

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 NINTH (29TH) EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the Twenty Ninth (29th) Extraordinary General Meeting of the Members of GMR Hyderabad International Airport Limited will be held on Friday, November 29, 2024, at 04.00 p.m. (IST) through Video Conferencing ("VC") to transact the following **special business**:

1. Appointment of Mr. Vikas Raj, IAS (DIN 02648465) 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 the 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. Vikas Raj, IAS (DIN 02648465), who was appointed as an Additional Director of the Company by the Board of Directors with effect from October 23, 2024, subject to the approval of Members of the Company and be and is hereby appointed as a Director (Non-Executive Director) of the Company and that he shall be liable to retire by rotation.

RESOLVED FURTHER THAT the 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. B. V. N. Rao (DIN 00051167) 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 the 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,

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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. B. V. N. Rao (DIN 00051167), who was appointed as an Additional Director of the Company by the Board of Directors with effect from October 23, 2024, subject to the approval of Members of the Company, be and is hereby appointed as a Director (Non-Executive Director) of the Company and that he shall be liable to retire by rotation.

RESOLVED FURTHER THAT the 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.”

3. Appointment of Mr. Saurabh Chawla (DIN 01043739) 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. Saurabh Chawla (DIN 01043739), who was appointed as an Additional Director of the Company by the Board of Directors with effect from October 23, 2024, subject to the approval of Members of the Company, be and is hereby appointed as a Director (Non-Executive Director) of the Company and that he shall be liable to retire by rotation.

RESOLVED FURTHER THAT the 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 : October 23, 2024
Place: Hyderabad

Deepak C. S.
Company Secretary & Compliance Officer
ICSI MNo. FCS 5060

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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 5, 2022, December 28, 2022, September 25, 2023 and September 19, 2024 (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; January 5, 2023 and October 3, 2024 (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 29th Extraordinary General Meeting (“EGM” of “the Meeting”) of GMR Hyderabad International Airport Limited (“GHIAL” or “the Company”) is scheduled to be held on Friday, November 29, 2024, at 4.00 p.m. (IST) through VC.
3. As per the provisions of the Act and the Rules thereunder, the Company is not required to provide the facility of e-voting.
4. 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.
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 29th 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.
7. The explanatory statement pursuant to Section 102(1) of the Act in respect of Special Business is annexed hereto, as Annexure-1.
8. All the documents referred to in the 29th 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. 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 November 20, 2024 and response for the same will be sent by the Company accordingly.

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9. The attendance of the Members attending the EGM 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 EGM. Government / Government Entities intending to nominate their authorised representatives to participate in the Meeting are requested to forward to the Company, the Authorisation Letter. 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.
11. The instructions or details of the EGM 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 EGM, shall be shared separately.
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, the Directors present will elect one among themselves to be the 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 the members, to be the Chairman of EGM.
14. The Chairman of the EGM 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 from their email addresses which are registered with the Company.
15. This EGM is being held through VC / OAVM, 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

Date : October 23, 2024
Place: Hyderabad



Deepak C. S.
Company Secretary & Compliance Officer
ICSI MNo. FCS 5060

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ANNEXURE-1 TO THE 29TH 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

Pursuant to the provisions of Section 161 of the Companies Act, 2013, and based on the recommendation of the Nomination and Remuneration Committee, Mr. Vikas Raj IAS (DIN 02648465) was appointed by the Board of Directors, as an Additional Director of the Company, with effect from October 23, 2024 to 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 a 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. Vikas Raj IAS pursuant to Clause 1.2.5 of the Secretarial Standard-2 on General Meetings, are given in Annexure-2.

Mr. Vikas Raj IAS 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. Vikas Raj 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. Vikas Raj IAS himself, is concerned or interested in the resolution.

The Board recommends the resolution as set out in Item no. 1 of the 29th EGM Notice for approval of the members, 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. B. V. N. Rao (DIN 00051167) was appointed by the Board of Directors, as an Additional Director of the Company, with effect from October 23, 2024 to 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 a 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. B. V. N. Rao pursuant to Clause 1.2.5 of the Secretarial Standard-2 on General Meetings, are given in Annexure-2.

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Mr. B. V. N. Rao 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. B. V. N. Rao 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. B. V. N. Rao himself, is concerned or interested in the resolution.

The Board recommends the resolution as set out in Item no. 2 of the 29th EGM Notice for approval of the shareholders, as an Ordinary Resolution.

Item No. 3

Pursuant to the provisions of Section 161 of the Companies Act, 2013, and based on the recommendation of the Nomination and Remuneration Committee, Mr. Saurabh Chawla (DIN 01043739) was appointed by the Board of Directors, as an Additional Director of the Company, with effect from October 23, 2024 to 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 a 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. Saurabh Chawla pursuant to Clause 1.2.5 of the Secretarial Standard-2 on General Meetings, are given in Annexure-2

Mr. Saurabh Chawla 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. Saurabh Chawla 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. Saurabh Chawla himself, is concerned or interested in the resolution.

The Board recommends the resolution as set out in Item no. 3 of the 29th EGM Notice for approval of the shareholders, as an Ordinary Resolution.

By Order of the Board
for GMR Hyderabad International Airport Limited



Date : October 23, 2024
Place: Hyderabad

Deepak C. S.
Company Secretary & Compliance Officer
ICSI MNo. FCS 5060

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ANNEXURE 2 TO THE 29th EGM NOTICE

Details of Directors seeking appointment / reappointment at the 29th EGM pursuant to Clause 1.2.5 of the Secretarial Standard-2 on General Meetings:

1. Mr. Vikas Raj, IAS

Name of Director	Mr. Vikas Raj, IAS
DIN	02648465
Age (Years)	56 Years
Qualification	Engineering (Mechanical), MBA
Experience	33 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	October 23, 2024
Shareholding in the Company	Nil
Relationship with other Directors, Manager & KMPs	Nil
Other Directorships	Nil
Committee Chairmanships / Memberships in the Other Companies	Nil

2. Mr. B. V. N. Rao

Name of Director	Mr. B. V. N. Rao		
DIN	00051167		
Age (Years)	70 Years		
Qualification	Engineering (Mechanical)		
Experience	48 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	October 23, 2024		
Shareholding in the Company	Nil		
Relationship with other Directors, Manager & KMPs	Nil		
Other Directorships	SNo	Names of the Company	Designation
	1	GMR Varalakshmi Foundation	Director
	2	GMR Highways Limited	Director
	3	GMR Krishnagiri SIR Limited	Chairman
	4	GMR Power and Urban Infra Limited	Director
	5	Parampara Family Business Institute	Director
	6	TIM Delhi Airport Advertising Private Limited	Chairman (ED)
	7	GMR Enterprises Private Limited	Director
Committee Chairmanships / Memberships in the Other Companies	Sno	Name of the Company	Name of Committee
	1	GMR Power and Urban Infra Limited	Management Committee
			Designation
			Member

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			Nomination and Remuneration Committee	Member
			Environment, Social and Governance Committee	Member
	2	GMR Enterprises Private Limited	Audit Committee	Member
			Stakeholder Relationship Committee	Chairman
			Nomination & Remuneration Committee	Member
			Risk Management Committee	Member
			Corporate Social Responsibility Committee	Member
			IT Strategy Committee	Member
			Management Committee	Member
	3	GMR Highways Limited	Nomination and Remuneration Committee	Member
Management Committee			Member	

3. Mr. Saurabh Chawla:

Name of Director	Mr. Saurabh Chawla			
DIN	01043739			
Age (Years)	60 Years			
Qualification	B. Com (Hons), MBA			
Experience	More than 30 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	October 23, 2024			
Shareholding in the Company	Nil			
Relationship with other Directors, Manager & KMPs	Nil			
Other Directorships	SNo.	Names of the Company	Designation	
	1	Blackstone Finance and Securities Private Limited	Director	
	2	GMR Corporate Services Limited (formerly GMR Aerostructure Services Limited)	Director	
Committee Chairmanships / Memberships in other Companies	SNo.	Names of the Company	Name of Committee	Designation
	1	GMR Corporate Services Limited	Management Committee	Member
	2	GMR Airports Limited (Formerly GMR Airports Infrastructure Limited)	Risk Management Committee	Member