



# 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 SEVENTEENTH (17<sup>TH</sup>) ANNUAL GENERAL MEETING**

Notice is hereby given that the Seventeenth (17<sup>th</sup>) Annual General Meeting of the Members of GMR Hyderabad International Airport Limited will be held on Tuesday, September 15, 2020, at 11 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 standalone audited financial statements of the Company for the financial year ended March 31, 2020 together with the reports of the Board of Directors and Statutory Auditors thereon.
2. To consider and adopt the consolidated audited financial statements of the Company for the financial year ended March 31, 2020 and the report of Statutory Auditors thereon.
3. To appoint a Director in place of Mr. Srinivas Bommidala (DIN 00061464), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. I. N. Murthy (DIN 07752535), who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint a Director in place of Mr. Jayesh Ranjan IAS (DIN 00003692), who retires by rotation and being eligible, offers himself for re-appointment.

### **SPECIAL BUSINESS:**

6. 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 (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration of Rs.5,25,000/- (Rupees Five Lakhs and Twenty-five Thousand only) plus applicable taxes and reimbursement of out of pocket expenses, payable to M/s. Narasimha Murthy & Co., Cost Accountants (Firm Regn No. 000042), Cost Auditors, for conducting the audit of cost records of the Company for the financial year 2020-21, be and is hereby ratified."



# 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

---

7. 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 160 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Mohd Shukrie bin Mohd Salleh [DIN: 0879 3072] who was appointed as an Additional Director of the Company with effect from July 22, 2020 by the Board of Directors and who holds office upto the date of Seventeenth (17<sup>th</sup>) Annual General Meeting pursuant to Section 161 of the Companies Act, 2013, be and is hereby appointed as a Director of the Company and that he shall be liable to retirement by rotation."

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

**Sd/-**

Date : August 19, 2020  
Place: Hyderabad

**Anup Kumar Samal  
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 and April 13, 2020 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM or Meeting") through Video Conferencing ("VC") facility or Other Audio Visual Means ("AVM"), during year calendar year 2020, 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 17<sup>th</sup> Annual General Meeting ("AGM" of "the Meeting") of GMR Hyderabad International Airport Limited ("GHIAL" or "the Company") is scheduled to be held on Tuesday, September 15, 2020, at 11 a.m. (IST) through video conferencing (VC) / OAVM.



## 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](http://www.hyderabad.aero)

---

2. As per provisions of the Act and aforesaid MCA Circulars, the Company is not required to provide the facility of e-voting. The MCA Circulars prescribe that 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 AGM 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 Circulars dated April 08, 2020 and April 13, 2020 for conducting the AGMs through VC facility or OVAM and issue of AGM Notice and subject to the fulfillment of the requirements which are covered hereunder in this Notice.
3. The deemed venue for the 17<sup>th</sup> AGM 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 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, in view of the specific circumstances (due to prevailing Covid-19 pandemic) during which this AGM is being held, 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 the AGM and hence the Proxy Form, and Attendance Slip are not annexed to this AGM Notice.
5. Notice convening the 17<sup>th</sup> AGM along with the 17<sup>th</sup> Annual Report 2019-20 (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 Notice convening the 17<sup>th</sup> AGM has been uploaded on the website of the Company at <http://www.hyderabad.aero/about-us/ourcompany/corporategoverancne/Notice> of General Meeting.
6. The explanatory statement pursuant to Section 102(1) of the Act in respect of Special Business is annexed hereto.



## 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

---

7. All the documents referred to in the AGM Notice in respect of special business, Annual Report as well as Annual Accounts of the subsidiary companies and Register of Directors' 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. and 5.00 P.M. on all working days till the date of the 17<sup>th</sup> AGM. In this regard, 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). 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 [AnupKumar.Samal@gmrgroup.in](mailto:AnupKumar.Samal@gmrgroup.in), on or before September 01, 2020 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 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 AGM. 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).
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 due to other occupation, the Directors present will elect one among themselves to be Chairman of the AGM. 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 AGM, the members present shall choose one of their members to be Chairman of AGM.



## 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

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 [AnupKumar.Samal@gmrgroup.in] through 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 17<sup>th</sup> AGM for consideration and approval of the Members, which are unavoidable in the opinion of the Board:

1	Ratification of remuneration of Cost Auditors for the financial year 2020-21	As per agreed scope of cost audit for the financial year 2020-21, the cost auditor has to provide limited review report on cost audit on quarterly basis for management review. The cost audit remuneration fixed by the Board is subject to ratification by the Members for the Company. Hence, placing this agenda in this AGM.
2	Appointment of Mr. Mohd Shukrie bin Mohd Salleh as the Director of the Company.	Mr. Mohd Shukrie bin Mohd Salleh, who was appointed as an additional Director, holds the office up to the date of the 17 <sup>th</sup> Annual General Meeting. As such it is proposed to appoint him as a Director of the Company. Hence, placing this agenda in this AGM.

16. The recorded transcript of the VC / 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.



## **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](http://www.hyderabad.aero)

---

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.
  
19. The requirement to place the matter relating to appointment of the Statutory Auditors of the Company for ratification by members at every AGM is done away with vide notification dated May 7, 2018 issued by the Ministry of Corporate Affairs. Accordingly, no resolution is proposed in the 17<sup>th</sup> AGM for ratification of appointment of M/s. K. S. Rao & Co., Chartered Accountants, Bangalore and M/s. Walker Chandiok & Co LLP, Chartered Accountants, Hyderabad as Joint Statutory Auditors of the Company, who were appointed in the 14<sup>th</sup> AGM held on August 21, 2017 and 16<sup>th</sup> AGM held on September 27, 2019, respectively.



# 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

---

## **ANNEXURE TO NOTICE OF THE 17<sup>th</sup> ANNUAL GENERAL MEETING**

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

#### **Item No. 6**

The Board of Directors ("the Board") of the Company at its Meeting held on June 15, 2020, on recommendation of the Audit Committee had reappointed M/s. Narasimha Murthy & Co., Cost Accountants (Firm Regn No. 000042), as Cost Auditors of the Company for the financial year 2020-21, at a remuneration of Rs.5,25,000/- (Rupees Five Lakhs and Twenty-five Thousand only) plus applicable taxes and reimbursement of out of pocket expenses.

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, placed for ratification by the members.

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

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

#### **Item No. 7**

The Board of Directors of the Company at its meeting held on July 22, 2020 approved the appointment of Mr. Mohd Shukrie bin Mohd Salleh as an additional Director of the Company. Pursuant to Section 161 of the Companies Act, 2013; Mr. Mohd Shukrie bin Mohd Salleh, who was appointed as an additional Director, holds the office up to the date of the Seventeenth (17<sup>th</sup>) Annual General Meeting and it is proposed to appoint him as a Director of the Company. He shall be liable for retirement by rotation. The Company has received a Notice under Section 160 of the Companies Act, 2013, proposing the candidature of Mr. Mohd Shukrie bin Mohd Salleh as the Director of the Company.



## 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

### **Details of Mr. Mohd Shukrie bin Mohd Salleh seeking appointment as a Director of the Company at the 17<sup>th</sup> Annual General Meeting, pursuant to Clause 1.2.5 of the Secretarial Standard-2 on General Meetings:**

Name of Director	Mr. Mohd Shukrie bin Mohd Salleh
DIN	0879 3072
Age (Years)	46 Years
Qualifications	Chartered Accountant with the Malaysian Institute of Accountants and holds a Degree in Business Studies from the University of North London.
Experience	Over 20 years
Terms & Conditions of appointment	Appointment as Director as per terms and conditions as stated in the resolution.
Date of first appointment on Board	July 22, 2020
Shareholding in the Company	Nil
Relationship with other Directors, Manager & KMPs	Nil
Other Directorships in Indian Companies	Nil
Committee Chairmanships / Memberships in Indian Companies	Nil
Other information	Mr. Mohd Shukrie bin Mohd Salleh is the Group Chief Executive Officer, Malaysia Airports Holdings Berhad (MAHB). He is representing MAHB on the Company's Board, pursuant to Shareholders Agreement.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, except. Mr. Mohd Shukrie bin Mohd Salleh and his relatives, are concerned or interested in the resolution.

The Board recommends the resolution as set out in Item no.7 of the 17<sup>th</sup> AGM Notice for approval of the shareholders, as an Ordinary Resolution.

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

**Sd/-**

Date : August 19, 2020  
Place: Hyderabad

**Anup Kumar Samal  
Company Secretary**