



GMR Hyderabad International Airport Limited

CIN: U62100TG2002PLC040118

Regd. Office: GMR Aero Towers, Rajiv Gandhi International Airport, Shamshabad,
Hyderabad 500 108, Telangana, India

Tel : +91 40 6739 4099 / 6739 5000, Fax : + 91 40 6739 3043, Website : www.hyderabad.aero

NOTICE TO THE MEMBERS OF THE SIXTEENTH (16TH) ANNUAL GENERAL MEETING OF THE COMPANY

Notice is hereby given that the Sixteenth (16th) Annual General Meeting of the Members of GMR Hyderabad International Airport Limited will be held on **Friday, September 27, 2019 at 11.00 A.M.** at the Registered Office of the Company at GMR Aero Towers, Rajiv Gandhi International Airport, Shamshabad, Hyderabad 500108, 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, 2019 together with the reports of the Board of Directors and Auditors thereon.
2. To consider and adopt the consolidated audited financial statements of the Company for the financial year ended March 31, 2019 and Auditors' Report thereon.
3. To appoint a Director in place of Mr. Grandhi Kiran Kumar (DIN 00061669), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Venkatramana Hegde (DIN 06689221), who retires by rotation and being eligible, offers himself for re-appointment.
5. 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.
6. To appoint M/s. Walker Chandiook & 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 Section 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), M/s. Walker Chandiook & Co LLP, Chartered Accountants, Hyderabad [ICAI Firm Regn. No. 001076/N500013] be and are hereby appointed 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 16th Annual General Meeting (AGM) of the Company till conclusion of the 21st AGM to be held in the year 2024, at such remuneration plus applicable taxes and reimbursement of out-of-pocket expenses in connection with audit 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 (including any statutory modification(s) or re-enactment thereof for the time

being in force), the remuneration of Rs.5,25,000/- (Rupees Five Lakhs Twenty-five Thousand only) plus applicable taxes and reimbursement of out of pocket expenses, payable to M/s. Narasimha Murthy & Co., Cost Accountants (Firm Regn No. 000042), Cost Auditors, for conducting the audit of cost records of the Company for the financial year 2019-20, be and is hereby ratified."

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



Date : August 26, 2019
Place: Hyderabad

**Anup Kumar Samal
Company Secretary**

Notes:

1. A Member entitled to attend and vote at the Annual General Meeting (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. The instrument appointing the Proxy, in order to be effective, must be deposited at the Registered Office of the Company not less than forty-eight hours before the commencement of the AGM.
2. The explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of Special Business is annexed hereto.
3. All the documents referred to in the AGM Notice in respect of special business, Annual Report as well as Annual Accounts of the subsidiary companies and Register of Directors' Shareholding are kept open for inspection by the Members of the Company, during 11.00 A.M. to 5.00 P.M. on all working days at the Registered Office of the Company.
4. Corporate members intending to send their authorised representative to attend the Meeting are requested to send to the Company Authorisation Letters along with certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Annual General Meeting.
5. In terms of the requirements of the Secretarial Standard-2, a Route Map for venue of the meeting is also annexed.

ANNEXURE TO NOTICE OF THE 16th 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 July 23, 2019, on recommendation of the Audit Committee had reappointed M/s. Narasimha Murthy & Co., Cost Accountants (Firm Regn No. 000042), as Cost Auditors of the Company for the financial year 2019-20, 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, placed for ratification by the members.

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

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

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

Date : August 26, 2019
Place: Hyderabad


Anup Kumar Samal
Company Secretary



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ATTENDANCE SLIP

Sixteenth (16th) Annual General Meeting of Shareholders of GMR Hyderabad International Airport Limited held on **Friday, September 27, 2019 at 11.00 A.M.** at the Registered Office of the Company at GMR Aero Towers, Rajiv Gandhi International Airport, Shamshabad, Hyderabad 500 108, Telangana.

Name of the Member:

Regd. Folio No. :

*DP ID No. :

*Client ID No. :

No. of shares held:

Note: Member / Proxy must hand over the duly signed attendance slip at the venue.

* Applicable for the members holding shares in electronic form. Signature of the Member / Proxy

Signature of the Member / Proxy



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FORM NO MGT-11

PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies
(Management and Administration) Rules, 2014)

CIN : U62100TG2002PLC040118

Name of the Company : GMR Hyderabad International Airport Limited

Registered Office : GMR Aero Towers, Rajiv Gandhi International Airport,
Shamshabad, Hyderabad 500 108, Telangana

Name of the Member(s) :	
Registered Address :	
E mail Id :	
Folio No / Client Id :	
DP ID :	

I / We, being the holder(s) of shares of the above named company, hereby appoint:

- (1) r/o
having email ID failing him;
- (2) r/o
having email ID failing him;
- (3) r/o
having email ID failing him;

as my / our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 16th Annual General Meeting of the Company, to be held on **Friday, September 27, 2019 at 11.00 A.M.** at the Registered Office of the Company at GMR Aero Towers, Rajiv Gandhi International Airport, Shamshabad, Hyderabad 500 108, Telangana and at any adjournment thereof in respect of such resolutions as are indicated below:

Sno	Particulars of Resolution	For	Against
1	Adoption of the standalone audited financial statements of the Company for the financial year ended March 31, 2019, the reports of the Board of Directors and Auditors thereon.		
2	Adoption of the consolidated audited financial statements of the Company for the financial year ended March 31, 2019 and Auditors Report thereon.		
3	Appointment of Mr. Grandhi Kiran Kumar (DIN 00061669), who retires by rotation.		
4	Appointment of Mr. Venkatramana Hegde (DIN 06689221), who retires by rotation.		
5	Appointment of Mr. K. Ramakrishna Rao IAS (DIN 05148824), who retires by rotation.		
6	Appointment of 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.		
7	Ratification of the remuneration of Rs.5,25,000/- applicable taxes and reimbursement of out of pocket expenses, to cost auditors for the financial year 2019-20.		

Signed this _____ day of _____, 2019.

Signature of the Shareholder.....
Signature of Proxy holder(s)

Affix Revenue Stamp Re 1/-

- (1) Name
- (2) Name
- (3) Name

Notes:

- 1) This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
- 2) This is only optional. Please put "✓" in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he / she thinks appropriate.

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ROUTE MAP TO THE VENUE

Sixteenth (16th) Annual General Meeting of
GMR Hyderabad International Airport Limited,
to be held on **Friday, September 27, 2019 at 11.00 A.M**
at GMR Aero Towers, Rajiv Gandhi International Airport
Shamshabad, Hyderabad 500 108, Telangana

