Noida International Airport

<u>Notice of Extra-Ordinary General Meeting (EGM) of the Company at Shorter Notice</u>

NOTICE is hereby given that the Tenth (10th) Extra-Ordinary General Meeting ("**EGM**") of the Members of **Yamuna International Airport Private Limited** (**the "Company**") will be held on Monday, 23 February, 2026, at IST 02:30 PM at a Shorter Notice, 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 i.e. YIAPL Administrative Office, Noida International Airport, Jewar, Gautam Buddha Nagar, Noida – 203155, shall be considered as the deemed venue and the proceedings of the EGM shall be deemed to be made thereat, to transact the following Special business:

<u>ITEM NO. 1</u>

<u>TO INCREASE THE BORROWING LIMITS U/S 180(1)(C) OF THE COMPANIES ACT, 2013</u>

To consider and if thought fit, to pass with or without modifications, the following resolution as a **Special Resolution**:

"**RESOLVED THAT** in partial modification to the earlier resolution passed in this regard, pursuant to the provisions of Section 180(1)(c) and other applicable provisions of the Companies Act, 2013 and the rules made thereunder including such other provisions/modifications and re-enactments if any, and subject to such other approvals as may be necessary, the Board of Directors of the Company be and are hereby authorised, to borrow any sum or sums of money from time to time at its discretion, for the purpose of the business of the Company, from any one or more banks, financial institutions and other persons, firms, bodies corporate, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company may, at any time, exceed the aggregate of the paid up share capital of the Company and its free reserves, provided that the total amount upto which the money(ies) may be borrowed by the Board of Directors outstanding at any time shall not exceed the sum of INR 4,928 crores (Indian Rupees Four Thousand Nine Hundred and Twenty Eight Crores) and that the Board of Directors be and are hereby empowered and authorized to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as they may, in their absolute discretion think fit.

RESOLVED FURTHER THAT any two of the Director(s), the Chief Executive Officer, the Chief Financial Officer, and the Company Secretary of the Company be and are hereby jointly authorized to do all such acts, deeds, and things and to sign, execute, and deliver all such applications, agreements, documents, forms, returns, undertakings, declarations, and instruments and writings as may be necessary or expedient to give effect to this resolution and for all matters connected therewith or incidental thereto.

RESOLVED FURTHER THAT any one of the Director(s) or the Company Secretary of the Company be and is hereby authorized SEVERALLY to issue a certified copy of the aforesaid resolution."

Noida International Airport

ITEM NO. 2

APPROVAL FOR SETTING LIMITS FOR CREATION OF SECURITY UNDER THE COMPANIES ACT, 2013

To consider and if thought fit, to pass with or without modifications, the following resolution as a **Special Resolution**:

"**RESOLVED THAT** in partial modification to the earlier resolution passed in this regard, pursuant to the provisions of Section 180(1)(a) and other applicable provisions of the Companies Act, 2013 and the rules made thereunder including such other provisions/ modifications and re-enactments, if any, and subject to such other approvals as may be necessary, the Board of the Company be and is hereby authorised to create security and/or charge any of its assets, wherever situated, both present and future or to sell, lease or otherwise dispose of, the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any such undertaking(s) and to create security interest and/or charge, on such terms and conditions at such time(s) and in such form and manner, and with such ranking as the Board in its absolute discretion thinks fit, on the whole or substantially the whole of the Company's any one or more of the undertakings or all of the undertakings of the Company in favour of any bank(s) or lender together with interest, cost, charges and expenses thereon for amount not exceeding INR 4,928 crores (Indian Rupees Four Thousand Nine Hundred and Twenty Eight Crores) at any point of time.

RESOLVED FURTHER THAT any two of the Director(s), the Chief Executive Officer, the Chief Financial Officer, and the Company Secretary of the Company be and are hereby jointly authorized to do all such acts, deeds, and things and to sign, execute, and deliver all such applications, agreements, documents, forms, returns, undertakings, declarations, and instruments and writings as may be necessary or expedient to give effect to this resolution and for all matters connected therewith or incidental thereto.

RESOLVED FURTHER THAT any one of the Director(s) or the Company Secretary of the Company be and is hereby authorized SEVERALLY to issue a certified copy of the aforesaid resolution."

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

Sd/-
Pawan Jain
Company Secretary

Place: Jewar, Gautam Buddha Nagar
Date: 19/02/2026

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, General Circular No. 09/2024 dated September 19, 2024 and subsequent circulars issued in this regard, the latest being 03/2025 dated September 22, 2025 (collectively "MCA Circulars"), have permitted companies to conduct the EGM through Video Conferencing or other Audio Visual Means ("VC/OAVM") without the physical presence of the Members at a common venue till the further orders. In compliance with the aforesaid MCA Circulars and the applicable provisions of Companies Act, 2013 and rules made thereunder, the EGM of the Company is being held through VC/OAVM.

2. The registered office of the Company shall be deemed to be the venue for the Extra-Ordinary General Meeting.

3. Pursuant to the provisions of the Companies Act, 2013 (the "Act"), a member entitled to attend and vote at the EGM 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 EGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this notice.

4. Corporate Members are requested to send a certified true copy of the Board Resolution/ Power of Attorney / Authority Letter, etc., authorizing their representative to attend the EGM through VC/OAVM and vote on their behalf together with attested specimen signature(s) of the duly authorized representative(s).

5. As per the provisions of the MCA Circulars, Members attending the Extra-ordinary General Meeting through VC/OVAM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

6. Members will be able to attend the EGM through VC/OAVM (MS Team) and the link to join the meeting is as follows:

   Link: https://teams.microsoft.com/meet/47332630568840?p=yALWZgxi9Z92PUxic5
   Meeting ID: 473 326 305 688 40
   Passcode: 5ZG9Vy9W

7. Facility of joining the EGM through VC / OAVM shall open 15 minutes before the time scheduled and shall remain open up to 15 minutes after the conclusion of the EGM.

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

9. As per the provisions of Clause 3B.IV. 3(b)(iv) of the General Circular No. 20/ 2020 dated May 5, 2020, the matters of Special Business as appearing in the notice, are considered to be unavoidable by the Board and hence, forming part of this Notice.

10. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('Act') setting out material facts concerning the business under Item Nos. 1 and 2 set out above is annexed hereto.

11. The Members can cast their vote by show of hands or speaking 'Approved' or 'Consented' during the EGM.

12. Since the Meeting will be held through VC in accordance with the Circulars, the route map, proxy form and attendance slip are not attached to this Notice.

13. In case of any further query/ information required, please contact Mr. Pawan Jain - Company Secretary at pawan.jain@niairport.in.

XPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Resolution at Item No. 1

TO INCREASE THE BORROWING LIMITS U/S 180(1)(C) OF THE COMPANIES ACT, 2013

The provisions of Section 180(1) (c) of the Companies Act 2013, provide that the Board of Directors of a Company shall exercise the powers to borrow money, where the money to be borrowed, together with the money already borrowed by the Company will exceed aggregate of its paid-up share capital and free reserves, (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) with the consent of the Members by a special resolution.

The Members have accorded their consent to the Board of Directors of the Company to borrow monies from time to time, notwithstanding that the monies to be borrowed, together with the monies already borrowed by the Board (excluding temporary loans obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate of the paid-up share capital and free reserves of the Company, provided that the total amount so borrowed shall not, at any time, exceed INR 4,478 crores (Indian Rupee Four Thousand Four Hundred and Seventy Eight Crores).

The Company proposes to place Debt Service Reserve Account (DSRA) arrangement with a bank guarantee backed by Zurich International Airport AG (ZAIA), aimed at supporting the Company's cash flow and liquidity position. ZAIA has approved the arrangement and appointed Zürcher Kantonal bank (ZKB) to issue a counter-guarantee/Standby Letter of Credit.

However, due to regulatory constraints, the State Bank of India (SBI) is unable to accept a direct bank guarantee from ZKB. Consequently, an intermediary Indian bank is required to issue the bank guarantee to SBI against ZKB's counter-guarantee/standby letter of credit. Further, under FEMA regulations, the intermediary bank would be required to sanction a credit facility to the Company and issue the bank guarantee to SBI based on the counter-guarantee/ standby letter of credit from ZKB and therefore it would necessitate an increase in sanctioned borrowing limits without any incremental credit exposure, as the facility is fully and 100% backed by standby letter of credit from ZKB .

Pursuant to provisions of Section 180 of the Companies Act, 2013, the resolution requires approval of the Members by way of passing of a Special Resolution. Hence, the Board recommends the said enabling resolution for the approval of the Members.

None of the Directors and Key Managerial Personnel of the Company and their relatives are deemed to be interested/concerned in this resolution, except to their respective shareholdings in the Company, if any.

Resolution at Item No. 2

APPROVAL FOR SETTING LIMITS FOR CREATION OF SECURITY UNDER THE COMPANIES ACT, 2013

The provisions of Sections 180(1)(a) of the Companies Act 2013 provide that the Board of Directors of a Company shall exercise the powers for creation of such pledges, mortgages and/or charges on all or any of the immovable or movable properties of the Company wheresoever situated, present and/or future, including any or all shares held by the Company, to secure the repayment(s) of any loan(s)/credit facility availed or to be availed of, or any debenture(s) issued or to be issued by the Company and also to secure the payment of interest thereon or any charges or expenses relating thereto or arising from the availing of loans/credit facility or issue of debentures and that the said mortgages or charges be in favor of the lenders / debentures holders and/ or trustees of the lenders / debenture holders in any manner as may be thought fit by the Board of Directors of the Company in the ordinary course of business only with the consent of the Shareholders by a special resolution.

It is, therefore, proposed to seek the approval of the Members to the limits upto which the Board can create pledge, mortgage or charge on the assets of the Company and to the borrowing limits (apart from temporary loans obtained), as proposed in the resolution.

Pursuant to provisions of Section 180 of the Companies Act, 2013, the resolution requires approval of the Members by way of passing of a Special Resolution. Hence, the Board recommends the said enabling resolution for the approval of the Members.

None of the Directors and Key Managerial Personnel of the Company and their relatives are deemed to be interested/concerned in this resolution, except to their respective shareholdings in the Company, if any.

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

Sd/-
Pawan Jain, Company Secretary

Place: Jewar, Gautam Buddha Nagar
Date: 19/02/2026