

GMR Hyderabad International Airport Limited

Transcript of the Proceedings of the 21st Annual General Meeting (AGM)

The 21st Annual General Meeting (“AGM” or “the Meeting”) of the Members of GMR Hyderabad International Airport Limited (“the Company”) was held on Wednesday, September 18, 2024 at 11. 00 A.M. (1ST) through Video Conferencing (‘VC’).

Mr. Sushil Dudeja - Company Secretary and Compliance Officer of the Company, addressed the Members and introduced the Directors and other Invitees, who were present in the Meeting.

Mr. Sushil Dudeja informed that the Meeting was being held through VC in compliance with the circulars issued by the Ministry of Corporate Affairs.

In the absence of the Chairman of the Board, pursuant to the provisions of the Articles of Association of the Company, Mr. Madhu Ramachandra Rao, Independent Director; the Chairman of the Stakeholders Relationship Committee; and Member of the Nomination and Remuneration Committee, was elected as the Chairman of the Meeting. Thereafter, Mr. Madhu Ramachandra Rao chaired and conducted the proceedings of the Meeting.

Mr. A. Subba Rao, Independent Director and the Chairman of the Audit Committee was also present. Further, Mr. Madhu Ramachandra Rao had been authorised by the Chairman of the Nomination and Remuneration Committee (Dr. M. Ramachandran who could not attend this meeting due to his other pre-occupation) to attend the AGM on his behalf.

The Members who participated in the Meeting through VC did the roll call respectively stating their name, location from where they were participating and a confirmation to the effect that none else had access to their venues. The details of Members who participated in the AGM are given below:

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GMR HYDERABAD INTERNATIONAL AIRPORT LIMITED

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SI No	Name of the Member	Present Person or Representative	No. of Shares	Percentage of Holding
1.	Airports Authority of India (AAI)	Representative	4,91,40,000	13.00
2.	Government of Telangana (GoT)	Representative	4,91,40,000	13.00
3.	GMR Airports Limited (formerly known as GMR Airports Infrastructure Limited (GAL))	Representative	27,97,19,995	74.00
4.	GMR Business Process and Services Private Limited (nominee Shareholder of GAL)	Representative	1	--
5.	Dhruvi Securities Limited (nominee Shareholder of GAL)	Representative	1	--
6.	GMR Corporate Services Limited (nominee Shareholder of GAL)	Representative	1	--
7.	GMR Corporate Affairs Limited (nominee Shareholder of GAL)	Representative	1	--
	Total		37,79,99,999	100.00

The Chairman ascertained the quorum through the Company Secretary and the requisite quorum being present, the Chairman called the Meeting to order.

The Chairman informed the Members that the Statutory Registers and the other documents as required under the Companies Act, 2013, were available for inspection throughout the meeting.

The Chairman further stated that the Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2024, together with the report of Auditors thereon, the Directors report and the Secretarial Audit Report for the financial year ended March 31, 2024, were circulated to the members.

With the permission of the members, the Notice of 21st AGM and Auditors Report were taken as read, except the qualifications in the Auditors Report, which the Company Secretary presented before the Members of the Company along with the Management's responses to the same.



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The Members were given the opportunity to ask questions or seek clarifications on each of the agenda items of the AGM Notice.

Thereafter, the following agenda items of business as stated in the notice of AGM, were transacted:

ORDINARY BUSINESS:

1. To consider and adopt:
 - (a) the annual audited standalone Financial Statements for the year ended March 31, 2024, together with annexures thereto, and the reports of the Directors and Auditors thereon ;
 - (b) the annual audited consolidated Financial Statements of the Company for the year ended March 31, 2024, together with annexures thereto and Auditors report thereon;
2. To appoint a Director in place of Mr. Srinivas Bommidala [DIN: 00061464] Non-Executive Director, who retires by rotation, and being eligible, offers himself for re-appointment;
3. To appoint a Director in place of Mr. Dharmendra Bhojwani [DIN: 08826067] Non-Executive Director, who retires by rotation, and being eligible, offers himself for re-appointment;
4. To appoint a Director in place of Mr. K. Ramakrishna Rao IAS [DIN: 05148824] Non-Executive Director, who retires by rotation, and being eligible, offers himself for re-appointment;
5. To appoint a Director in place of Mr. Antoine Crombez [DIN: 09069083] Non-Executive Director, who retires by rotation, and being eligible, offers himself for re-appointment;
6. To reappoint M/s. Walker Chandiook & Co LLP, Chartered Accountants, Hyderabad [ICAI Firm Regn. No. 001076N/N500013] as one of the joint statutory auditors of the Company;

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SPECIAL BUSINESS:

7. To ratify the remuneration of the Cost Auditors of the Company for the financial year 2024-25;
8. To reappoint Mr. A. Subba Rao (DIN: 00082313) as an Independent Director of the Company for the 2nd term of 5 years; and
9. To reappoint Dr. M. Ramachandran (DIN: 01573258) as an Independent Director of the Company for the 2nd term of 5 years.

All Resolutions as per the Notice of the 21st AGM were considered and unanimously approved by the Members by way of show of hands. The Meeting was concluded with a vote of thanks to the Chair at 11.30 A.M. (IST)

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