



# GMR Hyderabad International Airport Limited

CIN: U62100TG2002PLC040118

Registered 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, Email: ghial-cs@gmrgroup.in

## NOTICE OF THE TWENTY FIRST (21<sup>ST</sup>) ANNUAL GENERAL MEETING

NOTICE is hereby given that the Twenty First (21<sup>st</sup>) Annual General Meeting of the Members of GMR Hyderabad International Airport Limited will be held on Wednesday, September 18, 2024, at 11.00 A.M. (IST) through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") at the Registered Office of the Company at GMR Aero Towers, Rajiv Gandhi International Airport, Shamshabad, Hyderabad-500 108, Telangana, to transact the following business:

### 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 Chandiok & Co LLP, Chartered Accountants, Hyderabad [ICAI Firm Regn. No. 001076/N500013] as one of the joint statutory auditors of the Company, by passing the following resolution as an **Ordinary Resolution**, with or without modification(s):

**"RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and based on recommendation by the Audit Committee and Board of Directors, M/s. Walker Chandiok & Co LLP, Chartered Accountants, Hyderabad [ICAI Firm Registration No. 001076/N500013] be and are hereby reappointed as one of the joint statutory auditors of the Company for the 2<sup>nd</sup> term of five (5) consecutive years, to hold office from conclusion of the 21<sup>st</sup> Annual General Meeting (AGM) of the Company till conclusion of the 26<sup>th</sup> AGM to be held in the year 2029, at such remuneration/fee plus applicable taxes and reimbursement of out-of-pocket expenses in connection with audit, as recommended by Audit Committee and as may be decided by Board of Directors of the Company."



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## SPECIAL BUSINESS:

### 7. To ratify the remuneration of Cost Auditors of the Company for the financial year 2024-25.

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(3) and applicable provisions of the Companies Act, 2013 read with Rule 14 of Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and based on the recommendations of the Audit Committee and the Board of Directors, the remuneration / fee of Rs. 6,00,000 plus applicable taxes and reimbursement of out of pocket expenses to M/s. Narasimha Murthy & Co., Cost Accountants (Firm Registration No. 00042) Cost Auditors for conducting cost audit of the Company for the financial year 2024-2025, as approved by the Board of Directors (“Board”) of the Company, be and is hereby ratified.”

### 8. To reappoint Mr. A. Subba Rao (DIN: 00082313) as an Independent 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 Sections 149, 150, 152, 160 and other applicable provisions of the Companies Act, 2013 (“Act”) and the Rules made thereunder, read with Schedule IV to the Act Regulation 17 (1C), 25 (2A) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the provisions contained in the Articles of Association of GMR Hyderabad International Airport Limited (“GHIAL” or “the Company”), the approval of the Shareholders of the Company be and is hereby accorded for the reappointment of Mr. A. Subba Rao (DIN: 00082313) as an Independent Director of the Company, not liable to retire by rotation, with effect from the conclusion of this 21<sup>st</sup> Annual General Meeting i.e. September 18, 2024, to hold office for second term of five (5) consecutive years or upto the conclusion of the 26<sup>th</sup> Annual General Meeting of the Company to be held in the year 2029, whichever is earlier.”

### 9. To reappoint Dr. M. Ramachandran (DIN: 01573258) as an Independent 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 Sections 149, 150, 152, 160 and other applicable provisions of the Companies Act 2013 (“Act”) and the Rules made thereunder, read with Schedule IV to the Act, Regulation 17 (1A), (1C), 25 (2A) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the provisions contained in the Articles of Association of GMR Hyderabad International Airport Limited (“GHIAL” or “the Company”), the approval of the Shareholders of the Company be and is hereby accorded for the reappointment of Dr. M. Ramachandran (DIN: 01573258), aged about 74 years, as an Independent Director of the Company, not liable to retire by rotation, with effect from the conclusion of this 21<sup>st</sup> Annual General Meeting i.e. September 18, 2024, to





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hold office for second term of five (5) consecutive years or upto the conclusion of the 26<sup>th</sup> Annual General Meeting of the Company to be held in the year 2029, whichever is earlier.”

By Order of the Board  
for GMR Hyderabad International Airport Limited

  
Sushil Kumar Dudeja  
Company Secretary  
ACS 19265

Date : August 06, 2024  
Place : Hyderabad

## Notes:

1. Ministry of Corporate Affairs (“MCA”) has vide its Circulars dated April 08, 2020; April 13, 2020; April 21, 2020; May 05, 2020; June 15, 2020; September 28, 2020; December 31, 2020; January 13, 2021; December 8, 2021; December 14, 2021 and vide General Circular No. Policy-17/57/2021-CL-MCA dated May 05, 2022 and the Companies (Meetings of Board and its Powers) Fourth Amendment Rules, 2020 and Circular No.10/2022 dated December 28, 2022 and Circular No. 09/2023 dated September 25, 2023 (collectively referred to as “MCA Circulars”) permitted the holding of the General Meetings through Video Conferencing (“VC”) facility or Other Audio Visual Means (“OAVM”), up to September 30, 2024. Pursuant to the aforesaid MCA Circulars, the 21<sup>st</sup> Annual General Meeting (“AGM” or “the Meeting”) of the Members of GMR Hyderabad International Airport Limited (“GHIAL” or “the Company”) is scheduled to be held on, Wednesday, September 18, 2024, at 11.00 A.M. (IST) through VC, without the physical presence of the Member at a common venue.
2. As per provisions of the Act and the Rules thereunder, the Company is not required to provide the facility of e-voting.
3. The deemed venue for the 21<sup>st</sup> AGM 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. 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, 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 this AGM and hence the Proxy Form and Attendance Slip are not annexed to this AGM Notice.
5. Notice convening the 21<sup>st</sup> AGM along with the 21<sup>st</sup> Annual Report 2023-24 (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, at their e-mail addresses registered with the Company. The 21<sup>st</sup> AGM Notice has been uploaded on the website of the Company at <https://www.hyderabad.aero>.
6. The explanatory statement pursuant to Section 102(1) of the Act in respect of Special Business is annexed hereto, as Annexure-1.
7. Information on Directors seeking reappointment at the 21<sup>st</sup> Annual General Meeting, pursuant to Clause 1.2.5 of the Secretarial Standard-2 on General Meetings, annexed to as Annexure-2.



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8. All the documents referred to in the 21<sup>st</sup> AGM Notice and in respect of Special Business, Annual Report as well as Annual Accounts of the subsidiary companies, Register of Members, Register of Share Transfer, Register of Contracts or Arrangements and Register of Directors' and Key Managerial Personnel and their 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. to 5.00 P.M. on all working days till the date of the 21<sup>st</sup> AGM. In this regard, Members are requested to 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 the accounts or any matter to be placed at the AGM, are requested to write to [ghial-cs@gmrgroup.in](mailto:ghial-cs@gmrgroup.in), on or before September 08, 2024 and response for the same will be sent by the Company accordingly.
9. 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.
10. Corporate members intending to nominate their authorised representative to participate in the Meeting are requested to forward 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. Government / Government Entities intending to nominate their authorised representatives to participate in the Meeting are requested to forward to the Company, the Authorisation Letter. The scanned copy of Authorization Letter (along with Board Resolution for Corporate Members only) shall be sent by email from their registered email id to [ghial-cs@gmrgroup.in](mailto:ghial-cs@gmrgroup.in).
11. 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.
12. 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.
13. The Chairman of the Board will preside as the Chairman of AGM. In case, the Chairman is not present, the Directors present will elect one among themselves to be the Chairman of the AGM. 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 AGM, the members present shall choose one of the members, to be the Chairman of AGM.
14. 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 [ghial-cs@gmrgroup.in](mailto:ghial-cs@gmrgroup.in) from their email addresses which are registered with the Company.
15. This AGM is being held through VC / OAVM, as such the route map to the venue is not annexed to this Notice.
16. The explanatory statement pursuant to Section 102(1) of the Act in respect of Special Business is annexed hereto.





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17. Apart from the ordinary business, the following agenda items under special business are being placed at 21<sup>st</sup> AGM for consideration and approval of the Members, which are unavoidable in the opinion of the Board:

Agenda Item No. 7	To ratify the remuneration of Cost Auditors of the Company for the financial year 2024-25.	The remuneration of Cost Auditors as fixed by the Board is subject to ratification by the Members of the Company. Hence, this agenda is being placed in the 21 <sup>st</sup> AGM.
Agenda Item No. 8	To reappoint Mr. A. Subba Rao as an Independent Director of the Company.	The 1 <sup>st</sup> term of appointment of Mr. A. Subba Rao as an Independent Director expires at this Annual General Meeting. Hence, it is proposed to reappoint Mr. A. Subba Rao as an Independent Director of the Company for a 2 <sup>nd</sup> term of five years.
Agenda Item No. 9	To reappoint Dr. M. Ramachandran as an Independent Director of the Company	The 1 <sup>st</sup> term of appointment of Dr. M. Ramachandran as an Independent Director expires at the conclusion of this Annual General Meeting. Hence, it is proposed to reappoint Dr. M. Ramachandran as an Independent Director of the Company for a 2 <sup>nd</sup> term of five years and to continue his appointment, beyond 75 years of his age, during the second term.

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



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## ANNEXURE-1 TO NOTICE OF THE 21<sup>st</sup> ANNUAL GENERAL MEETING

### Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 Item No. 7

The Board of Directors of the Company at its Meeting held on August 06, 2024, on recommendation of the Audit Committee, had reappointed M/s. Narasimha Murthy & Co., Cost Accountants (Firm Registration No. 000042), as the Cost Auditors of the Company for the financial year 2024-25, at a remuneration of Rs. 6,00,000/- plus applicable taxes and reimbursement of out-of-pocket expenses.

The remuneration payable to the Cost Auditor is subject to ratification by the Members of the Company, 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. Accordingly, the Resolution as set out in Item No. 7 as an Ordinary Resolution, is placed for ratification by the Members.

The Board recommends the resolution as set out in Item No. 7, for approval of the Members as an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in the Resolution as set out in Item No. 7.

### Item Nos. 8 & 9

Mr. A. Subba Rao (DIN: 00082313) and Dr. M. Ramachandran (DIN: 01573258) were appointed as the Independent Directors at the Eighteenth (18th) Annual General Meeting (AGM) of the Company held in the year 2021 (i.e. on September 15, 2021) for the first (1st) term for three years upto the conclusion of this 21<sup>st</sup> Annual General Meeting to be held on September 18, 2024.

In view of the above, the Board of Directors, upon recommendation by the Nomination and Remuneration Committee, had approved and recommended to the shareholders, the reappointment of Mr. A. Subba Rao and Dr. M. Ramachandran as Independent Directors of the Company, not liable to retire by rotation, with effect from the conclusion of the 21<sup>st</sup> Annual General Meeting i.e. September 18, 2024, to hold office for a second term of five (5) consecutive years or upto the conclusion of the 26<sup>th</sup> Annual General Meeting of the Company to be held in the year 2029, whichever is earlier.”

The Nomination and Remuneration Committee and the Board of Directors have assessed the candidatures of Mr. A. Subba Rao and Dr. M. Ramachandran and are of the view that they are persons of integrity and possesses necessary competencies and skills as identified by the Board of Directors for being re-appointed as Independent Directors of the Company.

The proposed Independent Directors meet the criteria of Independence as provided in Section 149(6) of the Act and are not disqualified from being reappointed as the Directors by virtue of the provisions of Section 164 of the Act.





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Keeping in view of the expertise and knowledge of Mr. Rao and Dr. Ramachandran, the Board is of the opinion that it would be in the interest of the Company to re-appoint both these directors for a second term of five years with effect from the conclusion of this AGM i.e. September 18, 2024.

Dr. M. Ramachandran, if reappointed, during the proposed second tenure, would attain the age of 75 years. In terms of Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company intends to continue his directorship beyond the age of 75 years as Dr. M. Ramachandran is a person of integrity, possesses relevant expertise and vast experience. Considering his business acumen and strategic expertise, his re-appointment as independent Director on the Company's Board, will be beneficial and in the best interest of the Company.

The presence of Mr. Subba Rao and Dr. Ramachandran on the Board of the Company adds value to the Board's leadership and their continued association is critical for steering the Company's performance. Hence their proposed reappointment as Independent Directors (Non-Executive Directors) is being placed before the Shareholders of the Company for their approval through a special resolution.

The Company has received the notices under Section 160 of the Companies Act, 2013, proposing the candidature of Mr. A. Subba Rao and Dr. M. Ramachandran as the Independent Directors of the Company.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, except Mr. A. Subba Rao and Dr. M. Ramachandran and their respective relatives, are concerned or interested in the resolution.

The Board recommends the resolutions as set out in Item nos. 8 & 9 of the 21<sup>st</sup> AGM Notice for approval of the shareholders, as the Special Resolutions.

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

**Sushil Kumar Dudeja**

Company Secretary  
Membership No. A19265

Date : August 06, 2024  
Place: Hyderabad



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## ANNEXURE-1 TO NOTICE OF THE 21<sup>st</sup> ANNUAL GENERAL MEETING

Information on Directors seeking appointment / reappointment at the 21<sup>st</sup> Annual General Meeting, pursuant to Clause 1.2.5 of the Secretarial Standard-2 on General Meetings:

### 1) Mr. Amarthaluru Subba Rao

Name of Director	<b>Mr. A. Subba Rao (Amarthaluru Subba Rao)</b>			
DIN	00082313			
Age (Years)	63 Years			
Qualification	Chartered Accountant			
Experience	More than 35 years			
Terms & Conditions of reappointment including Remuneration	Reappointment as Independent Director as per terms and conditions stated in the foregoing resolution			
Date of first appointment as the Independent Director	September 15, 2021			
Shareholding in the Company	Nil			
Relationship with other Directors, Manager & KMPs	No relationship with other Directors, Manager & KMPs			
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	Independent Director	
	2	Delhi International Airport Limited	Independent Director	
	3	Delhi Duty Free Services Private Limited	Independent Director	
	4	Sobha Limited	Independent Director	
	5	Gigleji Teknet Private Limited	Director	
Committee Chairmanships / Memberships	<b>Sno</b>	<b>Name of the Companies</b>	<b>Committees</b>	<b>Designation</b>
	1	GMR Airports Infrastructure Limited	Audit Committee	Chairman
			Stakeholders Relationship Committee	Member
			Nomination and Remuneration Committee	Member
			Environment, Social and Governance Committee	Member





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2	GMR Hyderabad International Airport Limited	Audit Committee	Chairman
		Nomination and Remuneration Committee	Member
		Corporate Social Responsibility Committee	Chairman
		Risk Management Committee	Member
		Environment, Social and Governance Committee	Member
3	Delhi International Airport Limited	Audit Committee	Chairman
		Nomination and Remuneration Committee	Member
		Risk Management Committee	Member
		Environment, Social and Governance Committee	Member
4	Delhi Duty Free Services Private Limited	Audit Committee	Chairman
5	Sobha Limited	Audit Committee	Member
		Nomination and Remuneration Committee	Member
		Risk Management Committee	Member

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### 2) Dr. Ramachandran Mundayat

Name of Director	Dr. M. Ramachandran ( Mundayat Ramachandran)			
DIN	01573258			
Age (Years)	74 years			
Qualification	B.A. in History			
Experience	More than 50 years			
Terms and Conditions of Reappointment including Remuneration	Reappointment as Independent Director as per terms and conditions stated in the foregoing resolution.			
Date of first appointment as the Independent Director	September 15, 2021			
Shareholding in the Company	Nil			
Relationship with other Directors, Manager & KMPs	No Relationship with other Directors, Manager & KMPs			
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>Names of the Companies</b>	<b>Designation</b>	
	1	GMR Airports Infrastructure Limited	Independent Director	
	2	GMR Goa International Airport Limited	Independent Director	
	3	Delhi International Airport Limited	Independent Director	
	4	GMR Warora Energy Limited	Independent Director	
	5	GMR Kamalanga Energy Limited	Independent Director	
	6	GMR Visakhapatnam International Airport Limited	Independent Director	
	7	GMR Energy Limited	Independent Director	
	8	GMR Bajoli Holi Hydropower Private Limited	Independent Director	
	9	Cochin Smart Mission Limited	Independent Director	
	10	IDFC Foundation	Nominee Director	
11	Sanmarg Projects Private Limited	Independent Director		
Committee Chairmanships / Memberships	<b>SNo</b>	<b>Name of the Companies</b>	<b>Name of Committees</b>	<b>Designation</b>
	1	GMR Warora Energy Limited	Audit Committee	Member
			Nomination and Remuneration Committee	Member
			Corporate Social Responsibility Committee	Member
	2	GMR Bajoli Holi Hydropower Private Limited	Audit Committee	Chairman
			Nomination and Remuneration Committee	Chairman
Corporate Social Responsibility Committee			Chairman	

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	3	GMR Kamalanga Energy Limited	Audit Committee	Member
			Nomination and Remuneration Committee	Member
			Corporate Social Responsibility Committee	Member
	4	Delhi International Airport Limited	Audit Committee	Member
			Nomination and Remuneration Committee	Chairman
	5	GMR Energy Limited	Audit Committee	Chairman
			Nomination and Remuneration Committee	Chairman
			Corporate Social Responsibility Committee	Member
	6	Cochin Smart Mission Limited	Audit Committee	Chairman
Nomination and Remuneration Committee			Member	
7	GMR Visakhapatnam International Airport Limited	Audit Committee	Member	
		Nomination and Remuneration Committee	Chairman	
		Corporate Social Responsibility Committee	Chairman	
8	GMR Goa International Airport Limited	Audit Committee	Member	
		Nomination and Remuneration Committee	Chairman	
9	GMR Airports Infrastructure Limited	Audit Committee	Member	
		Nomination and Remuneration Committee	Chairman	
10	GMR Hyderabad International Airport Limited	Audit Committee	Member	
		Nomination and Remuneration Committee	Chairman	

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

  
Sushil Kumar Dudeja

Company Secretary  
Membership No. A19265

Date : August 06, 2024  
Place: Hyderabad