

# 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 3903 / 6739 5000, Fax: + 91 40 6739 3228, Website : www.hyderabad.aero

## NOTICE OF THE TWENTY FIFTH (25<sup>TH</sup>) EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the Twenty Fifty (25<sup>th</sup>) Extraordinary General Meeting of the Members of GMR Hyderabad International Airport Limited will be held on Monday, May 31, 2021, at 11.00 a.m. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following **special business**:

### 1. Re-appointment of Mr. Grandhi Mallikarjuna Rao as the Executive Chairman 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 Section 196, 197, 198, Schedule V, and other applicable provisions, if any, of the Companies Act, 2013, read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force, if any) and other applicable laws and provisions, if any, and pursuant to such approvals and permissions, as may be required, Mr. Grandhi Mallikarjuna Rao [DIN: 00574243 and aged about 72 years], be and is hereby re-appointed as the Executive Chairman of the Company for a period of 3 years with effect from June 01, 2021 to May 31, 2024 on the following overall remuneration:

Particulars	Amount
Fixed Remuneration	Rs.3,00,00,000/- per annum (for each year during the tenure, with a 10% increase year on year)
Commission in case of adequate profits	Maximum of: <ul style="list-style-type: none"><li>➤ Rs.3,05,00,000/- (for the period 01-06-2021 to 31-05-2022)</li><li>➤ Rs.3,35,50,000/- (for the period 01-06-2022 to 31-05-2023)</li><li>➤ Rs.3,69,05,000/- (for the period 01-06-2023 to 31-05-2024)</li></ul>

**RESOLVED FURTHER THAT** within the maximum Fixed Remuneration for each year, the Executive Chairman shall be entitled to Salary, Allowances and Perquisites, as determined under the provisions of the Companies Act, 2013 read with reference to Income Tax Act, 1961, listed herein below:

i. Basic Salary

ii. House Rent Allowance (HRA)

However, he is entitled to Rent Free Accommodation, if he so chooses. Then in such case, no HRA will be paid and the valuation of Rent Free Accommodation (RFA) shall be the perquisite value computed as per the provisions of the Income Tax Act, 1961 for the purpose of Managerial Remuneration.

iii. Special Allowance

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- iv. Leave Travel Allowance / Concession: Leave Travel Allowance / Concession for anywhere in India, for self and family once in two years in a block of four years.
- v. Mediclaim Insurance: Mediclaim insurance cover for self and family as per the Policies of the Company.
- vi. Personal Accident Insurance & Term Insurance: As per the policies of the Company.

**RESOLVED FURTHER THAT** the Executive Chairman be and is hereby also eligible for the following perquisites which shall not be included in the Fixed Remuneration (the same will be over and above the Fixed Remuneration):

- i. Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income tax Act, 1961;
- ii. Gratuity payable should not exceed half month's salary for each completed year of service; and
- iii. Encashment of leave as per Company's rules, at the end of tenure.

**RESOLVED FURTHER THAT** notwithstanding anything contained herein above, where in any financial year during the currency of appointment of the Executive Chairman, the Company has no profits or its profits are inadequate, the remuneration payable to the Executive Chairman as Salary, Perquisites and any other Allowances along with Provident Fund, Gratuity and Leave Encashment shall be governed by the amended proviso of Section 197 (1) and Schedule V of the Companies Act, 2013, wherein the managerial remuneration more than the limits prescribed under the Act be paid subject to the approval of the members of the Company.

**RESOLVED FURTHER THAT** the detailed salary break up as enumerated above, may be interchanged, and agreed upon at the request of Mr. Grandhi Mallikarjuna Rao, within overall limit(s) of Remuneration of respective years.

**RESOLVED FURTHER THAT** Mr. Grandhi Mallikarjuna Rao shall also be entitled to other official facilities as listed herein below for the purpose of business of the company, in addition to the Remuneration as mentioned above, which shall not form part of the Remuneration:

- i. Provision of cars
- ii. Provision of telephones (landline & mobiles)
- iii. Club Fees: Membership fees in any two clubs not being admission and Life Membership fees.
- iv. Security

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**RESOLVED FURTHER THAT** the Board of Directors of the Company, be and are hereby authorised to take all such actions as may be necessary to give effect to the above resolution, including filing of necessary statutory forms, as per the provisions of Companies Act, 2013, and to all such acts, deeds and things in this regard.”

## 2. Re-appointment of Mr. G. B. S. Raju as the Managing 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 Section 196, 197, 198, Schedule V, and other applicable provisions, if any, of the Companies Act, 2013, read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force, if any) and other applicable laws and provisions, if any, and pursuant to such approvals and permissions, as may be required, Mr. G. B. S. Raju [DIN: 00061686], be and is hereby re-appointed as the Managing Director of the Company for a period of 3 years with effect from June 01, 2021 to May 31, 2024 on the following overall remuneration:

Particulars	Amount
Fixed Remuneration	Rs.2,80,00,000/- per annum (for each year during the tenure, with a 10% increase year on year)
Commission in case of adequate profits	Maximum of: Rs.2,85,67,500/- (for the period 01-06-2021 to 31-05-2022) Rs.3,14,24,250/- (for the period 01-06-2022 to 31-05-2023) Rs.3,45,66,675/- (for the period 01-06-2023 to 31-05-2024)

**RESOLVED FURTHER THAT** within the maximum Fixed Remuneration for each year, Mr. G. B. S. Raju, Managing Director shall be entitled to Salary, Allowances and Perquisites, as determined under the provisions of the Companies Act, 2013 read with reference to Income Tax Act, 1961, listed herein below:

i. Basic Salary

ii. House Rent Allowance (HRA)

However, he is entitled to Rent Free Accommodation, if he so chooses. Then in such case, no HRA will be paid and the valuation of Rent Free Accommodation (RFA) shall be the perquisite value computed as per the provisions of the Income Tax Act, 1961 for the purpose of Managerial Remuneration.

iii. Special Allowance

iv. Leave Travel Allowance / Concession: Leave Travel Allowance / Concession for anywhere in India, for self and family once in two years in a block of four years.

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v. Medclaim Insurance: Medclaim insurance cover for self and family as per the Policies of the Company.

vi. Personal Accident Insurance & Term Insurance: As per the policies of the Company.

**RESOLVED FURTHER THAT** Mr. G. B. S. Raju, Managing Director be and is hereby also eligible for the following perquisites which shall not be included in the Fixed Remuneration (the same will be over and above the Fixed Remuneration):

- ii. Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income tax Act, 1961;
- ii. Gratuity payable should not exceed half month's salary for each completed year of service; and
- iii. Encashment of leave as per Company's rules, at the end of tenure.

**RESOLVED FURTHER THAT** notwithstanding anything contained herein above, where, in any financial year during the currency of the appointment of Managing Director, the Company has no profits or its profits are inadequate, the remuneration payable to the Managing Director as Salary, Perquisites and any other allowances shall be governed by the amended proviso of Section 197 (1) and Schedule V of the Companies Act, 2013, wherein the managerial remuneration more than the limits prescribed under the Companies Act, 2013 be paid subject to the approval of the members of the Company.

**RESOLVED FURTHER THAT** the detailed salary break up as enumerated above, may be interchanged, and agreed upon at the request of Mr. G. B. S. Raju, Managing Director, within overall limit(s) of Remuneration of respective years.

**RESOLVED FURTHER THAT** Mr. G. B. S. Raju, Managing Director shall also be entitled to other official facilities as listed herein below for the purpose of business of the company, in addition to the Remuneration as mentioned above, which shall not form part of the Remuneration:

- i. Provision of cars
- ii. Provision of telephones (landline & mobiles)
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**RESOLVED FURTHER THAT** the Board of Directors of the Company, be and are hereby authorized to take all such actions as may be necessary to give effect to the above resolution, including filing of necessary statutory forms, as per the provisions of Companies Act, 2013, and to all such acts, deeds and things in this regard.

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

Date : April 28, 2021

**Anup Kumar Samal**

Place: Hyderabad

**Company Secretary**

**Notes:**

1. In view of the prevailing Covid-19 pandemic and 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, April 13, 2020, and the Companies (Meetings of Board and its Powers) Fourth Amendment Rules, 2020 (collectively referred to as "MCA Circulars and Amended Rules") permitted the holding of the General Meetings 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 and Amended Rules, the 25<sup>th</sup> Extraordinary General Meeting ("EGM" of "the Meeting") of GMR Hyderabad International Airport Limited ("GHIAL" or "the Company") is scheduled to be held on Monday, May 31, 2021, at 11 a.m. (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 email address 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 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.

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3. The deemed venue for the 25<sup>th</sup> 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.
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 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 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 25<sup>th</sup> EGM along with 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 25<sup>th</sup> EGM Notice has been uploaded on the website of the Company at [http://www. hyderabad.aero/about-us / ourcompany /corporategovernance/Notice](http://www.hyderabad.aero/about-us/ourcompany/corporategovernance/Notice) of General Meeting.
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 25<sup>th</sup> EGM. In this regard, the Members are requested to send an email from their registered email id to [AnupKumar. Samal@gmrgroup.in](mailto:AnupKumar.Samal@gmrgroup.in) with a copy marked to [Rachakonda.Chakrapani @gmrgroup.in](mailto:Rachakonda.Chakrapani@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 [AnupKumar.Samal@gmrgroup.in](mailto:AnupKumar.Samal@gmrgroup.in) with a copy marked to [Rachakonda. Chakrapani @gmrgroup.in](mailto:Rachakonda.Chakrapani@gmrgroup.in).

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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, shall be shared separately.
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 [AnupKumar.Samal@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. Following agenda items under special business are being placed at 25<sup>th</sup> EGM for consideration and approval of the Members, which are unavoidable in the opinion of the Board:

1	Re-appointment of Mr. Grandhi Mallikarjuna Rao as the Executive Chairman of the Company.	Re-appointment of Mr. Grandhi Mallikarjuna Rao as Executive Chairman of the Company for another term of 3 (three) years w.e.f. June 01, 2021.
2	Re-appointment of Mr. G. B. S. Raju as the Managing Director of the Company.	Re-appointment of Mr. G. B. S. Raju as the Managing Director for another term of 3 (three) years w.e.f. June 01, 2021.

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16. 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.
17. Meeting through VC or OAVM facility is allowed two-way teleconferencing for ease of participation of the members.
18. 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.



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## ANNEXURE TO NOTICE OF THE 25<sup>TH</sup> EXTRAORDINARY GENERAL MEETING

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

#### Item No. 1

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors in their meeting held on April 28, 2021 have re-appointed Mr. Grandhi Mallikarjuna Rao as Executive Chairman of the Company for a period of 3 years with effect June 01, 2021, on the following remuneration and other terms and conditions, as mentioned in the resolution, subject to the approval of the members of the Company.

Mr. Grandhi Mallikarjuna Rao is the founder of GMR Group, under his leadership, GHIAL has adopted a culture of professional entrepreneurship where enterprise, speed & 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 (RGIA) has been consistently ranked amongst the best airports in the world at various forums. He is one of the globally renowned industry leaders whose involvement is very much important for growth and development of the Company.

Role of Mr. Grandhi Mallikarjuna Rao as Executive Chairman in GHIAL:

- Providing strategic leadership & governance to the Board as its chairman. Ensuring effective environment for constructive debate, Board consensus & open communication channel between Directors & Management.
- Development & determination of strategies and policies in alignment with Board decisions to protect overall interests of the company and its shareholders.
- Policy formation & decision making for Revenue Generation, Fund Raising & Cash Conservation, necessary for company's growth.
- Formulation & implementation of initiatives to tackle the deliberating impact of COVID-19.
- Policy Advocacy at the highest level in Government & Industry forums to facilitate GHIAL's businesses. Ensuring necessary judicial interventions to protect interests of the company.

In view of his leadership, strategic inputs, management skills as well as operational guidance towards the growth of the Company, it is proposed to re-appoint Mr. Grandhi Mallikarjuna Rao as Executive Chairman of the Company for another term of 3 (three) years w.e.f. June 01, 2021.

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During his last term in GHIAL from June 01, 2018 to May 31, 2021, Mr. Grandhi Mallikarjuna Rao was appointed at the following remuneration:

Particulars	Amount
Fixed Remuneration	Rs.3,00,00,000/- per annum (for each year during the tenure)
Commission in case of adequate Profits	Maximum of: <ul style="list-style-type: none"><li>➤ Rs.2,00,00,000/- (for the period 01-06-2018 to 31-05-2019)</li><li>➤ Rs.2,50,00,000/- (for the period 01-06-2019 to 31-05-2020)</li><li>➤ Rs.3,05,00,000/- (for the period 01-06-2020 to 31-05-2021)</li></ul>

Further, Mr. Grandhi Mallikarjuna Rao is also the Executive Chairman of Delhi International Airport Limited ("DIAL"), the fellow subsidiary of GHIAL and drawing the following remuneration pursuant to the approval of DIAL's Board and Shareholders:

Particulars	Amount
Fixed Remuneration	Rs.5,00,00,000/- per annum (for each year during the tenure, with a 10% increase year on year)
Commission in case of adequate profits	Maximum of Rs.4,00,00,000/- per annum

As required under the provisions of Section 196, 197, Schedule V of the Companies Act, 2013 (Act) and any other applicable provisions of the Act, the special resolution is being placed before the members/shareholders for approval.

Except Mr. Grandhi Mallikarjuna Rao, Mr. Srinivas Bommidala, Mr. Grandhi Kiran Kumar and Mr. G.B.S. Raju, being related to each other, 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.

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.

## **Item No. 2**

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors in their meeting held on April 28, 2021 have re-appointed Mr. G.B.S. Raju as the Managing Director of the Company for a period of 3 years with effect June 01, 2021, on a remuneration and other terms and conditions, as mentioned in the resolution, subject to the approval of the members of the Company.

Mr. G.B.S. Raju holds a bachelor's degree in Commerce from University of Madras. He has vast experience in the field of Infrastructure such as energy, airports and highways. He joined the GMR Group in 1996.

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Mr. G.B.S. Raju has been the Managing director of GHIAL since 2018. He has made a stellar contribution in leading the operations of the Rajiv Gandhi International Airport, Hyderabad and his leadership has been instrumental in guiding and facilitating GHIAL to navigate tough business conditions through unambiguous policy making and support on policy representations to bolster air travel business.

Under his leadership, GHIAL has set milestones and benchmarks in growth, customer delight, operational excellence, introduced several best practices and breakthrough ideas, technological innovations and environmental management, consistently featuring amongst Top 4 airports globally in the Airport Service Quality (ASQ) survey conducted by Airports Council International (ACI).

Further, under his leadership GHIAL has received the major national and international Awards & Accolades in areas of excellence in operations, governance, corporate social responsibility, energy management and conservation, environmental sustainability, process management, training and development, from reputed organizations, institutions, associations such as Airports Council International (ACI), Confederation of Indian Industry (CII), Skytrax, The Institute of Company Secretaries of India, The Institute of Chartered Accountants of India, Government of Telangana.

In view of the immense contribution made to the Company, proposed capital expansion plans, business development initiatives & growth phase for the Rajiv Gandhi International Airport, Hyderabad & Airport related activities, it will be in the interest of the Company that Mr. G.B.S. Raju is re-appointed as Managing Director.

During his last term in GHIAL from June 01, 2018 to May 31, 2021, Mr. G.B.S. Raju was appointed at the following remuneration:

Particulars	Amount
Fixed Remuneration	Rs.2,80,00,000/- per annum (for each year during the tenure)
Commission in case of adequate profits	Maximum of: <ul style="list-style-type: none"><li>➤ Rs. 1,87,50,000/- (for the period 01-06-2018 to 31-05-2019)</li><li>➤ Rs. 2,34,25,000/- (for the period 01-06-2019 to 31-05-2020)</li><li>➤ Rs. 2,85,67,500 /- (for the period 01-06-2020 to 31-05-2021)</li></ul>

Mr. G.B.S. Raju is also the Managing Director of Delhi International Airport Limited ("DIAL"), the fellow subsidiary of GHIAL and drawing the following remuneration pursuant to the approval of DIAL's Board and Shareholders:

Particulars	Amount
Fixed Remuneration	Rs.4,25,00,000/- per annum (for each year during the tenure, with a 10% increase year on year)
Commission in case of adequate profits	Maximum of Rs.4,50,00,000/- per annum

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As required under the provisions of Section 196, 197, Schedule V of the Companies Act, 2013 (Act) and any other applicable provisions of the Act, the special resolution is being placed before the members/shareholders for approval.

Except Mr. Grandhi Mallikarjuna Rao, Mr. Srinivas Bommidala, Mr. Grandhi Kiran Kumar and Mr. G.B.S. Raju, being related to each other, 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. 2.

The Board of Directors of the Company recommends the resolution set forth at item no. 2 of the Notice for approval of the members as a Special Resolution.

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

Sd/-

Date: April 28, 2021

**Anup Kumar Samal**

Place: Hyderabad

**Company Secretary**

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## Details of Directors seeking appointment / reappointment at the 25<sup>th</sup> Extraordinary General Meeting, pursuant to Clause 1.2.5 of the Secretarial Standard-2 on General Meetings:

### 1) Mr. Grandhi Mallikarjuna Rao:

Name of Director	Mr. Grandhi Mallikarjuna Rao			
DIN	00574243			
Age (Years)	About 72 Years			
Qualification	B. Tech (ME)			
Experience	More than 45 years			
Terms & Conditions of reappointment including remuneration	Re-appointment as Executive Chairman as per terms and conditions as stated in the resolution			
Date of first appointment as the Executive Chairman	June 01, 2018			
Shareholding in the Company	Nil			
Relationship with other Directors, Manager & KMPs	Father of Mr. G. B. S. Raju, Managing Director and Mr. Grandhi Kiran Kumar, Director and Father-in-law of Mr. Srinivas Bommidala, Director.			
Other Directorships	<b>Sno</b>	<b>Name of the Company</b>	<b>Designation</b>	
	1	GMR Infrastructure Limited	Non-Executive Chairman	
	2	GMR Varalakshmi Foundation	Chairman	
	3	Delhi International Airport Limited	Executive Chairman	
	4	GMR Airports Limited	Non-Executive Chairman	
	5	AMG Healthcare Destination Pvt Ltd	Chairman	
	6	Parampara Family Business Institute	Chairman	
	7	Kakinada SEZ Limited	Chairman	
	8	GMR Goa International Airport Ltd	Chairman	
	9	GMR Enterprises Private Limited	Non-Executive Chairman	
	10	GMR Nagpur International Airport Limited	Chairman	
	11	GMR Visakhapatnam International Airport Ltd	Director	
	12	GMR Energy Limited	Chairman	
Committee Chairmanships / Memberships	<b>Sno</b>	<b>Name of the Company</b>	<b>Committee</b>	<b>Designation</b>
	1	GMR Infrastructure Limited	Management Committee	Chairman
	2	GMR Enterprises Private Limited	Nomination and Remuneration Committee	Member
	3	GMR Enterprises Private Limited	CSR Committee	Member

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## 2) Mr. G.B.S Raju:

Name of Director	Mr. G.B.S. Raju			
DIN	00061686			
Age (Years)	47 Years			
Qualification	Graduate in Commerce			
Experience	More than 20 years			
Terms & Conditions of reappointment including remuneration	Reappointment as Managing Director as per terms and conditions as stated in the resolution.			
Date of first appointment as the Managing Director	June 01, 2018			
Shareholding in the Company	Nil			
Relationship with other Directors, Manager & KMPs	Son of Mr. Grandhi Mallikarjuna Rao, Executive Chairman and Brother of Mr. Grandhi Kiran Kumar, Director, and brother-in-law of Mr. Srinivas Bommidala, Director			
Other Directorships	<b>SNo.</b>	<b>Names of the Company</b>	<b>Designation</b>	
	1	GMR Infrastructure Limited	Group Director	
	2	GMR Varalakshmi Foundation	Director	
	3	Delhi International Airport Limited	Managing Director	
	4	GBS Holdings Private Limited	Director	
	5	Limak-GMR Adi-Oratakli (Limak-GMR Joint Venture)	Chairman	
	6	GMR Goa International Airport Limited	Director	
	7	GMR Enterprises Private Limited	Director	
	8	Delhi Duty Free Services Private Limited	Non-Executive Chairman	
	9	GMR Air Cargo and Aerospace Engineering Limited	Chairman	
	10	GMR Airports Limited	Non-Executive Vice Chairman	
	12	GMR Hyderabad International Airport Limited	Managing Director	
	13	GMR Airport Developers Limited	Director	
	14	GMR Visakhapatnam International Airport Limited	Director	
Committee Chairmanships / Memberships	<b>Sno</b>	<b>Name of the Company</b>	<b>Name of the Committee</b>	<b>Designation</b>
	1	GMR Enterprises Private Limited	Audit Committee	Member
	2	Delhi International Airport Limited	Share Allotment, Transfer and Grievance Committee	Member
	3	GMR Airports Limited	Nomination and Remuneration Committee	Member
	4	GMR Varalakshmi Foundation	Audit Committee	Member
	5	GMR Infrastructure	Debenture Allotment	Member

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		Limited	Committee	
			Management Committee	Member
			CSR Committee	Member
			Stakeholders' Relationship Committee	Member
			Stakeholders' Relationship Committee	Member

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## ANNEXURE TO ITEM NOS. 1 & 2 OF THE EGM NOTICE

### Statement of information pursuant to Section-II of Part II of Schedule V to the Companies Act, 2013

The following additional information as per Section-II of Part II of Schedule V of the Companies Act, 2013 (Act) is given in case the Company has inadequate profits or losses, in order to comply with the provisions of Schedule V of the Companies Act, 2013:

<b>I.GENERAL INFORAMATION</b>	Mr. Grandhi Mallikarjuna Rao (Mr. G. M. Rao)		Mr. G.B.S. Raju	
(1) Nature of industry	Airport Operations - Transportation and storage (Air Transport)			
(2) Date or expected date of commencement of commercial production	The Airport has commenced its commercial operations from March 23, 2008.			
(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable			
(4) Financial performance based on the given indicators	Particulars	FY 2018-19	FY 2019-20	FY 2020-21
	Total Revenue	Rs. 1,569.43 Crores	Rs.1,640.06 Crores	Rs.584.64 Crores *
	Profit after Tax	Rs. 732.75 Crores	Rs.636.81 Crores	(Rs. 151.05 Crores)*
	<i>* tentative figures</i>			
(5) Foreign investments or collaborations, if any	Malaysia Airports Holdings Berhad along with its subsidiary, MAHB (Mauritius) Private Limited, is holding 41580000 Equity Shares of face value of Rs.10/- each aggregating nominal value to Rs.41.58 Crores representing 11% of the total paid up share capital of the Company.			



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<b>II. INFORMATION ABOUT THE APPOINTEE</b>											
Names	Mr. Grandhi Mallikarjuna Rao (Mr. G. M. Rao)	Mr. G.B.S. Raju									
(1) Brief Profile	<p>Mr. G M Rao is the founder and Chairman of the GMR Group. He is a graduate in mechanical engineering from Andhra University, India. He was conferred with the honorary Doctor of Laws by York University, Toronto, Canada in 2011, the honorary Doctor of Letters by the Andhra University, India in 2010 and again honorary Doctor of Letters by the Jawaharlal Nehru Technological University, Hyderabad, India in 2005. He was a director on the Board of Vysya Bank for several years and also served as a non-executive chairman of ING Vysya Bank between October 2002 and January 2006. He is involved in apex level business decisions and external relations, senior leadership development, organization building initiatives. Currently, he the Executive Chairman of GMR Hyderabad International Airport Limited and Delhi International Airport Limited.</p>	<p>Mr. GBS Raju, is the elder son of Mr. G.M. Rao. He completed his bachelor's degree in commerce from Vivekananda College, University of Madras, Chennai, in 1995. He began his career as the Managing Director of GMR Energy Limited and was responsible for setting up the 220 MW barge-mounted power plant. He steered the Company's involvement in the roads sector, led Corporate Services including fund raising initiatives and spearheaded Company's foray into international business. He is currently the Chairman of the Airport business and holding the Managing Director position in GMR Hyderabad International Airport Limited and Delhi International Airport Limited.</p>									
(2) Past remuneration	<p>In GMR Hyderabad International Airport Limited as Executive Chairman</p> <table border="1" style="width: 100%; border-collapse: collapse; margin-top: 10px;"> <thead> <tr> <th style="width: 30%; padding: 5px;">Particulars</th> <th style="width: 70%; padding: 5px;">Amount</th> </tr> </thead> <tbody> <tr> <td style="padding: 5px;">Fixed Remuneration</td> <td style="padding: 5px;">Rs.3,00,00,000/- per annum (for each year during the tenure)</td> </tr> </tbody> </table>	Particulars	Amount	Fixed Remuneration	Rs.3,00,00,000/- per annum (for each year during the tenure)	<p>In GMR Hyderabad International Airport Limited as Managing Director</p> <table border="1" style="width: 100%; border-collapse: collapse; margin-top: 10px;"> <thead> <tr> <th style="width: 30%; padding: 5px;">Particulars</th> <th style="width: 70%; padding: 5px;">Amount</th> </tr> </thead> <tbody> <tr> <td style="padding: 5px;">Fixed Remuneration</td> <td style="padding: 5px;">Rs.2,80,00,000/- per annum (for each year during the tenure)</td> </tr> </tbody> </table>		Particulars	Amount	Fixed Remuneration	Rs.2,80,00,000/- per annum (for each year during the tenure)
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	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 30%;">Commission in case of adequate Profits</td> <td>Maximum of : ➤ Rs.2,00,00,000/- (for the period 01-06-2018 to 31-05-2019) ➤ Rs.2,50,00,000/- (for the period 01-06-2019 to 31-05-2020) ➤ Rs.3,05,00,000/- (for the period 01-06-2020 to 31-05-2021)</td> </tr> </table>	Commission in case of adequate Profits	Maximum of : ➤ Rs.2,00,00,000/- (for the period 01-06-2018 to 31-05-2019) ➤ Rs.2,50,00,000/- (for the period 01-06-2019 to 31-05-2020) ➤ Rs.3,05,00,000/- (for the period 01-06-2020 to 31-05-2021)	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 30%;">Commission in case of adequate profits</td> <td>Maximum of: ➤ Rs. 1,87,50,000/- (for the period 01-06-2018 to 31-05-2019) ➤ Rs. 2,34,25,000/- (for the period 01-06-2019 to 31-05-2020) ➤ Rs. 2,85,67,500 /- (for the period 01-06-2020 to 31-05-2021)</td> </tr> </table>	Commission in case of adequate profits	Maximum of: ➤ Rs. 1,87,50,000/- (for the period 01-06-2018 to 31-05-2019) ➤ Rs. 2,34,25,000/- (for the period 01-06-2019 to 31-05-2020) ➤ Rs. 2,85,67,500 /- (for the period 01-06-2020 to 31-05-2021)									
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	In Delhi International Airport Limited as Executive Chairman	In Delhi International Airport Limited as Managing Director													
	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 30%;">Particulars</th> <th>Amount</th> </tr> </thead> <tbody> <tr> <td>Fixed Remuneration</td> <td>Rs.5,00,00,000/- per annum (for each year during the tenure, with a 10% increase year on year)</td> </tr> <tr> <td>Commission in case of adequate profits</td> <td>Maximum of Rs.4,00,00,000/- per annum</td> </tr> </tbody> </table>	Particulars	Amount	Fixed Remuneration	Rs.5,00,00,000/- per annum (for each year during the tenure, with a 10% increase year on year)	Commission in case of adequate profits	Maximum of Rs.4,00,00,000/- per annum	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 30%;">Particulars</th> <th>Amount</th> </tr> </thead> <tbody> <tr> <td>Fixed Remuneration</td> <td>Rs.4,25,00,000/- per annum (for each year during the tenure, with a 10% increase year on year)</td> </tr> <tr> <td>Commission in case of adequate profits</td> <td>Maximum of Rs.4,50,00,000/- per annum</td> </tr> </tbody> </table>	Particulars	Amount	Fixed Remuneration	Rs.4,25,00,000/- per annum (for each year during the tenure, with a 10% increase year on year)	Commission in case of adequate profits	Maximum of Rs.4,50,00,000/- per annum	
Particulars	Amount														
Fixed Remuneration	Rs.5,00,00,000/- per annum (for each year during the tenure, with a 10% increase year on year)														
Commission in case of adequate profits	Maximum of Rs.4,00,00,000/- per annum														
Particulars	Amount														
Fixed Remuneration	Rs.4,25,00,000/- per annum (for each year during the tenure, with a 10% increase year on year)														
Commission in case of adequate profits	Maximum of Rs.4,50,00,000/- per annum														
(3) Achievements, Recognition or awards	Mr. G.M. Rao was conferred with the honorary Doctor of Laws by York University, Toronto, Canada in 2011; the honorary Doctor of Letters by the Andhra University, India in 2010 and honorary Doctor of Letters by the Jawaharlal Nehru Technological University, Hyderabad, India in 2005. He received the award for the 'First Generation Entrepreneur of the	Mr. G.B.S. Raju has been the Managing director of GHIAL since 2018. He has made a stellar contribution in leading the operations of the Rajiv Gandhi International Airport, Hyderabad and his leadership has been instrumental in guiding and facilitating GHIAL to navigate tough business conditions through unambiguous policy making and support on policy representations to bolster air travel business.													

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	<p>Year' from CNBC TV18 in 2009. In the same year, he received the 'Infrastructure Person of the Year' award at the Infrastructure Journal Award Ceremony held in London. He was also chosen as the 'Entrepreneur of the year' at the Economic Times Awards for Corporate Excellence 2006-07, apart from numerous other awards and public recognition throughout his career.</p> <p>Under his leadership, the Company has shown tremendous growth and has won several national as well as international accolades. Rajiv Gandhi International Airport, Hyderabad (RGIA) has been consistently ranked amongst the best airports in the world at various forums. He is one of the globally renowned industry leaders whose involvement is very much important for growth and development of the Company.</p>	<p>Under his leadership, GHIAL has set milestones and benchmarks in growth, customer delight, operational excellence, introduced several best practices and breakthrough ideas, technological innovations and environmental management, consistently featuring amongst Top 4 airports globally in the Airport Service Quality (ASQ) survey conducted by Airports Council International (ACI).</p> <p>Further, under his leadership GHIAL has received the major national and international Awards &amp; Accolades in areas of excellence in operations, governance, corporate social responsibility, energy management and conservation, environmental sustainability, process management, training and development, from reputed organizations, institutions, associations such as Airports Council International (ACI) , Confederation of Indian Industry (CII), Skytrax, The Institute of Company Secretaries of India, The Institute of Chartered Accountants of India, Government of Telangana.</p>
(4) Job profile and his suitability	<p>Mr. Grandhi Mallikarjuna Rao is the founder of GMR Group, under his leadership, GHIAL has adopted a culture of professional entrepreneurship where enterprise, speed &amp; team excellence are critical ingredients.</p> <p>Role of Mr. Grandhi Mallikarjuna Rao as Executive</p>	<p>As explained in the above paragraph under his background details, he has an experience of handling and leading complex Businesses, his Strategic vision, leadership skills, management skills and experience will help the Company to achieve further success in future.</p> <p>He is the Managing Director of the Company and needs to</p>

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	<p>Chairman in GHIAL:</p> <ul style="list-style-type: none"><li>➤ Providing strategic leadership &amp; governance to the Board as its chairman. Ensuring effective environment for constructive debate, Board consensus &amp; open communication channel between Directors &amp; Management.</li><li>➤ Development &amp; determination of strategies and policies in alignment with Board decisions to protect overall interests of the company and its shareholders.</li><li>➤ Policy formation &amp; decision making for Revenue Generation, Fund Raising &amp; Cash Conservation, necessary for company's growth.</li><li>➤ Formulation &amp; implementation of initiatives to tackle the deliberating impact of COVID-19.</li><li>➤ Policy Advocacy at the highest level in Government &amp; Industry forums to facilitate GHIAL's businesses. Ensuring necessary judicial interventions to protect interests of the company.</li></ul>	<p>devote his time to the management of the affairs of the Company and exercise powers under the supervision and superintendence of the Board of the Company.</p>
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	Particulars	Amount		Particulars	Amount
(5) Remuneration proposed	Fixed Remuneration	Rs.3,00,00,000/- per annum (for each year during the tenure, with a 10% increase year on year)		Fixed Remuneration	Rs.2,80,00,000/- per annum (for each year during the tenure, with a 10% increase year on year)
	Commission in case of adequate profits	Maximum of:  Rs.3,05,00,000/- (for the period 01-06-2021 to 31-05-2022)  Rs.3,35,50,000/- (for the period 01-06-2022 to 31-05-2023)  Rs.3,69,05,000/- (for the period 01-06-2023 to 31-05-2024)		Commission in case of adequate profits	Maximum of:  Rs.2,85,67,500/- (for the period 01-06-2021 to 31-05-2022)  Rs.3,14,24,250/- (for the period 01-06-2022 to 31-05-2023)  Rs.3,45,66,675/- (for the period 01-06-2023 to 31-05-2024)
(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	Considering the responsibilities and credentials of the Executive Chairman and Managing Director of the Company, the proposed remuneration payable to them is comparable and commensurate with industry standards and Board level positions held in similarly positioned businesses.				
(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Does not have any pecuniary relationship with the Company. He is related to Mr. G.B.S. Raju, Managing Director (Son), Mr. Grandhi Kiran Kumar, Director (Son) and Mr. Srinivas Bommidala (Son-in-law)		Does not have any pecuniary relationship with the Company. He is related to Mr. G.M. Rao, Executive Chairman (Father), Mr. Grandhi Kiran Kumar, Director (Brother).		
<b>III. OTHER INFORMATION:</b>					
(1) Reasons of loss or inadequate profits	During the financial year 2020-21, the outbreak of COVID-19 pandemic led to cessation of economic activity across businesses. This was the major disruption that continues to affect the Company's business and operations going into the financial year 2021-22 but the management of the Company tries their best to take all necessary steps to safeguard the				

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	<p>staffs and business interests of the Company through the ongoing pandemic situation and taken various steps to sustain the business. Given the strong business fundamentals, strategic and competitive advantages and initiatives to sustain and grow the business, the Company is well positioned to return to the growth path as soon as the situation resulting from the COVID-19 pandemic returns to normalcy.</p> <p>Further, the aeronautical revenue of the Company is dependent on the aeronautical tariff as determined by Airports Economic Regulatory Authority ("AERA"). The aeronautical tariff for the third control period is being assessed by AERA and if the Company's entitlements are not considered favorably, it may lead to lower tariff and consequently shall have an impact on profitability.</p>
(2) Steps taken or proposed to be taken for improvement	The Company has taken various initiatives to increase its non-aero business in the wake of growth in passenger traffic. Efforts are directed towards monetization of available land parcel for various non-airport activities.
(3) Expected increase in productivity and profits in the measurable terms	The Company hopes to increase the Revenue and Profits as explained in point (2).