



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 3043, Website : www.hyderabad.aero

To
The Shareholders
GMR Hyderabad International Airport Limited

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the Twenty-Fourth (24th) Extraordinary General Meeting of the shareholders of GMR Hyderabad International Airport Limited will be held on **Thursday, August 22, 2019 at 11 A.M.** at the Registered Office of the Company, at GMR Aero Towers, Rajiv Gandhi International Airport, Shamshabad, Hyderabad 500 108, to transact the following Special Business:

1. **Continuation of employment of Mr. Grandhi Mallikarjuna Rao as the Executive Chairman of the Company for the remainder of his tenure:**

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

"RESOLVED THAT in accordance with the provisions of Sections 196 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") (including any statutory modifications(s) or re-enactment thereof) and the provisions of the Articles of Association of GMR Hyderabad International Airport Limited ('GHIAL' or 'the Company'), Shareholders' Agreement dated September 30, 2003 the consent of the Members of the Company is hereby accorded for continuation of employment of Mr. Grandhi Mallikarjuna Rao (DIN: 00574243), as the Executive Chairman of the Company for the remainder of his tenure, at the same remuneration and terms as were approved by the Shareholders at the Extra Ordinary Meeting held on June 21, 2018.

RESOLVED FURTHER THAT the Board of Directors, Chief Executive Officer, Chief Financial Officer and the Company Secretary of the Company, be and are hereby severally authorized to take all such steps and actions for the purpose of making all such filings and registrations as may be required in relation to the aforesaid amendment to the Articles of Association and further to do all such acts and deeds, matters and things as may be deemed necessary to give effect to this resolution."

2. **Increase in the maximum number of the Board of Directors of the Company from Fifteen (15) to Eighteen (18):**

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 section 149 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder the consent of the members GMR Hyderabad International Airport Limited ('GHIAL' or 'the Company') be and is hereby accorded to increase the maximum number of the Board of Directors of the Company from the existing Fifteen Directors to Eighteen Directors.



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RESOLVED FURTHER THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013, the Article No. 99 as to "Number of Directors" of the Articles of Association of the Company be amended by substituting the following matter in place of existing matter:

Number of Directors

99. *Until otherwise determined by, a General Meeting and subject to Section 149 (1) of the Companies Act, 2013, the number of Directors shall not be less than 3 and not more than 18, including all kinds of Directors.*

RESOLVED FURTHER THAT the Board of Directors, Chief Executive Officer, Chief Financial Officer and the Company Secretary of the Company, be and are hereby severally authorized to take all such steps and actions for the purpose of making all such filings and registrations as may be required in relation to the aforesaid amendment to the Articles of Association and further to do all such acts and deeds, matters and things as may be deemed necessary to give effect to this resolution."

By Order of the Board
For GMR Hyderabad International Airport Limited

Anup Kumar Samal
Company Secretary

Date : July 23, 2019
Place: Hyderabad

Notes:

1. A Member entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint a proxy to attend and vote in his or her stead and such proxy need not be a member of the Company. Proxies, in order to be effective, must be deposited at the Registered Office of the Company not less than forty-eight hours before the commencement of the meeting.
2. The relevant explanatory statement pursuant to Section 102 of the Companies Act, 2013 in respect of Special Business is annexed hereto.
3. All documents pertaining to the Special Business would be available for inspection by any member of the Company between 11.00 A.M. to 5.00 P. M. on all working days at the Registered Office of the Company, upto the date of this Extraordinary General Meeting.
4. Corporate members intending to send their authorised representative(s) to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Extraordinary General Meeting.
5. In terms of the requirement of the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, the Route Map for venue of the meeting is annexed.



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

Item No. 1

- Mr. Grandhi Mallikarjuna Rao (Mr. G. M. Rao) was appointed initially as the Chairman of the Board of Directors of GMR Hyderabad International Airport Limited ("GHIAL" or "the Company") on October 29, 2003. He is the founder of the GMR Group. He recognized the tremendous opportunities in the infrastructure industry sector and resolved to transform the GMR Group into a powerhouse in the area of infrastructure development in India. Under his leadership, GHIAL has adopted a culture of professional-entrepreneurship where enterprise, speed and team excellence are critical ingredients;
- Under his leadership, the Company has shown tremendous growth and has won several national as well as international accolades. Rajiv Gandhi International Airport, Hyderabad has been consistently ranked amongst the best airports in the world at various forums;
- Keeping in view the Role of Mr. G.M. Rao in successfully spearheading the Company, the Board of Directors of the Company at its meeting held on May 03, 2018 have appointed Mr. G. M. Rao as the Executive Chairman of the Company (not being the Key Managerial Personnel by virtue of the provisions of section 203 of the Companies Act, 2013) for a period of three (3) years with effect from June 01, 2018 to May 31, 2021. Subsequently, his appointment was approved by the shareholders of the Company at its Extra-ordinary General Meeting held on June 21, 2018 by way of a special resolution, whereby the explanatory statement annexed to the notice indicated justification for his appointment;
- Mr. G. M. Rao crossed seventy years of age on July 01, 2019, and as per the provisions of section 196(3) of the Companies Act, 2013 (Act), it makes a specific prohibitory provision on continuation of the employment of any person as its managing director, whole time director or manager who has attained the age of seventy years. However, the appointment of a person who has attained the age of seventy years may be made by passing a special resolution in which case the explanatory statement annexed to the notice shall indicate the justification for his appointment beyond seventy years;
- Considering the significant growth of the Company in terms of operations, on-going airport expansion project and proposed Airport City & ECC Projects, etc, the Company would like to have more guidance and valuable services from Mr. G.M. Rao, it is proposed to continue the services of Mr. G.M. Rao as the Executive Chairman of the Company for the remainder of his tenure under the same terms and remuneration as were approved by the shareholders at the Extraordinary General Meeting held on June 21, 2018.

The Directors recommend resolution as set out in Item No. 1 as a Special Resolution.

None of the Directors and the Key Managerial Personnel and their relatives, are interested in the resolution except Mr. G.M. Rao himself and his relatives, Mr. Srinivas Bommidala, Mr. G.B.S. Raju and Mr. Grandhi Kiran Kumar, are interested in the said resolution.



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Item No. 2

Currently, the strength of the Board of Directors ("the Board") of GMR Hyderabad International Airport Limited ("GHIAL" or "the Company") is fifteen (15) in number, which is the maximum number of Directors, permissible as per the Articles of Association of the Company. However, the Company may appoint more than fifteen directors after passing a special resolution at the General Meeting of the Shareholders.

In order to broad base the Board and to facilitate appointment of new directors on the Board, it is proposed to increase the maximum number of Directors from 15 to 18 by amending Article 99 of the Articles of Association of the Company, and the approval of the shareholders of the Company is sought for the same.

It may be noted that approval of the shareholders is being sought only to enhance the maximum limit or number of Directors that can be appointed on the Board of the Company in future.

The Directors recommend resolution as set out in Item No. 2 as a Special Resolution.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the said resolution.

By Order of the Board
For GMR Hyderabad International Airport Limited

Anup Kumar Samal
Company Secretary

Date : July 23, 2019
Place: Hyderabad



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ATTENDANCE SLIP

24th Extraordinary General Meeting of Shareholders of GMR Hyderabad International Airport Limited held on **Thursday, August 22, 2019 at 11 A.M.** at the Registered Office of the Company at GMR Aero Towers, Rajiv Gandhi International Airport, Shamshabad, Hyderabad 500 108, Telangana.

Name of the Member:

Regd. Folio No. :

*DP ID No. :

*Client ID No. :

No. of shares held:

Note: Member / Proxy must hand over the duly signed attendance slip at the venue.

* Applicable for the members holding shares in electronic form.

Signature of the Member / Proxy



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Form MGT-11

PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014)

CIN : U62100TG2002PLC040118
Name of the Company : GMR Hyderabad International Airport Limited
Registered Office : GMR Aero Towers, Rajiv Gandhi International Airport,
Shamshabad, Hyderabad 500 108, Telangana

Name of the Member(s) :	
Registered Address :	
E mail Id :	
Folio No / Client Id :	
DP ID :	

I / We, being the holder(s) of shares of the above named company, hereby appoint:

- (1) r/o
having email ID failing him;
- (2) r/o
having email ID failing him;
- (3) r/o
having email ID failing him;

as my / our proxy to attend and vote (on a poll) for me/us and on my / our behalf at the Extraordinary General Meeting of the Company, to be held on Thursday, August 22, 2019 at 11 A.M. at the Registered Office of the Company at GMR Aero Towers, Rajiv Gandhi International Airport, Shamshabad, Hyderabad 500 108, Telangana and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl No	Particulars of Resolution	For	Against
1	Continuation of employment of Mr. Grandhi Mallikarjuna Rao as the Executive Chairman of the Company for the remainder of his tenure		
2	Increase in the maximum number of the Board of Directors of the Company from Fifteen (15) to Eighteen (18).		

Signed this _____ day of _____, 2019.

Signature of the Shareholder.....

Signature of Proxy holder(s)

- (1) Name
- (2) Name
- (3) Name

Notes:

- 1) This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
- 2) This is only optional. Please put "✓" in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he / she thinks appropriate.

Affix Revenue Stamp Re 1/-

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ROUTE MAP TO THE VENUE

24th Extraordinary General Meeting of
GMR Hyderabad International Airport Limited,
to be held on Thursday, August 22, 2019 at 11 A.M.
at GMR Aero Towers, Rajiv Gandhi International Airport
Shamshabad, Hyderabad 500 108, Telangana

