



**HYDERABAD**  
RAJIV GANDHI  
INTERNATIONAL AIRPORT

## **GMR Hyderabad International Airport Limited**

CIN: U62100TG2002PLC040118

Regd. Office: GMR Aero Towers, Rajiv Gandhi International Airport  
Shamshabad, Hyderabad 500 108, Telangana, India

Tel: +91 40 6739 4099 /6739 5000, Fax: + 91 40 6739 3228, Website : [www.hyderabad.aero](http://www.hyderabad.aero)  
email id : GHIAL-CS@gmrgroup.in

### **NOTICE OF THE MEMBERS**

Notice is hereby given that the Twenty Sixth (26th) Extraordinary General Meeting ("EGM") of the Members of GMR Hyderabad International Airport Limited ("the Company") will be held on Thursday, February 16, 2023 at 11.30 A.M. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following special business:

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

"RESOLVED THAT pursuant to Regulation 17 (1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable provisions of the Companies Act, 2013 and relevant Rules made there under, including any statutory modification(s) or re-enactment thereof, for the time being in force, consent of the Members of the Company be and is hereby accorded for continuance of Mr. H. J. Dora (DIN: 02385290), aged about 79 years, as a Non-Executive Director of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things as may be deemed necessary and expedient to give effect to this Resolution."

By Order of the Board  
for GMR Hyderabad International Airport Limited

Kiran Kumar Manikwar  
Company Secretary & Compliance Officer  
Membership No. FCS9062



Date : January 20, 2023  
Place: Hyderabad



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### **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 Circulars dated April 08, 2020; May 05, 2020; January 13, 2021 and December 28, 2022 (hereinafter collectively referred to as "MCA Circulars") and Securities and Exchange Board of India (SEBI) vide its Circular No. SEBI/HO/CFD/CMD2/CIR /P/2021/11 dated January 15, 2021 (hereinafter referred to as "SEBI Circular") and other applicable circular (s) / notification(s) issued by MCA / SEBI, allowed the companies to conduct their Extraordinary General Meeting (EGM) through Video Conferencing ("VC") or Other Audio-Visual Means (OAVM), without the physical presence of the Members at a common venue.
2. In accordance with the MCA / SEBI Circulars and the provisions of the Companies Act, 2013 ("Act") and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), the 26th Extraordinary General Meeting ("EGM" of "the Meeting") of GMR Hyderabad International Airport Limited ("GHIAL" or "the Company") is scheduled to be held on Thursday, February 16, 2023, at 11.30 A.M. (IST) through VC / OAVM.
3. 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 addresses of the members 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 MCA vide its aforesaid Circulars for conducting the EGMs through VC facility or OAVM and issue of EGM Notice and subject to the fulfillment of the requirements which are covered hereunder in this Notice.
4. The deemed venue for the 26th EGM is the address of Registered Office of the Company i.e. at GMR Aero Towers, Rajiv Gandhi International Airport, Shamshabad, Hyderabad – 500 108, Telangana.
5. 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 or 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





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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.

6. Notice convening the 26th 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 26th EGM Notice has been uploaded on the website of the Company at [www.hyderabad.aero](http://www.hyderabad.aero).
7. The explanatory statement pursuant to Section 102(1) of the Act in respect of Special Business is annexed hereto.
8. 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 26th EGM. In this regard, the Members are requested to send an email from their registered email id to [Manikwar.KiranKumar@gmrgroup.in](mailto:Manikwar.KiranKumar@gmrgroup.in) with a copy marked to [GHIAL-CS@gmrgroup.in](mailto:GHIAL-CS@gmrgroup.in) and [Rachakonda.Chakrapani@gmrgroup.in](mailto:Rachakonda.Chakrapani@gmrgroup.in).
9. 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.
10. 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 [Manikwar.KiranKumar@gmrgroup.in](mailto:Manikwar.KiranKumar@gmrgroup.in) with a copy marked to [GHIAL-CS@gmrgroup.in](mailto:GHIAL-CS@gmrgroup.in) and [Rachakonda.Chakrapani@gmrgroup.in](mailto:Rachakonda.Chakrapani@gmrgroup.in).
11. 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/98347669125?pwd=K2xkS2NMazlTNzNlc1hwN3N1VDRuZz09>
  - Meeting ID: 983 4766 9125; Passcode: 125863
  - The Member may click on the above Link or login through Zoom using the above Meeting ID and Passcode.





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- The Member has the feature to speak by pressing 'Unmute'. It is advisable that during the proceedings, the Member to keep on Mute and whenever he / she wants to speak, then only Unmute.
- Contact details of the Company Secretary in case of any connection issues is as below:  
Mr. Kiran Kumar Manikwar : + 91 99121 29900

12. 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.
13. The Chairman of the Board will preside as the Chairman of EGM. In case the Chairman is not present due to other pre-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.
14. 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 [Manikwar.KiranKumar@gmrgroup.in] through their email addresses which are registered with the Company.
15. This EGM is being held through VC / OAVM, as such the route map to the venue is not annexed to this Notice.
16. Following agenda item under special business is being placed at 26th EGM for consideration and approval of the Members, which is unavoidable in the opinion of the Board:

1.	Continuation of Mr. H.J. Dora as a Non-Executive Director of the Company, to comply with SEBI LODR Regulations.
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### **ANNEXURE TO NOTICE**

#### **Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 and applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

##### **Item No. 1**

Pursuant to the Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), the Company shall continue the directorship of any person as a non-executive director who has attained the age of seventy five years with the approval of shareholders by way of a special resolution. Mr. H. J. Dora aged about 79 years is person of integrity, possess relevant expertise and vast experience and their association as a Non-Executive Director will be beneficial and in the best interest of the Company. His presence on the Board of the Company adds value to the Board.

The Nomination and Remuneration Committee and the Board of Directors of the Company at their respective meetings held on January 20, 2023 accorded their consent for continuance of Mr. H. J. Dora as a Non-Executive Director of the Company and recommended to the Members for their approval.

In compliance with the provisions of Section 17(1A) of SEBI LODR Regulations, the resolution for the approval for continuation of Mr. H. J. Dora beyond the age of 75 years, is being placed before the members for their approval.

Except Mr. H. J. Dora and his relatives, none of the Directors 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 recommends passing of the resolution set out in Item No.1 as a Special Resolution.

**By Order of the Board  
for GMR Hyderabad International Airport Limited**

  
**Kiran Kumar Manikwar**

**Company Secretary & Compliance Officer**  
Membership No. FCS9062



Date : January 20, 2023  
Place: Hyderabad