

**NOTICE OF THE FOURTH (4<sup>th</sup>) ANNUAL GENERAL MEETING TO THE MEMBERS**

Notice is hereby given to the Members, Directors and Auditors that the Fourth (4<sup>th</sup>) Annual General Meeting ("AGM") of the members of Yamuna International Airport Private Limited ("the Company") is scheduled to be held on **Wednesday, 07 August 2024, at IST 02.00 P.M. through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM")** in conformity with the regulatory provisions and the circulars issued by the Ministry of Corporate Affairs - Government of India, and for that purpose the registered office of the Company shall be considered as the deemed venue for recording the proceedings of the meeting, to transact the following business:

**ORDINARY BUSINESS:**

**Item No. 1:**

**TO, CONSIDER, APPROVE AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31 MARCH 2024, TOGETHER WITH THE REPORTS OF THE BOARD AND THE AUDITORS THEREON.**

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

**"RESOLVED THAT** the audited financial statements of the Company for the financial year ended 31 March, 2024 comprising of the Balance Sheet, Profit and Loss account, Cash Flow Statement for the financial year ended 31 March, 2024 along with the notes thereto, together with Board's report and Auditor's report thereon as laid before this meeting be and is hereby considered, approved and adopted by the members."

**SPECIAL BUSINESS:**

**Item No. 2:**

**TO APPROVE THE SHIFTING OF REGISTERED OFFICE OF THE COMPANY TO A PLACE SITUATED OUTSIDE THE LOCAL LIMITS OF THE CITY IN WHICH THE EXISTING REGISTERED OFFICE OF THE COMPANY IS SITUATED.**

To consider and, if thought fit, to pass the following resolution as a Special Resolution, with or without modification(s):

**"RESOLVED THAT** pursuant to the provisions of Section 12 of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 and any other applicable provisions of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof, for the time being in force), the consent of the members be and is hereby accorded to shift the registered office of the Company from "Plot No. 7, Sector-142, Noida Expressway, Gautam Buddha Nagar, Noida, Uttar Pradesh, India, 201305" to "YIAPL Administrative Office, Noida International Airport, Jewar, Gautam Buddha Nagar,

Noida – 203155” i.e. a place situated outside the local limits of city in which the existing registered office of the Company is situated, with (immediate effect)/ or with effect from <Date>.

**RESOLVED FURTHER THAT** any of the Directors of the Company be and are hereby authorised severally on behalf of the Company to negotiate, finalize and sign, execute, certify the agreements, documents and to do all such acts, deeds and things as may be necessary or expedient thereto, in order to give effect to the matter specified in aforesaid resolution.

**RESOLVED FURTHER THAT** any of the Directors, Chief Executive Officer, Chief Financial Officer, Company Secretary and the Employees of the Company be and are hereby jointly and/or severally authorized to effect the aforesaid change in the Name Board, letterhead, business letters, etc. and in all its notices, documents, papers, writings and other official publications of the Company, as may be necessary.

**RESOLVED FURTHER THAT** any of the Directors, Chief Executive Officer, Chief Financial Officer, and Company Secretary of the Company be and are hereby severally authorized on behalf of the Company, to file the necessary e-form(s) with the concerned Registrar of Companies and to do all such acts, deeds, and things as may be considered necessary to give effect to the aforesaid resolution.”

**By order of the Board of Directors  
For Yamuna International Airport Private Limited**

Sd/-

**Pawan Jain**

**Company Secretary**

**Place:** Noida

**Date:** 28 June 2024

**Mem. No.:** ACS-20882

**Address:** Plot No. 7, Sector-142, Noida Expressway,  
Gautam Buddha Nagar, Noida,  
Uttar Pradesh, India, 201305

## NOTES:

1. The Ministry of Corporate Affairs (MCA) vide its General Circular Nos. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, and subsequent circulars issued in this regard, the latest being 09/2023 dated September 25, 2023 (collectively "MCA Circulars"), have permitted companies to conduct the AGM through Video Conferencing or other Audio Visual Means ("VC/OAVM") without the physical presence of the members at a common venue, subject to compliance of conditions mentioned in the said MCA Circulars, up to 30<sup>th</sup> September 2024. In compliance with the aforesaid MCA Circulars and the applicable provisions of Companies Act, 2013 and rules made thereunder, the Fourth (4<sup>th</sup>) AGM of the Company is being held through VC/OAVM.
2. The Notice convening the 4<sup>th</sup> AGM has been uploaded on the website of the Company at [www.niairport.in](http://www.niairport.in).
3. The registered office of the Company shall be deemed to be the venue for the Fourth (4<sup>th</sup>) AGM.
4. As per the provisions of the MCA Circulars, members attending the Fourth (4<sup>th</sup>) Annual General Meeting through VC/OVAM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of the Companies Act, 2013 (the "Act"), a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and such proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of members have been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this notice.
6. Members will be able to attend the AGM through VC/OAVM and the link to join the meeting is as follows:  
  
**Link:** [Join the meeting now](#)  
**Meeting ID:** 477 926 248 709  
**Passcode:** 6RFKZh
7. Facility of joining the AGM through VC / OAVM shall open 15 minutes before the time scheduled and shall remain open up to 15 minutes after the conclusion of the AGM.
8. Members who need assistance before or during the AGM can contact the Company Secretary at [pawan.jain@niairport.in](mailto:pawan.jain@niairport.in).
9. Corporate/ Institutional members (that is, other than individuals, HUF, NRI etc.) are requested to send a legible scanned certified true copy (in PDF/JPG format) of the Board Resolution/ Power of Attorney / Authority Letter, etc., authorizing their representative to attend the AGM through VC/OAVM and vote on their behalf together with attested specimen signature(s) of the duly authorized representative(s) to the Company Secretary at [pawan.jain@niairport.in](mailto:pawan.jain@niairport.in).
10. Members holding shares in the dematerialised form are requested to -
  - (i) Notify all changes with respect to their address, email id, ECS mandate and bank details to their Depository Participant.

- (ii) Write their Client ID and DP ID Numbers on the attendance slip for attending the Meeting.
11. In compliance with the MCA Circulars, notice of the AGM is being sent only through electronic mode to those members whose email addresses are registered with the Company. Members are requested to register their e-mail address, if not already registered, by writing to the Company Secretary at [pawan.jain@niairport.in](mailto:pawan.jain@niairport.in).
  12. The Audited Financial Statements along with the reports of Board of Directors and the Auditors for the financial year ended on 31 March 2024 are attached with this notice.
  13. The Board of Directors has considered and decided to include item number 2 given above as Special Business in the Notice to the 4<sup>th</sup> AGM, as they consider it unavoidable in nature.
  14. The Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the business under Item No. 2 of the Notice is annexed hereto.
  15. The register of Directors and Key Managerial Personnel (KMP) and their shareholding, maintained under Section 170 of the Act, and the register of contracts or arrangements in which the Directors are interested, maintained under Section 189 of the Act, shall be available for electronic inspection without any fee at the AGM. Members seeking to inspect such documents can send an email to [pawan.jain@niairport.in](mailto:pawan.jain@niairport.in).
  16. All documents referred to in the notice will also be available for inspection at the registered office of the Company without any fee from the date of circulation of this notice up to the date of AGM at the registered office of the Company and at the AGM. Members seeking to inspect such documents electronically may send an email to [pawan.jain@niairport.in](mailto:pawan.jain@niairport.in).
  17. The members can cast their vote by show of hands or speaking 'Approved' or 'Consented' during the AGM.
  18. Since the AGM will be held through VC in accordance with the Circulars, the route map, proxy form and attendance slip are not attached to this Notice.
  19. In case of any further query/ information required, please contact by writing to Mr. Pawan Jain - Company Secretary at the Registered Office of the Company or at email address: [pawan.jain@niairport.in](mailto:pawan.jain@niairport.in).

**By order of the Board of Directors**  
**For Yamuna International Airport Private Limited**

Sd/-

**Pawan Jain**  
**Company Secretary**

**Place:** Noida

**Date:** 28 June 2024

**Mem. No.:** ACS-20882

**Address:** Plot No. 7, Sector-142, Noida Expressway,  
Gautam Buddha Nagar, Noida,  
Uttar Pradesh, India, 201305

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

As required by Section 102 of the Companies Act, 2013 the following statement sets out all material facts relating to special business mentioned under Item No. 2 in the accompanying notice:

### **ITEM NO. 2:**

Currently, the Company's registered office is situated at Plot No. 7, Sector-142 Noida Expressway, Gautam Buddha Nagar, Noida, Uttar Pradesh-201305, India. The Board of Directors of your Company at their meeting held on June 28, 2024 have recommended to shift the registered office of the Company from "Plot No. 7, Sector-142, Noida Expressway, Gautam Buddha Nagar, Noida, Uttar Pradesh, India, 201305" to "YIAPL Administrative Office, Noida International Airport, Jewar, Gautam Buddha Nagar, Noida – 203155", i.e. a place situated outside the local limits of the city in which the existing registered office of the Company is situated.

The Company believes that having the proposed registered office at the above specified address is very valuable and strategically significant. Relocating our registered office will enable the Company to better capitalize on its upcoming opportunities, to fulfill all prerequisites for achieving the commercial operation date of the airport and to start the airport operations. These operations are centred at Noida International Airport at Jewar, which encompasses the project site, operating area, and functional airport. It enables the Company to -

- I. **Enhance Operational Efficiency:** This location offers a strategic advantage by being closer to our key business activities.
- II. **Improve Coordination:** It facilitates better interaction and coordination with our EPC Contractor, Employees, Workmen, Concessionaires, Customers.
- III. **Optimize Business Functions:** Being situated at the project site, this move will support more effective management and operational convenience.

As per the provisions of Section 12(5) of the Companies Act, 2013 and rules made thereunder, shifting of registered office of the Company outside the local limits of city within which the existing registered office of the Company is situated requires approval of the members of the Company by way of Special Resolution.

Therefore, the Board recommends the resolution as set out in Item No. 2 for approval of the members as Special Resolution.

None of the Directors, Key Managerial Personnel or their respective relatives is in any way concerned or interested in the resolution mentioned as Item No. 2 of the Notice.

**By order of the Board of Directors**  
**For Yamuna International Airport Private Limited**

Sd/-

**Pawan Jain**

**Company Secretary**

**Place:** Noida

**Date:** 28 June 2024

**Mem. No.:** ACS-20882

**Address:** Plot No. 7, Sector-142, Noida Expressway,  
Gautam Buddha Nagar, Noida, Uttar Pradesh, India, 201305