

## NOTICE OF THE NINETEENTH (19<sup>TH</sup>) ANNUAL GENERAL MEETING

Notice is hereby given that the Nineteenth (19<sup>th</sup>) Annual General Meeting of the Members of GMR Hyderabad International Airport Limited will be held on **Thursday, September 15, 2022 at 11.00 A.M. (IST)** through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

### ORDINARY BUSINESS:

1. To consider and adopt the standalone audited financial statements of the Company for the financial year ended March 31, 2022 together with the reports of the Board of Directors and Statutory Auditors thereon.
2. To consider and adopt the audited consolidated financial statements of the Company for the financial year ended March 31, 2022 and the report of Statutory Auditors thereon.
3. To appoint a Director in place of Mr. Srinivas Bommidala [DIN: 00061464] 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] who retires by rotation, and being eligible, offers himself for re-appointment.
5. To appoint a Director in place of Mr. Jayesh Ranjan, IAS [DIN : 00003692] who retires by rotation, and being eligible, offers himself for re-appointment.
6. 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 139, 142 and other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, M/s. K. S. Rao & Co., Chartered Accountants [Firm Registration No.003109S] be and are hereby reappointed as one of the Joint Statutory Auditors of the Company for a term of five (5) consecutive years, to hold office from conclusion of the 19<sup>th</sup> Annual General Meeting (AGM) of the Company till conclusion of the 24<sup>th</sup> AGM to be held in the year 2027, at such remuneration, as may be decided by Board of Directors of the Company."

**SPECIAL BUSINESS:**

7. 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 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the remuneration of Rs.5,25,000/- (Rupees Five Lakhs and Twenty-five Thousand only) plus applicable taxes and reimbursement of out of pocket expenses, payable to M/s. Narasimha Murthy & Co., Cost Accountants (Firm Registration No. 000042), appointed by the Board of Directors as Cost Auditors, for conducting the audit of cost records of the Company for the financial year 2022-23, be and is hereby ratified.”

8. 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 149, 152, 160 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, Mr. Dharmendra Bhojwani [DIN: 08826067] who was appointed as an additional Director of the Company with effect from January 06, 2022, and who holds office upto the date of 19<sup>th</sup> Annual General Meeting in terms of Section 161 of the Act, be and is hereby appointed as a Director of the Company and that he shall be liable to retire by rotation.

9. 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 149, 152, 160 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, Mr. Iskandar Mizal bin Mahmood [DIN: 09479519] who was appointed as an additional Director of the Company with effect from February 02, 2022, and who holds office upto the date of the 19<sup>th</sup> Annual General Meeting in terms of Section 161 of the Act, be and is hereby appointed as a Director of the Company and that he shall be liable to retire by rotation.

10. 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 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Rules made thereunder, read with Schedule IV to the Act and Articles of Association of the Company, Mr. Madhu Ramachandra Rao (DIN: 02683483), be and is hereby reappointed as an Independent Director of the Company, not liable to retire by rotation, to hold office from the conclusion of the 19<sup>th</sup> Annual General Meeting of the Company for a second term of five (5) years or upto the conclusion of the 24<sup>th</sup> Annual General Meeting of the Company to be held in the year 2027, whichever is earlier.

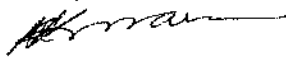


11. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 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 and Articles of Association of the Company, Mrs. Bijal Tushar Ajinkya (DIN: 01976832) be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office from the conclusion of the 19<sup>th</sup> Annual General Meeting of the Company for a term of five (5) years or upto the conclusion of the 24<sup>th</sup> Annual General Meeting of the Company to be held in the year 2027, whichever is earlier.

By Order of the Board  
for GMR Hyderabad International Airport Limited

Date : July 18, 2022  
Place: Hyderabad

  
Kiran Kumar Manikwar  
Company Secretary



**Notes:**

1. In view of the continuing Covid-19 pandemic, the 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 (collectively referred to as “MCA Circulars”) and the Companies (Meetings of Board and its Powers) Fourth Amendment Rules, 2020 permitted the holding of the General Meetings through Video Conferencing (“VC”) facility or Other Audio Visual Means (“OAVM”), without the physical presence of the Members at a common venue, in compliance with the provisions of the Companies Act, 2013 (“Act”). Pursuant to the aforesaid MCA Circulars, the 19<sup>th</sup> Annual General Meeting (“AGM” or “the Meeting”) of GMR Hyderabad International Airport Limited (“GHIAL” or “the Company”) is scheduled to be held on Thursday, September 15, 2022, at 11.00 A.M. (IST) through video conferencing (VC) / OAVM.
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 19<sup>th</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 19<sup>th</sup> AGM along with the 19<sup>th</sup> Annual Report 2021-22 (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 their e-mail addresses registered with the Company. The 19<sup>th</sup> AGM Notice has been uploaded on the website of the Company at <https://www.hyderabad.aero/our-company.aspx>.
6. The explanatory statement pursuant to Section 102(1) of the Act in respect of Special Business is annexed hereto.
7. All the documents referred to in the 19<sup>th</sup> AGM Notice 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 19<sup>th</sup> AGM. In this regard, Members are requested to send an email from their registered email id to [manikwar.kirankumar@gmrgroup.in](mailto:manikwar.kirankumar@gmrgroup.in) with a copy marked to [Rachakonda.Chakrapani@gmrgroup.in](mailto:Rachakonda.Chakrapani@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 [manikwar.kirankumar@gmrgroup.in](mailto:manikwar.kirankumar@gmrgroup.in), on or before September 08, 2022 and response for the same will be sent by the Company accordingly.
8. 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.
9. 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 [manikwar.kirankumar@gmrgroup.in](mailto:manikwar.kirankumar@gmrgroup.in) with a copy marked to [Rachakonda.Chakrapani@gmrgroup.in](mailto:Rachakonda.Chakrapani@gmrgroup.in).
10. 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.
11. 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.
12. 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.



13. 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 [manikwar.kirankumar@gmrgroup.in] from their email addresses which are registered with the Company.
14. This AGM is being held through VC / OAVM, as such the route map to the venue is not annexed to this Notice.
15. Apart from the ordinary business, the following agenda items under special business are being placed at 19<sup>th</sup> AGM for consideration and approval of the Members, which are unavoidable in the opinion of the Board:

Agenda Item No. 7	Ratification of remuneration of the Cost Auditors for the financial year 2022-23	The cost audit remuneration fixed by the Board is subject to ratification by the Members of the Company. Hence, placing this agenda in the 19 <sup>th</sup> AGM.
Agenda Item No. 8	Appointment of Mr. Dharmendra Bhojwani as the Director of the Company.	Mr. Dharmendra Bhojwani was appointed as an additional Director and holds the office up to the date of the ensuing 19 <sup>th</sup> AGM. It is proposed to appoint him as a Director of the Company. Hence, placing this agenda in the 19 <sup>th</sup> AGM.
Agenda Item No. 9	Appointment of Mr. Iskandar Mizal bin Mahmood as the Director of the Company.	Mr. Iskandar Mizal bin Mahmood was appointed as an additional Director and holds the office up to the date of the ensuing 19 <sup>th</sup> AGM. It is proposed to appoint him as a Director of the Company. Hence, placing this agenda in the 19 <sup>th</sup> AGM.
Agenda Item No. 10	Re-appointment of Mr. Madhu Ramachandra Rao as an Independent Director of the Company	The 1 <sup>st</sup> term of appointment of Mr. Madhu Ramachandra Rao (Independent Director) is up to the ensuing 19 <sup>th</sup> AGM. It is proposed to reappoint Mr. Madhu Ramachandra Rao as an Independent Director of the Company for another term. Hence, placing this agenda in the 19 <sup>th</sup> AGM.
Agenda Item No. 11	Appointment of Mrs. Bijal Tushar Ajinkya as an Independent Director and also as the Women Director of the Company	In order to broad base the Board, it is proposed to appoint Mrs. Bijal Tushar Ajinkya as an Independent Director of the Company. The appointment will also enable the Company to fulfill the mandatory requirement of having a woman Director, consequent to retirement of Mrs. Siva Kameswari Vissa. Hence, placing this agenda in the 19 <sup>th</sup> AGM.

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

17. At least one Independent Director and the Auditor or his / her authorized representative, who is qualified to be an auditor would attend such meeting through VC or OAVM facility.
18. M/s. K. S. Rao & Co., Chartered Accountants, Bengaluru [ICAI Firm Registration No. 003109S] were appointed as one of the Joint Statutory Auditors of the Company for a term of five (5) years to hold office from the conclusion of the 14<sup>th</sup> AGM held in year 2017 till the conclusion of the 19<sup>th</sup> AGM to be held in the year 2022. After evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc., the Board of Directors of the Company, based on the recommendation of the Audit Committee, has considered and recommended the re-appointment of M/s. K. S. Rao & Co., for another term of five (5) years to hold office from the conclusion of the ensuing 19<sup>th</sup> AGM till the conclusion of the 24<sup>th</sup> AGM to be held in the year 2027, as set out in Item No. 6 of this Notice.



## ANNEXURE TO NOTICE OF THE 19<sup>th</sup> ANNUAL GENERAL MEETING

### Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013

#### Item No. 7

The Board of Directors ("the Board") of the Company at its Meeting held on April 28, 2022, on recommendation of the Audit Committee had reappointed M/s. Narasimha Murthy & Co., Cost Accountants (Firm Registration No. 000042), as Cost Auditors of the Company for the financial year 2022-23, at a remuneration of Rs.5,25,000/- plus applicable taxes and reimbursement of out-of-pocket expenses.

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, the remuneration payable to the Cost Auditors is required to be ratified by the Members of the Company. 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 No. 8

Pursuant to the provisions of Section 161 of the Companies Act, 2013, and based on the recommendation of the Nomination and Remuneration Committee, Mr. Dharmendra Bhojwani was appointed, by the Board, as an additional Director of the Company, with effect from January 06, 2022. Pursuant to Section 161 of the Companies Act, 2013, he holds the office up to the date of the 19<sup>th</sup> AGM.

The Board, based on the recommendation of the Nomination and Remuneration Committee, recommended the appointment of Mr. Dharmendra Bhojwani as a Director of the Company. He shall be a Non-Executive Director of the Company and shall be liable for retirement by rotation. The Company has received a Notice under Section 160 of the Companies Act, 2013, proposing the candidature of Mr. Dharmendra Bhojwani as the Director of the Company.

None of the Directors or Key Managerial Personnel of the Company or their relatives, except Mr. Dharmendra Bhojwani and his relatives, is concerned or interested in the resolution.

The Board recommends the resolution as set out in Item No. 8 of the 19<sup>th</sup> AGM Notice for approval of the Members, as an Ordinary Resolution.

#### Item No. 9

Pursuant to the provisions of Section 161 of the Companies Act, 2013, and based on the recommendation of the Nomination and Remuneration Committee, Mr. Iskandar Mizal bin Mahmood was appointed, by the Board, as an additional Director of the Company, with effect from February 02, 2022. Pursuant to Section 161 of the Companies Act, 2013, he holds the office up to the date of the 19<sup>th</sup> AGM.



The Board, based on the recommendation of the Nomination and Remuneration Committee, recommended the appointment of Mr. Iskandar Mizal bin Mahmood as a Director of the Company. He shall be a Non-Executive Director of the Company and shall be liable for retirement by rotation. The Company has received a Notice under Section 160 of the Companies Act, 2013, proposing the candidature of Mr. Iskandar Mizal bin Mahmood, as the Director of the Company.

None of the Directors or Key Managerial Personnel of the Company or their relatives, except Mr. Iskandar Mizal bin Mahmood and his relatives, is concerned or interested in the resolution.

The Board recommends the resolution as set out in Item No. 9 of the 19<sup>th</sup> AGM Notice for approval of the Members, as an Ordinary Resolution.

#### **Item No. 10**

Mr. Madhu Ramachandra Rao was appointed as an Independent Director of the Company, to hold office for the first term commencing from July 02, 2018 upto the 19<sup>th</sup> AGM to be held in the year 2022. Keeping in view of his expertise and knowledge, the Board is of the opinion that it would be in the interest of the Company to reappoint Mr. Madhu Ramachandra Rao as an Independent Director of the Company for second term commencing from the date of the 19<sup>th</sup> AGM for a period of five years or upto date of the 24<sup>th</sup> AGM to be held in the year 2027, whichever is earlier.

Mr. Madhu Ramachandra Rao meets the criteria of independence as provided under Section 149 (6) of the Act. A declaration to this effect has also been furnished by Mr. Madhu Ramachandra Rao. Further, the Company has received declaration from Mr. Madhu Ramachandra Rao that he is not disqualified from being reappointed as an Independent Director in terms of Section 164 of the Companies Act, 2013 and other applicable provisions of the Act and has given his consent for the reappointment. The Company has received a Notice under Section 160 of the Companies Act, 2013, proposing the candidature of Mr. Madhu Ramachandra Rao as an Independent Director of the Company.

The Nomination and Remuneration Committee and the Board of Directors, on the basis of performance evaluation, recommended the reappointment of Mr. Madhu Ramachandra Rao as an Independent Director of the Company and they are of the view that he has the necessary competencies, skills and integrity.

As per the provisions of Section 149 of the Companies Act, 2013, Mr. Madhu Ramachandra Rao being an Independent Director is not liable to retire by rotation.

Mr. Madhu Ramachandra Rao does not hold any shares in the Company and he is not related to any Director or Key Managerial Personnel of the Company.

None of the Directors or Key Managerial Personnel of the Company or their relatives, except Mr. Madhu Ramachandra Rao and his relatives, is concerned or interested in the resolution.

The Board recommends the resolution as set out in Item no.10 of the 19<sup>th</sup> AGM Notice for approval of the Members, as a Special Resolution.





**Item No. 11**

In order to broad-base the Board, the Board of Directors, upon recommendation by the Nomination and Remuneration Committee, recommend to the Members the appointment of Mrs. Bijal Tushar Ajinkya (DIN: 01976832) as an Independent Director of the Company, not liable to retire by rotation, from the conclusion of the 19<sup>th</sup> AGM for a term of 5 years or upto the date of the 24<sup>th</sup> AGM of the Company to be held in year 2027, whichever is earlier. Further, the appointment of Mrs. Bijal Tushar Ajinkya will enable the Company to fulfil the requirement of having a woman Director, consequent to retirement of Mrs. Siva Kameswari Vissa.

The Nomination and Remuneration Committee and the Board of Directors have assessed the candidature of Mrs. Bijal Tushar Ajinkya and they are of the view that the proposed Independent Director has the necessary competencies and skills, and integrity and recommended her appointment to the Members.

The Company has received declaration from Mrs. Bijal Tushar Ajinkya that she is not disqualified from being appointed as an Independent Director in terms of Section 164 of the Companies Act, 2013 and other applicable provisions of the Act and has given her consent for the appointment. Further, the Company has also received a declaration from her confirming that she meets the criteria of independence as provided in Section 149(6) of the Act. In the opinion of the Board, Mrs. Bijal Tushar Ajinkya meets the criteria of Independence as provided in Section 149(6) of the Act. The Company has received a Notice under Section 160 of the Companies Act, 2013, proposing the candidature of Mrs. Bijal Tushar Ajinkya as an Independent Director of the Company. As per the provisions of Section 149 of the Companies Act, 2013, Mrs. Bijal Tushar Ajinkya being an Independent Director is not liable to retire by rotation.

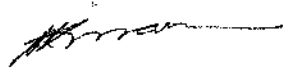
Mrs. Bijal Tushar Ajinkya does not hold any shares in the Company and she is not related to any Director or Key Managerial Personnel of the Company.

None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolution.

The Board recommends the resolution as set out in Item No.11 of the 19<sup>th</sup> AGM Notice for approval of the Members, as an Ordinary Resolution.

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

Date : July 18, 2022  
Place: Hyderabad

  
Kiran Kumar Manikwar  
Company Secretary



Details of Directors seeking appointment / reappointment as Directors of the Company at the 19<sup>th</sup> Annual General Meeting, in respect of Special Business, pursuant to Clause 1.2.5 of the Secretarial Standard-2 on General Meetings:

Mr. Dharmendra Bhojwani :

Name of Director	Mr. Dharmendra Bhojwani		
DIN	08826067		
Age (Years)	57 Years		
Educational Qualifications	B. Com, ICAI		
No of Years of Experience	Over 32 Years		
Terms & Conditions of appointment	Appointment as Director as per terms and conditions as stated in the resolution.		
Date of first appointment on Board	January 06, 2022		
Shareholding in the Company	Nil		
Relationship with other Directors, Manager & KMPs	Nil		
Directorships in Indian Companies	1. GMR Hyderabad International Airport Limited 2. Bangalore International Airport Limited 3. Digi Yatra Foundation		
Committee Chairmanships / Memberships in Indian Companies	Name of the Company	Name of the Committee	Position held (Chairman/ Member)
	GMR Hyderabad International Airport Limited	Nomination and Remuneration Committee	Member
	GMR Hyderabad International Airport Limited	Share Allotment and Transfer Committee	Member
Other information	<p><b>Mr. Dharmendra Bhojwani</b> is a commerce Graduate and Associate Member of the Institute of Cost and Management Accountants of India.</p> <p>Presently, he is an Executive Director (Finance) in Airports Authority of India. He has rich experience of more than 32 years and associated with AAI in various capacities. In his present position, he is looking after Corporate Accounts, Market Borrowings, Capital Budget, Financial Concurrence, etc.</p>		



**Mr. Iskandar Mizal bin Mahmood :**

Name of Director	Mr. Iskandar Mizal bin Mahmood
DIN	09479519
Age (Years)	56 Years
Educational Qualifications	Bachelor's degree in Business Administration (Accounting) from Boston University, United States of America.
No of Years of Experience	33 years of professional experience
Terms & Conditions of appointment	Appointment as Director as per terms and conditions as stated in the resolution.
Date of first appointment on Board	February 02, 2022
Shareholding in the Company	Nil
Relationship with other Directors, Manager & KMPs	Nil
Directorships in Indian Companies	GMR Hyderabad International Airport Limited
Committee Chairmanships / Memberships in Indian Companies	-
Other information	<p>Presently, <b>Dato' Iskandar Mizal bin Mahmood</b> is the Managing Director of Malaysia Airports Holdings Berhad.</p> <p>Dato' Iskandar is a corporate leader with over 33 years of experience and had served several companies in multiple sectors, of which 20 years were in leadership positions.</p>



**Mr. Madhu Ramachandra Rao :**

Name of Director	Mr. Madhu Ramachandra Rao		
DIN	02683483		
Age (Years)	70 Years		
Educational Qualifications	Chartered Accountant		
Nos of years of Experience	42 years		
Terms & Conditions of appointment	Reappointment as an Independent Director as per terms and conditions as stated in the resolution.		
Date of first appointment on Board	July 02, 2018		
Shareholding in the Company	Nil		
Relationship with other Directors, Manager & KMPs	Nil		
Directorships in Indian Companies	<ol style="list-style-type: none"> <li>1. GMR Hyderabad International Airport Limited</li> <li>2. Shree Renuka Sugars Limited</li> <li>3. Adani Wilmar Limited</li> <li>4. Gokak Sugars Ltd</li> <li>5. GMR Goa International Airport Limited</li> <li>6. Sumeru Global Holdings and Services Private Limited</li> <li>7. Sumeru Software Solutions Private Limited</li> </ol>		
Committee Chairmanships / Memberships in Indian Companies	<b>Name of the Company</b>	<b>Name of the Committee</b>	<b>Position held (Chairman/Member)</b>
	Shree Renuka Sugars Limited	Audit Committee	Chairman
	Gokak Sugars Limited	Audit Committee	Chairman
	GMR Goa International Airport Limited	Audit Committee	Member
	GMR Hyderabad International Airport Limited	Audit Committee	Member
	Adani Wilmar Limited	Audit Committee	Member
	Shree Renuka Sugars Limited	Stakeholders' Relationship Committee	Chairman
	Shree Renuka Sugars Limited	Nomination & Remuneration Committee	Member
	Shree Renuka Sugars Limited	Risk Management Committee	Member
	Gokak Sugars Limited	Nomination & Remuneration Committee	Member
	GMR Goa International Airport Limited	Nomination & Remuneration Committee	Member
	GMR Goa International Airport Limited	Share Allotment and Transfer Committee	Member
	GMR Hyderabad International Airport Limited	Nomination & Remuneration Committee	Member
	GMR Hyderabad International Airport Limited	Share Allotment and Transfer Committee	Chairman
	Adani Wilmar Limited	Nomination & Remuneration Committee	Member
Adani Wilmar Limited	Corporate Social Responsibility Committee	Member	

<b>Other information</b>	<p><b>Mr. Madhu Ramachandra Rao</b> is a Chartered Accountant by profession. He was a partner with M/s. N. M. Raiji &amp; Co., Chartered Accountants, for about 12 years during 1976 to 1988.</p> <p>Thereafter, Mr. Madhu Rao was associated with M/s. Shangri- La Hotels &amp; Resorts, Hong Kong for about 30 years from 1988 to 2017 in various capacities as Group Financial Controller, CFO, Executive Director and Vice Chairman. He has worked with three generations of Shangri-La Group in Hong Kong and he was also a member of the Executive Committee of the Board and also participated in the growth of the company and its business from 9 hotels in 1988 to 101 hotels. He was actively involved in all core aspects of business including, framing corporate and accounting policies &amp; procedures, talent acquisition, investment analysis, marketing strategies, liaison with the auditors, maintain cordial investor relations, negotiating investment incentives with Government, Corporate Bond and Rights Issue, etc.</p>
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**Mrs. Bijal Tushar Ajinkya :**

Name of Director	Mrs. Bijal Tushar Ajinkya
DIN	01976832
Age (Years)	46 Years
Educational Qualifications	L.L. M. (in International Law)
Nos of years of Experience	Over 20 years of experience
Terms & Conditions of appointment	Appointment as an Independent Director as per terms and conditions as stated in the resolution.
Date of first appointment on Board	Proposed to be appointed at the ensuing AGM
Shareholding in the Company	Nil
Relationship with other Directors, Manager & KMPs	Nil
Directorships in Indian Companies	GMR Infrastructure Limited
Committee Chairmanships / Memberships in Indian Companies	Nil
Other information	<p>Mrs. Bijal Tushar Ajinkya has done L.L.M. in International Law from University of Mumbai. She is a partner in Khaitan &amp; Co. in the Direct Tax, Private Client and Investment Funds Practice Groups in their Mumbai office. With over 20 years of experience, on the tax side, Mrs. Ajinkya primarily focuses on international tax, structuring of inbound and outbound investments, M&amp;A tax negotiations, providing opinions on complex tax issues on international tax, etc.</p> <p>On the tax litigation front, she has immense experience in providing advice on unique litigation strategies and has been a lead advisor in many successful and path breaking tax litigations in India. She had led many successful international tax litigations in India; on the India-Mauritius Tax Treaty- Azadi Bachao Andolan, Applicability of Minimum Alternate Tax for Foreign Portfolio Investors, etc. She has also served as an expert witness on Indian Tax matters in an International Arbitration. She assists HNIs and their businesses on their succession planning needs.</p>

