

NOTICE OF THE TWENTIETH (20TH) ANNUAL GENERAL MEETING

NOTICE is hereby given that the Twentieth (20th) Annual General Meeting of the Members of GMR Hyderabad International Airport Limited will be held on **Friday, September 15, 2023 at 11.00 A.M. (IST)** through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the audited financial statements (including the consolidated financial statements) of the Company for the financial year ended March 31, 2023 and the reports of the Board of Directors ("the Board") and auditors thereon.
2. To appoint a Director in place of Mr. Grandhi Kiran Kumar [DIN: 00061669] who retires by rotation, and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. C. Prasanna [DIN:01630300] who retires by rotation, and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. H. J. Dora [DIN: 02385290] who retires by rotation, and being eligible, offers himself for re-appointment.
5. To appoint a Director in place of Mr. Joyanta Chakravarty [DIN: 09090219] who retires by rotation, and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

6. **Ratification of remuneration of Cost Auditors of the Company for the financial year 2023-24.**

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

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the remuneration of Rs.6,00,000/- (Rupees Six Lakhs only) plus applicable taxes and reimbursement of out of pocket expenses, payable to M/s. Narasimha Murthy & Co., Cost Accountants (Firm Registration No. 000042), appointed by the Board of Directors as Cost Auditors, for conducting the audit of cost records of the Company for the financial year 2023-24, be and is hereby ratified."

7. **Amendment of the Articles of Association 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 5, 14 and other applicable provisions, if any, of the Companies Act, 2013 [“the Act”] read with the applicable rules framed thereunder and SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021 [“SEBI NCS Regulations”] (including any statutory modification(s) or amendment(s) thereto or re-enactment thereof for the time being in force) and all other laws, acts, rules, regulations, guidelines, circulars, directions and notifications issued by the regulatory authorities as applicable from time to time, the consent of the Members of the Company be and is hereby accorded for amending the Articles of Association (“AOA”) of the Company by inserting the following new Article, after existing Article 113, and also for modification in the serial numbering and structure of AOA pursuant to the requirements of E-forms to be filed with the Registrar of Companies, aligning the AOA as per the provisions of the Act and the amended SEBI NCS Regulations and other modifications, as placed before the meeting:

Right of Debenture Trustee to appoint Nominee Director

The Board of Directors of the Company shall appoint the person nominated by the Debenture Trustee(s) in terms of the Regulations issued by Securities and Exchange Board of India, provisions of the Companies Act, 2013 or other applicable Laws, as a Nominee Director on the Board of Directors of the Company, at the earliest and in any case within the time period as specified under such Regulation / Law. The Debenture Trustee(s) may at any time withdraw such nomination and nominate another Director in his place or in place of the Director so appointed who resigns or otherwise vacates his office. Any such appointment or withdrawal shall be made in writing, addressed to the Company. The Nominee Director shall neither be liable to retire by rotation nor be required to hold any qualification shares. The Nominee Director appointed under this Article shall be entitled to all the rights and privileges available to a Nominee Director under Article above.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof or any person authorized by the Board to exercise the powers conferred on the Board under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient or incidental for the purpose of giving effect to this resolution , including making any change to the AOA, as may be required by the ROC and/or any statutory/regulatory authority or may authorize the officials of the company to give effect to the foregoing resolution.”

8. **Granting of inter-corporate loans to Digi Yatra Foundation.**

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 185 and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (including its Committee thereof or any person authorized by the Board to exercise the powers conferred on the Board under this resolution) for given unsecured loan, in one or more tranches, to Digi Yatra Foundation upto an amount not exceeding Rs.5 Crores (Rupees five Crores only), in its absolute discretion.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient or incidental for the purpose of giving effect to this resolution."

By Order of the Board
for GMR Hyderabad International Airport Limited

Date : July 27, 2023
Place : Hyderabad


Kiran Kumar Manikwar
Company Secretary
Membership No. : FCS 9062



Notes:

1. Ministry of Corporate Affairs ("MCA") has vide its Circulars dated April 08, 2020; April 13, 2020; April 21, 2020; May 05, 2020; June 15, 2020; September 28, 2020; December 31, 2020; January 13, 2021; December 8, 2021; December 14, 2021 and vide General Circular No. Policy-17/57/2021-CL-MCA dated May 05, 2022 and the Companies (Meetings of Board and its Powers) Fourth Amendment Rules, 2020 and Circular No.10/2022 dated December 28, 2022 (collectively referred to as "MCA Circulars") permitted the holding of the General Meetings through Video Conferencing ("VC") facility or Other Audio Visual Means ("OAVM"), up to September 30, 2023. Pursuant to the aforesaid MCA Circulars, the 20th Annual General Meeting ("AGM" or "the Meeting") of the Members of GMR Hyderabad International Airport Limited ("GHIAL" or "the Company") is scheduled to be held on Friday, September 15, 2023, at 11.00 A.M. (IST) through VC / OAVM, without the physical presence of the Member at a common venue.
2. As per provisions of the Act and the Rules thereunder, the Company is not required to provide the facility of e-voting.
3. The deemed venue for the 20th AGM is the address of the Registered Office of the Company i.e., at GMR Aero Towers, Rajiv Gandhi International Airport, Shamshabad, Hyderabad - 500 108, Telangana.
4. A Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on a poll instead of himself or herself and such proxy need not be a Member of the Company. However, pursuant to MCA Circulars on holding of AGM 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 this AGM and hence the Proxy Form and Attendance Slip are not annexed to this AGM Notice.



5. Notice convening the 20th AGM along with the 20th Annual Report 2022-23 (including financial statements, auditors report, board's report and relevant documents) 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 20th AGM Notice has been uploaded on the website of the Company at <https://www.hyderabad.aero>.
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 20th AGM Notice and the in respect of Special Business, Annual Report as well as Annual Accounts of the subsidiary companies, Register of Members, Register of Share Transfer, Register of Contracts or Arrangements and Register of Directors' and Key Managerial Personnel and their Shareholding, 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. to 5.00 P.M. on all working days till the date of the 20th AGM. In this regard, Members are requested to send an email from their registered email id to GHIAL-CS@gmrgroup.in. Further, the Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to GHIAL-CS@gmrgroup.in, on or before September 08, 2023 and response for the same will be sent by the Company accordingly.
8. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
9. Corporate members intending to nominate their authorised representative to participate in the Meeting are requested to forward 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 AGM. Government / Government Entities intending to nominate their authorised representatives to participate in the Meeting are requested to forward to the Company, the Authorisation Letter. The scanned copy of Authorization Letter (along with Board Resolution for Corporate Members only) shall be sent by email from their registered email id to GHIAL-CS@gmrgroup.in.
10. The instructions or details of the AGM 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 AGM, shall be shared separately.
11. Facility for joining the AGM will be kept open 15 minutes before the scheduled time of the AGM and shall not be closed till the expiry of 15 minutes after the scheduled time of the AGM.
12. The Chairman of the Board will preside as the Chairman of AGM. In case, the Chairman is not present, the Directors present will elect one among themselves to be the Chairman of the AGM. If no Director is willing to act as the Chairman or if no Director is present within 15 minutes after the time appointed for holding the AGM, the members present shall choose one of the members, to be the Chairman of AGM.
13. The Chairman of the AGM 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 GHIAL-CS@gmrgroup.in from their email addresses which are registered with the Company.



14. This AGM is being held through VC / OAVM, as such the route map to the venue is not annexed to this Notice.
15. Apart from the ordinary business, the following agenda items under special business are being placed at 20th AGM for consideration and approval of the Members, which are unavoidable in the opinion of the Board:

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| Agenda Item No. 6 | To ratify the of Cost Auditors of the Company for the financial year 2023-24. | The cost audit remuneration fixed by the Board is subject to ratification by the Members of the Company. Hence, placing this agenda in the 20 th AGM. |
| Agenda Item No. 7 | To amend the Articles of Association of the Company. | As per Section 14 of the Companies Act, 2013, the amendment to Articles of Association of the Company shall be approved by the Members of the Company. Hence, placing this agenda in the 20 th AGM. |
| Agenda Item No. 8 | To grant inter-corporate loans to Digi Yatra Foundation. | As per Section 185 of the Companies Act, 2013, giving loan to a private company in which the director of the lending company is interested shall be approved by the members of the Company. Hence, placing this agenda in the 20 th AGM. |

16. Meeting through VC or OAVM facility is allowed two-way teleconferencing for ease of participation of the members of the Company.



ANNEXURE TO NOTICE OF THE 20th ANNUAL GENERAL MEETING

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013

Item No. 6

The Board of Directors of the Company at its Meeting held on July 27, 2023 had reappointed M/s. Narasimha Murthy & Co., Cost Accountants (Firm Registration No. 000042), as Cost Auditors of the Company for the financial year 2023-24, at a remuneration of Rs.6,00,000/- plus applicable taxes and reimbursement of out-of-pocket expenses, be subject to ratification of the Members of the Company.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is required to be ratified by the Members of the Company. Accordingly, the Resolution as set out in Item No. 6 as an Ordinary Resolution, is placed for ratification by the Members.

The Board recommends the resolution as set out in Item No. 6, for approval of the Members as an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in the Resolution as set out in Item No. 6.

Item No. 7

Securities and Exchange Board of India (SEBI), vide its Vide Notification No. SEBI/LAD-NRO/GN/2023/119 dated February 02, 2023 (SEBI Notification), has inter-alia, amended SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021. Accordingly, a listed company issuing non-convertible debt securities is required to ensure that its Articles of Association enables the Board of Directors to appoint a person nominated by the debenture trustee(s) in terms of clause (e) of sub-regulation (1) of regulation 15 of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993 as a Nominee director on its Board of Directors in the event of: (i) two consecutive defaults in payment of interest to the debenture holders; or (ii) default in creation of security for debentures; or (iii) default in redemption of debentures.

In case of listed company whose debt securities are listed as on the date of publication of the SEBI Notification shall alter its Articles of Association to comply with the requirement of the SEBI Notification, on or before September 30, 2023.

During financial year 2022-23, the Company had issued Rated, Listed, Secured, Redeemable, Non-Convertible Debentures ("NCDs") on private placement basis in December 2022 for an amount of Rs. 1150 Crores and in March 2023 for an amount of Rs. 840 Crores, aggregating to Rs.1990 Crores.

The Company has a good track record of debt servicing. The Company is also making payment of interest on due date on debt securities and has provided adequate security cover with respect to outstanding secured debt securities. Further, it is expected that the Company would be able to serve its debt obligation(s) in future also.

Accordingly, in order to comply with SEBI Notification, it is proposed to amend the Articles of Association of the Company by inserting a new Article after existing Article 113 of the Articles of Association of the Company as to provide the right to appoint a nominee director, as set out the in the Agenda No. 7.

Further, since the Company will be altering its AOA pursuant to the aforementioned statutory requirement, the Company will be required to file with the Registrar of Companies (ROC), E-Form MGT-14 along with E-Form INC-34, to give effect to the aforementioned amendment in the AOA. The Company will be required to populate its articles under such specific headings as mentioned under E-Form INC-34, hence, the numbering and structure of the existing AOA of the Company would change in line with the applicable provisions of Companies Act, 2013, read along with applicable rules and circulars issued thereunder. There will not be any change in the content of the Articles, except the amendments as proposed above.

In terms of the provisions of Section 14 of the Companies Act, 2013 the amendment to Articles of Association of the Company shall be approved by the Members of the Company.

The Board recommends the resolution as set out in Item No. 7 of the 20th AGM Notice for approval of the Members, as a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in the Resolution as set out in Item No. 7.

Item No. 8

Digi Yatra Foundation (DYF) is a not-for-profit private company, incorporated under section 8 of Companies Act 2013, on February 20, 2019. DYF is established and promoted by Airports Authority of India (AAI) in partnership with private airports including the Company, for the purpose implementation of the Digi Yatra Central Ecosystem (DYCE) an ecosystem aimed at streamlining air travel pursuant to the Digi Yatra Policy issued by Ministry of Civil Aviation, Government of India.

In order to meet the fund requirement for its short-term and medium-term purposes, DYF has approached its shareholders, including the Company seeking financial assistance by way of an unsecured loan.

Pursuant to the provisions of Sections 179, 185 and any other applicable provisions of the Companies Act, 2013, the Board of directors of the Company at its meeting held on July 27, 2023, approved for an amount upto Rs.5 Crores in the form of equity investment or giving secured loan up to Rs.5 Crores or combination of equity and loan, in one or more tranches,

including the existing equity investment of Rs.1480/- to DYF. The unsecured loan to be provided to DYF is subject to the approval of members by way of a special resolution. Further the unsecured loan will be utilised by DYF for its principal business activities.

As per the provisions of Section 185 of the Companies Act, 2013, a company may advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the director of the company is interested, subject to the condition that a special resolution is passed by the company in general meeting and the loans are utilised by the borrowing company for its principal business activities.

Mr. Dharmendra Bhojwani is a common director on the Boards of the Company and DYF. As such, the provisions of Section 185 of the Companies Act, 2013 will be applicable to the unsecured loan to be given to DYF. The Company may advance any loan to DYF, subject to the approval of members by way of a special resolution.

The Board recommends the resolution as set out in Item No. 8 of the 20th AGM Notice for approval of the Members, as a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives, except Mr. Dharmendra Bhojwani and his relatives, is concerned or interested in the resolution.

By Order of the Board
for GMR Hyderabad International Airport Limited

Date : July 27, 2023
Place: Hyderabad


Kiran Kumar Manikwar
Company Secretary
Membership No. : FCS 9062

