FOR SHORTER NOTICE  
[Pursuant to Section 101 of the Companies Act, 2013]

To,  
The Board of Directors  
GMR Goa International Airport Limited ("the Company")  
Administrative Block, Manohar International Airport,  
Taluka Pernem, Mopa, North Goa,  
Goa – 403512, India

We/I, \_\_\_\_\_ registered number/ son of \_\_\_\_\_ having registered office at/resident of \_\_\_\_\_ holding \_\_\_\_\_ equity shares of the face value of Rs. 10/- each in the Company in my/our own name having client ID \_\_\_\_\_ and DP ID \_\_\_\_\_, hereby give consent pursuant to the provisions of Section 101 of the Companies Act, 2013 to hold the 23<sup>rd</sup> Extra-Ordinary General Meeting of the Company at a shorter notice on July 18, 2025.

Signature .....

Name \_\_\_\_\_

Member

