Noida International Airport

NOTICE OF THE SIXTH (6th) ANNUAL GENERAL MEETING TO THE MEMBERS

Notice is hereby given to the Members, Directors and Auditors that the Sixth (6th) Annual General Meeting ("**AGM**") of the members of Yamuna International Airport Private Limited ("the **Company**") is scheduled to be held on **Wednesday, 19 August 2026, at IST 05.00 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 situated at YIAPL Administrative Office, Noida International Airport, Kishore Pur, Gautam Buddha Nagar, Jewar, Uttar Pradesh – 203155, India 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 2026, TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS 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 March 31, 2026 comprising of the Balance Sheet, Profit and Loss account, Cash Flow Statement for the financial year ended on that date along with the notes and annexure thereto and together with Board's report and Auditor's report thereon, as laid before this meeting be and are hereby considered, approved and adopted by the Members."

SPECIAL BUSINESS:

Item No. 2:

TO CONSIDER AND APPROVE THE APPOINTMENT OF MR. NIKHIL TIKARAM FUNDE (DIN:08823732) AS THE DIRECTOR OF THE COMPANY.

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

"**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Articles of Association of the Company, the consent of Members of the Company be and is hereby accorded to the appointment of Mr. Nikhil Tikaram Funde (DIN: 08823732), who was appointed as an Additional Director on the Board with effect from June 25, 2026 and who holds office up to the date of the Sixth (6th) Annual General Meeting, as a Director of the Company under Section 161 of the Companies Act, 2013.

RESOLVED FURTHER THAT any one of the Director(s) or the Company Secretary of the Company be and are hereby severally authorized to sign and submit necessary documents/e-forms with the concerned Registrar of Companies and to complete all statutory formalities and to do all such acts, deeds, matters, and things, and to take all such steps as may be necessary, desirable, proper, or expedient for giving effect to this resolution and implementation of the aforesaid transaction, including resolving any questions or difficulties that may arise in this regard.

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

Sd/-

Pawan Jain
Company Secretary
Place: Jewar, Gautam Buddha Nagar
Date: 15 July, 2026
Mem. No.: ACS-20882
Address: YIAPL Administrative Office, Noida International Airport,
Kishore Pur, Jewar, Gautam Buddha Nagar, Uttar Pradesh, India-203155

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 General Circular No. 03/2025 dated September 22, 2025 (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. In compliance with the aforesaid MCA Circulars and the applicable provisions of Companies Act, 2013 and rules made thereunder, the Sixth (6^{th}) AGM of the Company is being held through VC/OAVM.

2. The Notice convening the Sixth (6^{th}) AGM has been uploaded on the website of the Company at www.niairport.in.

3. The registered office of the Company shall be deemed to be the venue for the Sixth (6^{th}) AGM.

4. As per the provisions of the MCA Circulars, members attending the Sixth (6^{th}) AGM 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: https://teams.microsoft.com/meet/43124628067689?p=o0hBaYVDWqsF5LyyZI

   Meeting ID: 431 246 280 676 89

   Passcode: 39Yb3tX7

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. During the meeting, where a poll on any item is required, the members shall cast their vote on the resolutions only by sending emails through their email addresses which are registered with the Company. The said emails shall only to be sent to the designated email address pawan.jain@niairport.in.

9. Members who need assistance before or during the AGM can contact the Company Secretary at pawan.jain@niairport.in.

10. 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 pursuant to Section 113 of the Companies Act, 2013 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.

11. 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.

12. 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.

13. The Audited Financial Statements along with the reports of Board of Directors and the Auditors for the financial year ended on March 31, 2026 are attached with this Notice.

14. The Board of Directors has considered and decided to include item number 2 given above as Special Business in the Notice to the Sixth (6^{th}) AGM, as they consider it unavoidable in nature.

15. 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. The details pursuant to paragraph 1.2.5 of the Secretarial Standard on General Meeting (SS-2) issued by the Institute of Company Secretaries of India for Directors at the AGM, forms integral part of this Notice.

16. 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.

17. 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.

18. The members can cast their vote by show of hands or speaking 'Approved' or 'Consented' during the AGM.

19. 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.

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 situated at YIAPL Administrative Office, Noida International Airport, Kishore Pur, Jewar, Gautam Buddha Nagar, Uttar Pradesh, India-203155 or at email address: pawan.jain@niairport.in.

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

Sd/-

Pawan Jain
Company Secretary
Place: Jewar, Gautam Buddha Nagar
Date: 15 July 2026
Mem. No.: ACS-20882
Address: YIAPL Administrative Office, Noida International Airport,
Kishore Pur, Jewar, Gautam Buddha Nagar, Uttar Pradesh, India-203155

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

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

ITEM NO. 2:

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 read with all other relevant rules and regulations (including any statutory modifications and re-enactments thereof for the time being in force) and the Article of Association of the Company, Mr. Nikhil Tikaram Funde (DIN: 08823732) was appointed as an Additional Director of the Company with effect from June 25, 2026. He holds the office up to the date of the ensuing AGM of the Company and is eligible for appointment as a Director of the Company.

As per clause 5.2.1 of the Shareholders Agreement entered into between Noida International Airport Limited (NIAL) and Zurich Airport International AG (ZAIA), NIAL shall at all times be entitled to nominate 2 (two) persons of its choice, who holds the office of Director – Civil Aviation, U.P. and the Chief Executive Officer of NIAL, for appointment as Directors on the Board of the YIAPL, and upon such nomination, YIAPL shall appoint such persons as a non-retiring Directors in accordance with Applicable Laws. Accordingly, pursuant to the recommendation from NIAL, the Board of Directors are of the opinion that it would be in the interest of the Company to appoint Mr. Nikhil Tikaram Funde as Director and have recommended his regularization as a Director in their meeting held on June 25, 2026.

In view of the above and in terms of Section 152 of the Companies Act, 2013, it is proposed to regularize the appointment of Mr. Nikhil Tikaram Funde (DIN: 08823732) as a Director of the Company. The approval of Members is accordingly sought by way of an Ordinary Resolution at the General Meeting. Therefore, the members are requested to consider the resolution at Item No. 2 and pass the same as an ***Ordinary Resolution***.

Further, Mr. Nikhil Tikaram Funde (DIN: 08823732) had provided his consent to act as a Director along with declaration that he is not disqualified for the purpose of appointment, at the time of his appointment as an Additional Director.

None of the Directors, Key Managerial Personnel of the Company, or their relatives, except Mr. Nikhil Tikaram Funde (DIN: 08823732) himself, in any way, is concerned or interested, financially or otherwise, in the proposed resolution.

All the related document(s) for the regularization of Mr. Nikhil Tikaram Funde (DIN: 08823732) are available for inspection by the members at the Registered Office of the Company on all working days, (except Saturdays, Sundays and Public Holidays), between 11:00 A.M. to 1:00 P.M. up to the date of this AGM.

Additional information in respect of Mr. Nikhil Tikaram Funde, pursuant to the Secretarial Standards on General Meetings (SS-2), is given in the table below:

Particulars	**Details**
Name of Director	Mr. Nikhil Tikaram Funde
DIN	08823732
Category	Non-Executive Director
Date of Birth	22/04/1989
Age	37

<table>
<tr><td>Qualification</td><td>Indian Administrative Service</td></tr>
<tr><td>Experience</td><td>Mr. Nikhil Tikaram Funde is an IAS (2014 batch) and is a Special Secretary - Hon'ble Chief Minister, Govt. of U.P., & Special Secretary - Civil Aviation & Director, Civil Aviation, Lucknow and a Director on the Board of Noida International Airport Limited.</td></tr>
<tr><td>Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid</td><td>Change in designation from Additional Director to Director</td></tr>
<tr><td>Remuneration last drawn by such person, if applicable</td><td>NIL</td></tr>
<tr><td>Date of first appointment on the Board</td><td>June 25,2026</td></tr>
<tr><td>Other Directorships and Membership/Chairmanship of Committees of other Boards</td><td><table>
<tr><th>S. No.</th><th>Name of Company</th><th>Designation</th></tr>
<tr><td>1</td><td>Noida International Airport Limited</td><td>Nominee Director</td></tr>
</table></td></tr>
<tr><td>Number of shares held in the Company</td><td>NIL</td></tr>
<tr><td>Relationship with other Directors, Manager and other Key Managerial Personnel of the company</td><td>NIL</td></tr>
<tr><td>Number of Meeting of the Board attended during the year 2025-26</td><td>NIL</td></tr>
</table>

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

Sd/-
Pawan Jain
Company Secretary
Place: Jewar, Gautam Buddha Nagar
Date: 15 July 2026
Mem. No.: ACS-20882
Address: YIAPL Administrative Office, Noida International Airport,
Kishore Pur, Jewar, Gautam Buddha Nagar, Uttar Pradesh, India-203155