

Email ID: GHIAL-CS@gmrgroup.in

Date: March 14, 2024

BSE Limited
1st Floor, New Trading Ring
Phiroze Jeejeebhoy Towers,
Dalal Street
MUMBAI - 400001

BSE Scrip Code: 974419, 974657

Dear Sir / Madam,

Sub : Notice of the 27th Extra-Ordinary General Meeting (EGM) - April 8, 2024

Pursuant to Regulation 51(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), we are enclosing a copy of the Notice convening the Twenty Seventh (27th) Extra-Ordinary General Meeting of the Company to be held on Monday, April 8, 2024 at 11.30 A.M. (IST).

The said Notice is being circulated to the Members of the Company and others entitled, and also being placed on the website of the Company at www.hyderabad.aero.

Submitted for your information and records please.

Thanking you.

Yours truly,
for GMR Hyderabad International Airport Limited



Kiran Kumar Manikwar
Company Secretary & Compliance Officer



Encls : as above



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
email id : GHIAL-CS@gmrgroup.in

NOTICE TO THE MEMBERS

Notice is hereby given that the Twenty Seventh (27th) Extraordinary General Meeting ("EGM") of the Members of GMR Hyderabad International Airport Limited ("the Company") will be held on Monday, the 8th day of April 2024 at 11.30 A.M. (IST) through Video Conferencing ("VC") to transact the following Special Business:

1. Appointment of Mr. K. S. Sreenivasa Raju, IAS (DIN 09852880) as a Director of the Company:

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 Sections 152, 160 and 161 and other applicable provisions of the Companies Act, 2013 ("Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable Rules made under the Act, the Regulation 17 and other applicable Regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), including any statutory modification(s) or re-enactments thereof for the time being in force, if any, of the Companies Act, 2013 and any other act(s) or Regulation(s) and as per the Nomination and Remuneration Policy and the Articles of Association of the Company, and as recommended by the Nomination & Remuneration Committee and the Board of Directors of the Company, Mr. K. S. Sreenivasa Raju, IAS (DIN 09852880), who was appointed as an Additional Director of the Company by the Board of Directors with effect from January 22, 2024, subject to the approval of Members of the Company and who is eligible for appointment and has consented to act as a Director of the Company, be and is hereby appointed as a Director (Non-Executive Director) of the Company with effect from April 8, 2024 and that he shall be liable to retire by rotation.

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

2. Appointment of Mr. Alexis Riols (DIN 10497928) as a Director of the Company:

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 Sections 152, 160 and 161 and other applicable provisions of the Companies Act, 2013 ("Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable Rules made under the Act, the





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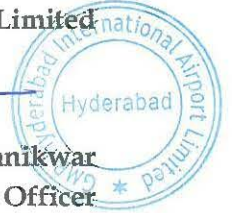
Regulation 17 and other applicable Regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), including any statutory modification(s) or re-enactments thereof for the time being in force, if any, of the Companies Act, 2013 and any other act(s) or Regulation(s) and as per the Nomination and Remuneration Policy and the Articles of Association of the Company, and as recommended by the Nomination & Remuneration Committee and the Board of Directors of the Company, Mr. Alexis Riols (DIN 10497928), who was appointed as an Additional Director of the Company by the Board of Directors with effect from March 13, 2024, subject to the approval of Members of the Company and who is eligible for appointment and has consented to act as a Director of the Company, be and is hereby appointed as a Director (Non-Executive Director) of the Company with effect from April 8, 2024 and that he shall be liable to retire by rotation.

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

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

Date : March 14, 2024
Place: Hyderabad


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



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

Notes:

1. Ministry of Corporate Affairs ("MCA") has vide its Circular dated September 25, 2023 read together with its Circulars dated April 8, 2020; April 13, 2020; May 5, 2020; January 13, 2021, May 05, 2022 and December 28, 2022 (hereinafter collectively referred to as "MCA Circulars") and Securities and Exchange Board of India (SEBI) vide its Circulars dated May 12, 2020; January 15, 2021; May 13, 2022; January 05, 2023 and October 6, 2023 (hereinafter referred to as "SEBI Circulars") and other applicable circular (s) / notification(s) issued by MCA / SEBI, permitted the companies to conduct their General Meetings through Video Conferencing ("VC") or Other Audio-Visual Means (OAVM), without the physical presence of the Members at a common venue.



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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) Regulations, 2015 ("SEBI LODR Regulations"), the 27th Extraordinary General Meeting ("EGM" of "the Meeting") of GMR Hyderabad International Airport Limited ("GHIAL" or "the Company") is scheduled to be held on Monday, the 8th day of April 2024, at 11.30 A.M. (IST) through VC.
3. The deemed venue for the 27th EGM 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. As per the 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 a hundred percent of the total paid-up share capital of the Company and gives the 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.
5. A Member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote at 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 EGM through VC / OAVM, the requirement of physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxy by the Member 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 27th 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 27th EGM Notice has been uploaded on the website of the Company at www.hyderabad.aero.
7. The explanatory statement pursuant to Section 102(1) of the Act in respect of Special Business is annexed hereto.





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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 27th EGM. Members seeking to inspect such documents can send an email from their registered email id to GHIAL-CS@gmrgroup.in. Further, the Members seeking any information with regard to any matter to be placed at the EGM, are requested to write to GHIAL-CS@gmrgroup.in, on or before April 1, 2024 and response for the same will be sent by the Company accordingly.
9. The attendance of the Members attending the EGM through VC 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 GHIAL-CS@gmrgroup.in.
11. The instructions or details of the EGM i.e. access link to the VC, login id, passwords, helpline numbers, e-mail id of a designated person who shall provide the assistance for easy access to the EGM is as follows:
 - Link to join the meeting:
<https://gmrgroup-in.zoom.us/j/93991161579?pwd=ZzZCMFBKVmxTQ21rQURwMG81cm1SZz09>

Meeting ID: 939 9116 1579 Passcode: 189007
 - The Member may click on the above Link or login through Zoom using the above Meeting ID and Passcode.
 - 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.



GMR Hyderabad International Airport Limited

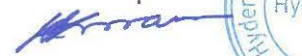
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13. The Chairman of the Board will preside as the Chairman of EGM. In case the Chairman is not present due to other pre-occupation, the Directors present will elect one among themselves to be Chairman of the EGM. If no Director is willing to act as the 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.
15. This EGM is being held through VC, as such the route map to the venue is not annexed to this Notice.

By Order of the Board
for GMR Hyderabad International Airport Limited



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



Date : March 14, 2024
Place: Hyderabad

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ANNEXURE-1 TO THE 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 provisions of Section 161 of the Companies Act, 2013, and based on the recommendation of the Nomination and Remuneration Committee, Mr. K. S. Sreenivasa Raju IAS (DIN 09852880) was appointed by the Board of Directors, as an Additional Director of the Company, with effect from January 22, 2024 and he shall hold the Office up to the date of the next Annual General Meeting of the Company or the last date on which the Annual General Meeting should have been held, whichever is earlier. Further, as per Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the appointment of Mr. K. S. Sreenivasa Raju IAS as a Non-Executive Director is required to be approved by the shareholders at the next General Meeting of the Company or within a time period of three months from the date of appointment, whichever is earlier.

The details of Mr. K. S. Sreenivasa Raju IAS pursuant to Clause 1.2.5 of the Secretarial Standard-2 on General Meetings, are given in Annexure-2.

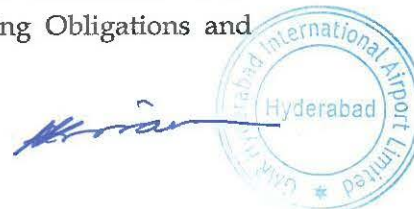
The Board recommended the appointment of Mr. K. S. Sreenivasa Raju IAS as a Director of the Company. He shall be Non-Executive Director of the Company and shall be liable for retirement by rotation. The Company has received a Notice from a Member of the Company under Section 160 of the Companies Act, 2013, proposing the candidature of Mr. K. S. Sreenivasa Raju IAS for the Office of the Director of the Company.

None of the Directors or Key Managerial Personnel of the Company or their relatives, except Mr. K. S. Sreenivasa Raju IAS, are concerned or interested in the resolution.

The Board recommends the resolution as set out in Item no. 1 of the 27th EGM Notice for approval of the shareholders, as an Ordinary Resolution.

Item No. 2

Pursuant to the provisions of Section 161 of the Companies Act, 2013, and based on the recommendation of the Nomination and Remuneration Committee, Mr. Alexis Riols (DIN 10497928), was appointed by the Board of the Directors, as an additional Director of the Company, with effect from March 13, 2024 and he shall hold the Office up to the date of the next Annual General Meeting (AGM) of the Company or the last date on which the AGM should have been held, whichever is earlier. Pursuant to Regulation 17 of the SEBI (Listing Obligations and





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Disclosure Requirements) Regulations, 2015, the appointment of Mr. Alexis Riols as a Non-Executive Director is required to be approved by the shareholders at the next General Meeting of the Company or within a time period of three months from the date of appointment, whichever is earlier.

The details of Mr. Alexis Riols pursuant to Clause 1.2.5 of the Secretarial Standard-2 on General Meetings, are given in Annexure-2.

The Board recommended the appointment of Mr. Alexis Riols as a Director of the Company. He shall be Non-Executive Director of the Company and shall be liable for retirement by rotation. The Company has received a Notice from a Member of the Company under Section 160 of the Companies Act, 2013, proposing the candidature of Mr. Alexis Riols for the Office of the Director of the Company.


None of the Directors or Key Managerial Personnel of the Company or their relatives, except Mr. Alexis Riols, are concerned or interested in the resolution.

The Board recommends the resolution as set out in Item no. 2 of the 27th EGM Notice for approval of the shareholders, as an Ordinary Resolution.

By Order of the Board
for GMR Hyderabad International Airport Limited




Kiran Kumar Manikwar
Company Secretary & Compliance Officer

Membership No. FCS9062 

Date : March 14 , 2024

Place: Hyderabad



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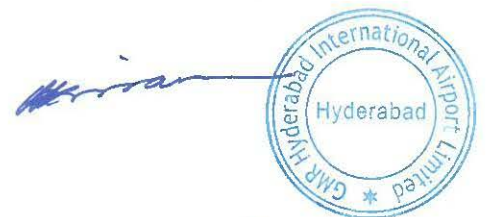
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ANNEXURE-2 TO THE NOTICE

The details of Directors, seeking appointment as Directors of the Company at the 27th Extraordinary General Meeting, pursuant to Clause 1.2.5 of the Secretarial Standard-2 on General Meetings:

1. Mr. K. S. Sreenivasa Raju IAS:

Name of the Director	Mr. K. S. Sreenivasa Raju IAS		
DIN	09852880		
Age (Years)	59 Years		
Educational Qualifications (Highest)	Master's Degree in Industrial Engineering and Operations Research, from IIT, Kharagpur		
No of Years of Experience	Over 25 Years		
Terms & Conditions of appointment	Appointment as a Director as per terms and conditions as stated in the resolution.		
Date of first appointment on Board	January 22, 2024		
Shareholding in the Company	Nil		
Relationship with other Directors, Manager & KMPs	Nil		
Directorships in other Indian Companies	1. Hyderabad Road Development Corporation Limited 2. Hyderabad Metro Rail Limited 3. Hyderabad Airport Metro Limited		
Committee Chairmanships / Memberships in Indian Companies	Name of the Company	Name of the Committee	Position held (Chairman / Member)
	GMR Hyderabad International Airport Limited	Corporate Social Responsibility Committee	Member
Other information	Mr. K S Sreenivasa Raju is an Indian Administrative Service (IAS) Officer of 1999 batch. He is currently serving as the Principal Secretary to the Government of Telangana (Transport, Roads and Buildings Department). Airports in Telangana is one of the subjects dealt with by him besides, Transport, TSRTC, Roads including Railway Projects, National Highways, State and other Roads, Buildings and Housing.		





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2. Mr. Alexis Riols

Name of the Director	Mr. Alexis Riols		
DIN	10497928		
Age (Years)	37 Years		
Educational Qualifications	Graduate		
No of Years of Experience	13 years		
Terms & Conditions of appointment	Appointment as a Director as per terms and conditions as stated in the resolution.		
Date of first appointment on Board	March 13, 2024		
Shareholding in the Company	Nil		
Relationship with other Directors, Manager & KMPs	Nil		
Directorships in other Indian Companies	1. GMR Infra Services Private Limited		
Committee Chairmanships / Memberships in Indian Companies	Name of the Company	Name of the Committee	Position held (Chairman/Member)
	GMR Hyderabad International Airport Limited	Audit Committee	Member
Other information	Presently, Mr. Alexis Riols is acting as the Deputy CEO of GMR Airports Limited.		

