

Date: June 04, 2024

BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai - 400001

Email ID: GHIAL-CS@gmrgroup.in

**BSE Scrip Code: 974419, 974657, 975575**

Dear Sir/ Madam,

Sub : Notice of the 28th Extraordinary General Meeting (EGM) - June 27, 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 enclose herewith a copy of the Notice convening the 28th Extra-Ordinary General Meeting of the Company to be held on Thursday, July 27, 2024 at 11.00 A.M. (1ST).

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

Submitted for your information and records please.

Thanking you.

Yours truly,

for GMR Hyderabad International Airport Limited



Anand Kumar Polamada  
Chief Financial officer



Encl.: as above.


**GMR HYDERABAD INTERNATIONAL AIRPORT LIMITED**

Regd. Oce: GMR Aero Towers, Rajiv Gandhi International Airport, Shamshabad, Hyderabad - 500108, Telangana State, India  
CIN: U62100TG2002PLC040118 | T +91 40 67394099/67393903/67395000 F +91 40 67393228 | W [www.hyderabad.aero](http://www.hyderabad.aero)

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 /rgiahydc/

 /company/rgiahydc/



# GMR Hyderabad International Airport Limited

CIN: U62100TG2002PLC040118

Registered Office: GMR Aero Towers, Rajiv Gandhi International Airport, Shamshabad, Hyderabad 500 108, Telangana, India  
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## NOTICE OF THE TWENTY EIGHTH (28<sup>TH</sup>) EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the Twenty Eighth (28<sup>th</sup>) Extraordinary General Meeting of the Members of GMR Hyderabad International Airport Limited will be held on Thursday, June 27, 2024, at 11.00 a.m. (IST) through Video Conferencing ("VC") to transact the following special business:

- Reappointment of Mr. Grandhi Mallikarjuna Rao (DIN: 00574243) as the Executive Chairman of the Company and approval for his remuneration:**

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 Sections 196, 197 and Schedule V of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable rules and provisions of the Companies Act, 2013, including any statutory modifications(s) or re-enactment(s) thereof for the time being in force, if any, subject to due compliance with applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), as amended from time to time and such other provisions as may be applicable, Mr. Grandhi Mallikarjuna Rao, aged about 75 years, [DIN: 00574243] be and is hereby reappointed as the Executive Chairman of the Company for a period of 3 years with effect from June 01, 2024 till May 31, 2027 on the following overall remuneration:

Particulars	Amount Rs. in Crores (per annum)
Fixed Remuneration	7.70*
Performance Linked Incentive Pay ("PLIP")	3.30 *
<b>Total</b>	<b>11.00*</b>

\* with annual increment of 10% YOY

SNo.	Key Performance Indicators (KPIs) vs Annual Operating Plan (AOP) to ascertain the PLIP	Weightage
1	EBIDTA (achieving the EBIDTA numbers as approved by the Board of Directors of the Company as part of the AOP).	80%
2	Net Debt to EBIDTA (maintaining at levels as considered in AOP).	10%
3	ESG initiatives (as per ESG Road map of the Company, as placed before the meeting).	10%

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 the Income Tax Act, 1961, listed herein below:



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- i. Basic Salary.
- ii. House Rent Allowance (HRA).  
However, he shall be entitled to the Company maintained Rent Free Accommodation if he so chooses. Then in such a case, no HRA shall 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 as per the policy of the Company.
- 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 the 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.
- 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 his reappointment, the Company has no profits or its profits are inadequate, the Fixed Remuneration shall be payable to the Executive Chairman and PLIP shall be paid subject to achievement of the KPIs.

**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 the Fixed Remuneration of the 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 the Company maintained car with driver.
- ii. Provision of telephones (landline & mobiles) with data card.
- iv. Club Fees: Membership fees in any two clubs not being admission and life membership fees.
- iv. Security as deemed necessary by the Company.



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**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby severally authorized to take all such actions as may be deemed necessary, desirable, proper or expedient to give effect to the above resolution and for matters connected therewith or incidental thereto, including filing of necessary statutory forms, if required, as per the provisions of the Companies Act, 2013 and any other acts, in the event of no profits or inadequate profits during his tenure of 3 years and to all such acts, deeds and things in this regard.

2. **Reappointment of Mr. Grandhi Buchi Sanyasi Raju (Mr. GBS Raju) (DIN: 00061686) as the Managing Director of the Company and approval for his remuneration:**

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 and Schedule V of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable rules and provisions of the Companies Act, 2013, including any statutory modifications(s) or re-enactment(s) thereof for the time being in force, if any, subject to due compliance with applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), as amended from time to time and such other provisions as may be applicable, Mr. GBS Raju (DIN: 00061686) be and is hereby reappointed as the Managing Director of the Company for a period of 3 years with effect from June 01, 2024 till May 31, 2027 on the following overall remuneration:

Particulars	Amount Rs. in Crores (per annum)
Fixed Remuneration	5.60 *
Performance Linked Incentive Pay (“PLIP”)	2.40 *
<b>Total</b>	<b>8.00*</b>

\*with annual increment of 10% YOY

SNo	Key Performance Indicators (KPIs) vs Annual Operating Plan (AOP) to ascertain the PLIP	Weightage
1	EBIDTA (achieving the EBIDTA numbers as approved by the Board of Directors of the Company as part of the AOP).	80%
2	Net Debt to EBIDTA (maintaining at levels as considered in AOP).	10%
3	ESG initiatives (as per ESG Road map of the Company, as placed before the meeting).	10%



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

- i. Basic Salary
- ii. House Rent Allowance (HRA)  
However, he shall be entitled to the Company maintained rent free accommodation, if he chooses so. Then in such a case, no HRA will be paid, and the valuation of Rent-Free Accommodation 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 as per the policy of the company.
- 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 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):

- (i) Contribution to the 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.
- (iii) Encashment of leave as per Company's rules, at the end of tenure.

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

**RESOLVED FURTHER THAT** notwithstanding anything contained herein above, where, in any financial year during the currency of his reappointment, the Company has no profits or its profits are inadequate, the Fixed Remuneration shall be payable to the Executive Chairman and PLIP shall be paid subject to achievement of the KPIs.

**RESOLVED FURTHER THAT** Mr. GBS Raju shall also be entitled to other official facilities as listed herein below for the purpose of business of the company as per the policies of the Company, in addition to the Remuneration as mentioned above, which shall not form part of the remuneration:

- i. Provision of company-maintained Car with driver.
- ii. Provision of telephones (landline & mobiles) with data cards.
- iii. Club Fees: Membership fees in any two clubs, not being admission and Life Membership fees.
- iv. Security as deemed necessary by the Company.



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**RESOLVED FURTHER THAT** Mr. GBS Raju in the capacity of Managing Director will be entrusted with the powers, authorities, functions, duties, responsibilities etc. by the Board of Directors of the Company, from time to time.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby severally authorized to take all such actions as may be deemed necessary, desirable, proper or expedient to give effect to the above resolution and for matters connected therewith or incidental thereto, including filing of necessary statutory forms, if required, as per the provisions of the Companies Act, 2013 and any other acts, in the event of no profits or inadequate profits during his tenure of 3 years and to all such acts, deeds and things in this regard.

By Order of the Board  
for GMR Hyderabad International Airport Limited

Date : June 4, 2024  
Place: Hyderabad

Anand Kumar Polamada  
Chief Financial Officer



### 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 October 6, 2023 read together with its Circulars dated May 12, 2020, January 15, 2021, May 13, 2022, and January 05, 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.
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 28<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 Thursday, June 27, 2024, at 11.00 am (IST) through VC.
3. The deemed venue for the 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.



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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. This Notice convening the 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 Notice has been uploaded on the website of the Company at [www.hyderabad.aero](http://www.hyderabad.aero).
7. The explanatory statement pursuant to Section 102(1) of the Act in respect of Special Business is annexed hereto.
8. All the documents referred to in the EGM Notice in respect of special business, which are to be kept open for inspection by the Members of the Company, will be available for inspection through electronic mode during 11.00 am and 5.00 pm on all working days till the date of the EGM. Members seeking to inspect such documents can send an email from their registered email id to [ghial-cs@gmrgroup.in](mailto: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](mailto:ghial-cs@gmrgroup.in), on or before June 20, 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 emailed from their registered email id to [ghial-cs@gmrgroup.in](mailto:ghial-cs@gmrgroup.in).



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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/92439830720>

Meeting ID: 924 3983 0720 Passcode: 402587

- 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.
- The Contact details of the Company Officials in case of any connection issues are as below:  
Mr. Rachakonda Chakrapani: + 91 99499 90053; Mr. Ashish Kulkarni: + 91 95912 88836.

12. Facility for joining the EGM will be kept open for 15 minutes before the scheduled time of the EGM and shall not be closed till the expiry of 15 minutes after the scheduled time of the EGM.

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

By Order of the Board  
for GMR Hyderabad International Airport Limited

*P. Anand Kumar*

Anand Kumar Polamada  
Chief Financial Officer

Date : June 4, 2024  
Place: Hyderabad

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### ANNEXURE-1 TO THE 28<sup>TH</sup> EGM 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

Mr. Grandhi Mallikarjuna Rao (“Mr. GM Rao”) is the founder of GMR Group. Over the last 4 decades, he has successfully established GMR Group, as one of the most recognized brands in the country. The Group is now well diversified and professionally managed infrastructure developer with focus on Airports, Energy, Highways and Urban Infrastructure including SEZs. Even though all these business opportunities were new not only to the Group but, also to the Country, the Group adapted, scaled up quickly and delivered world-class quality assets. He is involved in apex level business decisions, governance, stakeholder relationships, senior leadership development, organization building initiatives etc. Under his leadership, GMR Group has adopted a culture of professional entrepreneurship where enterprise, speed & team excellence are critical ingredients.

Presently, he is the Executive Chairman of GMR Hyderabad International Airport Limited (“GHIAL” or “the Company”) since June 2018 and prior to that, he was the Non-Executive Chairman. As the Chairman, he has overseen significant infrastructure development at the Hyderabad Airport. His commitment to enhance the airport's infrastructure capacity and capabilities is crucial for accommodating the growing demand for air travel in the region. His ability to build and maintain strong relationships with key stakeholders, including government authorities, airlines, passengers and local communities, has enabled GHIAL to achieve expansion to meet its future requirements.

Mr. GM Rao’s long-term vision for GHIAL focuses on sustainable growth, environmental stewardship and social responsibility.

Mr. GM Rao was appointed as the Executive Chairman of GHIAL for a period of 3 years w.e.f. June 01, 2018 to May 31, 2021. Thereafter, he was reappointed for a period of 3 years w.e.f. June 01, 2021 to May 31, 2024. The total remuneration for the current year, as approved by the Board and the Shareholders of the Company, is Rs. 7.32 Crores which as a combination of fixed remuneration of Rs.3.63 Crores per annum and commission of Rs.3.69 Crores.

In view of the significant achievements that have strengthened the position of GHIAL on the global aviation map, the critical and continuous leadership and guidance provided by Mr. GM Rao, which would be required for the years to come as well, it was proposed to reappoint Mr. GM Rao (DIN: 00574243) as the Executive Chairman of GHIAL, for the next 3 years, starting from June 01, 2024 to May 31, 2027.



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Based on the recommendation of Nomination and Remuneration Committee and outcome of Board evaluation process, the Board of Directors at their meeting held on May 20, 2024 have reappointed Mr. GM Rao as the Executive Chairman of the Company for a period of 3 years with effect from June 01, 2024, at a remuneration as mentioned in below table and other terms and conditions, as mentioned in the resolution, subject to the approval of the members of the Company:

Particulars	Amount Rs. in Crores (per annum)
Fixed Remuneration	7.70 *
Performance Linked Incentive Pay ("PLIP")	3.30 *
<b>Total</b>	<b>11.00*</b>

\*with annual increment of 10% YOY

SNo.	Key Performance Indicators (KPIs) vs Annual Operating Plan (AOP) to ascertain the PLIP	Weightage
1	EBIDTA (achieving the EBIDTA numbers as approved by the Board as part of the AOP).	80%
2	Net Debt to EBIDTA (maintaining at levels as considered in AOP).	10%
3	ESG initiatives (as per ESG Road map of the Company, given in Annexure 2)	10%

In any financial year during the currency of his appointment, if the Company has no profits or its profits are inadequate, the above Fixed Remuneration shall be paid to the Executive Chairman, irrespective of limits prescribed under the Section 197(1) and Schedule V of the Companies Act, 2013.

Mr. GM Rao is also the Executive Chairman of Delhi International Airport Limited ("DIAL"), a fellow subsidiary of GHIAL. His remuneration from DIAL, as approved by the Board and Shareholders of DIAL, for the financial year 2023-24, has a combination of fixed and variable pay up to Rs.10.60 crores.

Currently, Mr. GM Rao is aged about 75 years and as per the provisions of section 196(3) of the Companies Act, 2013 the above justification for his reappointment/continuation of directorship, is being placed before the shareholders for seeking their approval by way a special resolution.

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 for approval.

Further, the Company has not defaulted on payment of dues to any bank or public financial institution or non-convertible debenture holders or any other secured creditor, hence prior approval of such entities/person is not required to be sought.



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Except Mr. GM Rao, Mr. Srinivas Bommidala, Mr. GBS Raju and Mr. Grandhi Kiran Kumar, being related to each other, no 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 in item no. 1 of the Notice for approval of the members as a Special Resolution.

### Item No. 2

Mr. GBS Raju has been the Managing director of GMR Hyderabad International Airport Limited ('GHIAL' or 'the Company') since 2018. Mr. GBS Raju's leadership has been pivotal in driving GHIAL's strategic initiatives, aligning them with the company's long-term objectives and market trends. His strategic vision has guided GHIAL through complex challenges and opportunities in the aviation sector, ensuring the company remains competitive and innovative.

Mr. GBS Raju was appointed as the Managing Director of GHIAL for a period of 3 years w.e.f. June 01, 2018. Thereafter, Mr. Raju was reappointed as the Managing Director for a period of 3 years with effect from June 01, 2021 to May 31, 2024. His total remuneration as approved by the Board and Members of GHIAL, is Rs. 6.85 Crores as a combination of fixed remuneration Rs. 3.39 Crores per annum and commission of Rs.3.46 Crores.

Mr. GBS Raju has overseen the airport expansion and significant infrastructure development projects at Hyderabad Airport, addressing capacity constraints and improving facilities to accommodate the growing passenger traffic. His expertise in managing large-scale infrastructure projects with long gestation periods ensures timely and cost-effective delivery of projects, crucial for GHIAL's growth and competitiveness.

Mr. GBS Raju's focus on long-term value creation for GHIAL, its stakeholders, and the community underscores his commitment to sustainable growth and development. By promoting initiatives that drive economic, social, and environmental benefits, he enhances GHIAL's reputation and legacy as a responsible corporate entity.

In view of the significant achievements that has strengthened the position of Hyderabad Airport on the global aviation map and considering the critical and continuous leadership and guidance provided by Mr. GBS Raju, which would be required for the years to come as well, it was proposed to re-appoint Mr. GBS Raju as the Managing Director of GHIAL, for the next 3 years.

Based on the recommendation of Nomination and Remuneration Committee and outcome of Board evaluation process, the Board of Directors at their meeting held on May 20, 2024 have reappointed Mr. GBS Raju as the Managing Director of the Company for a period of 3 years with effect June 01, 2024, on the following remuneration and other terms and conditions, as mentioned in the resolution, subject to the approval of the members of the Company.



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Fixed Remuneration	5.60 *
Performance Linked Incentive Pay ("PLIP")	2.40 *
<b>Total</b>	<b>8.00*</b>

\*with annual increment of 10% YOY

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2	Net Debt to EBIDTA (maintaining at levels as considered in AOP).	10%
3	ESG initiatives (as per ESG Road map of the Company, given in Annexure 2)	10%

Mr. GBS Raju is also the Managing Director of Delhi International Airport Limited ("DIAL"), a fellow subsidiary of GHIAL. His total remuneration, as approved by the Board and Shareholders of DIAL, for the financial year 2023-24, as a combination of fixed pay and variable pay was up to Rs.10.10 crores.

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, this special resolution is being placed before the members/shareholders for approval.

Except Mr. GBS Raju, Mr. GM Rao and Mr. Grandhi Kiran Kumar, being related to each other, none of the 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 in 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**

*P. Anand Kumar*

**Anand Kumar Polamada  
Chief Financial Officer**

Date: June 4, 2024  
Place: Hyderabad





## GMR Hyderabad International Airport Limited

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### ANNEXURE - 2 TO THE EGM NOTICE

#### GHIAL- Environmental KPIs

KPI	Unit	Target	Baseline	FY 2024-25	FY 2025-26	FY 2026-27	Actions
Water consumption per pax (as per the Environment Clearance)	Litres / pax	50	77	70	60	50	4Rs concept: 1. Reduce 2. Reuse 3. Recycle 4. Replenishment
Carbon intensity (Scope 1 & 2)	Kg CO2 per pax	0.25	3.96	1.0	0.5	0.25	1. Net Zero Carbon Plan 2. Electronic Vehicles 3. 10MWp solar plant and green energy procurement
Making of compost from food waste	%	100	50	75	90	100	Purchase of new composting machinery to enhance the capacity from 2 Tons Per Day (TPD) to 10TPD
Carbon sink (trees)	Tonnes	720	690	700	710	720	Increase of green cover
Use of renewable energy for the airport operations.	%	100	75	100	100	100	• Procurement of green power from TSSPDCL • Onsite 10MWP solar power generation and use.

To ultimately make Hyderabad International Airport to be Net Zero Carbon emission by 2030.



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### ANNEXURE 3 TO THE EGM NOTICE

**Details of Directors seeking appointment / reappointment at the 28<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 (Mr. GM Rao)			
DIN	00574243			
Age (Years)	About 75 Years			
Qualification	B. Tech (ME)			
Experience	More than 48 years			
Terms & Conditions of reappointment including Remuneration	Reappointment as Executive Chairman as per terms and conditions stated in the foregoing resolution			
Date of first appointment as the Director and Executive Chairman	October 29, 2003 to May 31, 2018 (as Non-Executive Chairman) June 01, 2018 onwards (as Executive Chairman)			
Shareholding in the Company	Nil			
Relationship with other Directors, Manager & KMPs	Father of Mr. GBS Raju, Managing Director and Mr. Grandhi Kiran Kumar, Director and Father-in-law of Mr. Srinivas Bommidala, Director.			
The Number of Meetings of the Board attended during the financial year 2023-24	No. of meetings held : 5 No. of meeting attended : 5			
Other Directorships	<b>Sno</b>	<b>Name of the Companies</b>	<b>Designation</b>	
	1	GMR Airports 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 Private Limited	Director	
	6	Parampara Family Business Institute	Chairman	
	7	GMR Power And Urban Infra Limited	Non-Executive Chairman	
	8	GMR Goa International Airport Limited	Chairman	
	9	GMR Enterprises Private Limited	Non-Executive Chairman	
	10	GMR Nagpur International Airport Limited	Chairman	
	11	GMR Visakhapatnam International Airport Limited	Chairman	
	12	GMR Energy Limited	Non-Executive Chairman	
Committee Chairmanships / Memberships	<b>Sno</b>	<b>Name of the Companies</b>	<b>Committees</b>	<b>Designation</b>
	1	GMR Airports Infrastructure Limited	Management Committee	Chairman
	2	GMR Power and Urban Infra Limited	Management Committee	Chairman
	3	GMR Enterprises Private Limited	Management Committee	Chairman



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### 2) Mr. GBS Raju:

Name of Director	Mr. Grandhi Buchi Sanyasi Raju (Mr. GBS Raju)			
DIN	00061686			
Age (Years)	50 Years			
Qualification	Graduate in Commerce			
Experience	More than 23 years			
Terms and Conditions of Reappointment including Remuneration	Reappointment as the Managing Director as per terms and conditions stated in the foregoing 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. GM Rao, Executive Chairman, Brother of Mr. Grandhi Kiran Kumar, Director and Brother In Law of Mr. Srinivas Bommidala, Director.			
The Number of Meetings of the Board attended during the financial year 2023-24	No. of meetings held : 5 No. of meeting attended : 5			
Other Directorships	SNo.	Names of the Companies	Designation	
	1	GMR Airports Infrastructure Limited	Group Director	
	2	GMR Varalakshmi Foundation	Director	
	3	Delhi International Airport Limited	Managing Director	
	4	GBS Holdings Private Limited	Director	
	5	GMR Goa International Airport Limited	Director	
	6	GMR Enterprises Private Limited	Director	
	7	Delhi Duty Free Services Private Limited	Non-Executive Chairman	
	8	GMR Air Cargo and Aerospace Engineering Limited	Non-Executive Chairman	
	9	GMR Airports Limited	Non-Executive Vice Chairman	
	10	Varalakshmi Sports Private Limited	Director	
	11	GMR Airport Developers Limited	Non-Executive Chairman	
	12	GMR Visakhapatnam International Airport Limited	Director	
Committee Chairmanships / Memberships	SNo	Name of the Companies	Name of Committees	Designation
	1	GMR Enterprises Private Limited	Management Committee	Member
	2	Delhi International Airport Limited	Stakeholder Relationship Committee	Member
			Risk Management and ESG Committee	Chairman
	3	GMR Airports Limited	Nomination and Remuneration Committee	Chairman
			Risk Management Committee	
	4	GMR Varalakshmi Foundation	Audit Committee	Member
			Share Allotment and Transfer Committee	Chairman
	5	GMR Airports Infrastructure Limited	Debenture Allotment Committee	Member
			Management Committee	Member
6	GMR Hyderabad International Airport Limited	Risk Management and ESG Committee	Chairman	

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## ANNEXURE-4 TO THE 28<sup>TH</sup> 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:

I. GENERAL INFORMATION				
(1) Nature of industry	Airport Operations - Transportation and storage (Air Transport)			
(2) Date or expected date of commencement of commercial production	Rajiv Gandhi International Airport (Hyderabad International Airport) commenced its commercial operations on 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	<b>Particulars</b>	<b>FY 2021-22</b>	<b>FY 2022-23</b>	<b>FY 2023-24</b>
	<b>Total Revenue</b>	Rs. 778.68 Cr	Rs. 1384.36 Cr	Rs.2023.05 Cr
	<b>Profit after Tax</b>	(Rs. 108.10 Cr)	Rs. 32.99 Cr	Rs.277.03 Cr
(5) Foreign investments or collaborations, if any	No Foreign Investment as on 31-03-2024			



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II. INFORMATION ABOUT THE APPOINTEE		
Name of Appointee	Mr. Grandhi Mallikarjuna Rao (Mr. GM Rao)	Mr. Grandhi Buchi Sanyasi Raju (Mr. GBS 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.</p> <p>Currently, he is the Executive Chairman of GMR Hyderabad International Airport Limited and Delhi International Airport Limited.</p>	<p>Mr. GBS Raju 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.</p> <p>He is currently the Chairman of the Airport business of the GMR Group.</p> <p>He is the Managing Director of GMR Hyderabad International Airport Limited and Delhi International Airport Limited.</p>
(2) Current / Past remuneration	<p><u>In GMR Hyderabad International Airport Limited:</u> The current total remuneration as approved by the Board and Members, is Rs. 7.32 Crores as a combination of fixed remuneration of Rs. 3.63 Crores per annum and commission of Rs. 3.69 Crores.</p> <p><u>In Delhi International Airport Limited:</u> The total remuneration as approved by the Board and Members, for the financial year 2023-24, as a combination of fixed and variable pay was up to Rs.10.60 crores.</p>	<p><u>In GMR Hyderabad International Airport Limited:</u> The current total remuneration as approved by the Board and Members, is Rs. 6.85 Crores as a combination of fixed remuneration of Rs. 3.39 Crores per annum and commission of Rs.3.46 Crores.</p> <p><u>In Delhi International Airport Limited:</u> The total remuneration as approved by the Board and Member, for the financial year 2023-24, as a combination of fixed and variable pay was up to Rs.10.10 crores.</p>

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<p>(3) Achievements, Recognition or awards</p>	<p>Mr. G M Rao was conferred with the honorary Doctor of Laws by York University, Toronto, Canada in 2011; the honorary Doctorate of Letters by the Andhra University, India in 2010 and honorary Doctor of Letters by the Jawaharlal Nehru Technological University, Hyderabad, India in 2005.</p> <p>He received the award for the 'First Generation Entrepreneur of the 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>Mr. GBS Raju has been the Managing Director of GHIAL since 2018.</p> <p>Mr. GBS Raju's leadership has been pivotal in driving GHIAL's strategic initiatives, aligning them with the company's long-term objectives and market trends. His strategic vision has guided GHIAL through complex challenges and opportunities in the aviation sector, ensuring the company remains competitive and innovative.</p> <p>As the Managing Director of the Company, Mr. GBS Raju has played a key role in achieving operational excellence at GHIAL. His efforts in optimizing airport operations, enhancing service quality, and implementing efficient processes have contributed to GHIAL's reputation as a world-class airport and improved passenger experience.</p> <p>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.</p>
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(4) Job profile and his suitability	In view of the significant achievements that has strengthened the position of Hyderabad Airport on the global aviation map and considering the critical and continuous leadership and guidance provided by Mr. GM Rao, which would be required for the years to come as well, it was proposed to reappoint Mr. GM Rao as the Executive Chairman of the Company for another term of 3 years w.e.f. June 1, 2024 to May 31, 2027.		In the view of his strategic vision, operational excellence, leadership, infrastructure development initiatives, financial acumen, stakeholder engagement efforts, risk management skills, industry benchmarking, long-term value creation focus, and performance achievements towards the growth of the Company, it was proposed to reappoint Mr. GBS Raju as the Managing Director on the Board of the Company for another term of 3 years w.e.f. June 1, 2024 to May 31, 2027.		
(5) Remuneration proposed	<b>Particulars</b>		<b>Amount Rs. in Crs (per annum)</b>		
	Fixed Remuneration		7.70 *		
	Performance Linked Incentive Pay (PLIP)		3.30 *		
	<b>Total</b>		<b>11.00*</b>		
	*with annual increment of 10% YOY				
	S No.	Key Performance Indicators (KPIs) vs Annual Operating Plan (AOP) to ascertain the PLIP	Weigh- tage		
	1	EBIDTA (achieving the EBIDTA numbers as approved by the Board as part of the AOP).	80%		
2	Net Debt to EBIDTA (maintaining at levels as considered in AOP).	10%			
3	ESG initiatives (as per ESG Road map of the Company, given in Annexure 2)	10%			
		<b>Particulars</b>		<b>Amount Rs. in Crs (per annum)</b>	
		Fixed Remuneration		5.60 *	
		Performance Linked Incentive Pay (PLIP)		2.40 *	
		<b>Total</b>		<b>8.00*</b>	
*with annual increment of 10% YOY					
S No.	Key Performance Indicators (KPIs) vs Annual Operating Plan (AOP) to ascertain the PLIP	Weigh- tage			
1	EBIDTA (achieving the EBIDTA numbers as approved by the Board as part of the AOP).	80%			
2	Net Debt to EBIDTA (maintaining at levels as considered in AOP).	10%			
3	ESG initiatives (as per ESG Road map of the Company, given in Annexure 2)	10%			
(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 the 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. AON, a globally reputed HR consulting firm that works extensively on compensation related matters, including Board Executive compensations, had carried a detailed benchmarking study, comparing executive remunerations of close to 100 companies with a mix of large corporate conglomerates, companies that in the comparable range as that of GHIAL in terms of revenues,				

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	capital employed, and also comparable companies in the airport sector.	
(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 holding the position of Executive Chairman. He is related to Mr. GBS 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 except He is holding the position of Managing Director. He is related to Mr. GM Rao, Executive Chairman (Father) and Mr. Grandhi Kiran Kumar, Director (Brother).
<b>III. OTHER INFORMATION:</b>		
(1) Reasons of loss or inadequate profits	Not Applicable	
(2) Steps taken or proposed to be taken for improvement	Not Applicable	
(3) Expected increase in productivity and profits in the measurable terms.	Not Applicable	

#### IV. Disclosures:

The requisite disclosures of remuneration package etc. have been mentioned in the respective resolution(s) read with their respective Explanatory Statement(s). At present, there is no stock option scheme available in the Company.

The respective Explanatory Statement(s) together with other allied documents, being referred to in the resolution shall be construed to be memorandum setting out the terms of reappointment as specified under Section 190 of the Companies Act, 2013.