

Notice of Extra-Ordinary General Meeting (EGM) of the Company at Shorter Notice

NOTICE is hereby given that the Eleventh (11th) Extra-Ordinary General Meeting (“**EGM**”) of the Members of **Yamuna International Airport Private Limited (the “Company”)** will be held at a shorter notice on Thursday, 28th May, 2026, at IST 1:30 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 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:

ITEM NO. 1

TO INCREASE THE BORROWING LIMITS U/S 180(1)(C) OF 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)(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 6,000 crores (Indian Rupees Six Thousand 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.”

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 6,000 crores (Indian Rupees Six Thousand 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."

ITEM NO. 3

TO CONSIDER AND APPROVE THE APPOINTMENT OF MR. CHRISTOPH SCHNELLMANN (DIN: 08862411) AS DIRECTOR DESIGNATED AS EXECUTIVE VICE CHAIRMAN OF THE COMPANY

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

RESOLVED THAT pursuant to the provisions of Section 152, 161 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 the Members be and is hereby accorded to the appointment of Mr. Christoph Schnellmann (DIN: 08862411), who was appointed as Additional Director on the Board of Director and designated as Executive Vice-Chairman with effect from 21 April 2026 and who holds office up to the date of the ensuing Annual General Meeting, as Director of the Company.

RESOLVED FURTHER THAT any one of the director(s) or the Company Secretary of the Company be and are hereby severally authorized to complete all statutory formalities as may be required under the Companies Act, 2013, including any statutory modification(s), amendment(s), or re-enactment(s) thereof for the time being in force, and the rules made thereunder, to make necessary entries in the statutory registers and records of the Company and to do all such acts, deeds and things as may be necessary or expedient 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: Jewar, Gautam Buddha Nagar

Date: 14 May 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/45784798973329?p=OxtkGjZZsAVuVsBPpc>
Meeting ID: 457 847 989 733 29
Passcode: 5nk3PC6T
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.

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

**Pawan Jain
Company Secretary**

**Place: Jewar, Gautam Buddha Nagar
Date: 14 May 2026**

EXPLANATORY 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 6,000 crores (Indian Rupees Six Thousand Crores).

Considering the evolving financial situation and increase in the Phase I project cost, including but not limited to cost overrun and project compass, the internal accruals and the equity bought in, leaves no surplus for start of operations. This prophesies the cash flow mismatch and the working capital needs are getting impacted which is critically important in the initial years of operations for sustainability and continuity of Phase I.

Accordingly, it is proposed to take an unsecured revolving facility to meet working capital gaps from Bank of America for 500,00,00,000 (Rupees Five Hundred Crore). Further, the Company is also exploring other funding options and accordingly, it is proposed to take an approval for an upper limit of an amount not exceeding INR 6,000 crores only.

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.

Resolution at Item No. 3:

TO CONSIDER AND APPROVE THE APPOINTMENT OF MR. CHRISTOPH SCHNELLMANN (DIN: 08862411) AS A DIRECTOR OF THE COMPANY

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 Articles of Association of the Company, Mr. Christoph Schnellmann (DIN: 08862411) was appointed as Additional Director on the Board with effect from 21 April 2026. He holds the office up to the date of the ensuing Annual General Meeting of the Company and is eligible for appointment as Director of the Company.

Mr. Christoph Schnellmann has been associated with Zurich Airport since 2007, wherein he was involved in the opening of Bangalore International Airport. Mr. Christoph Schnellmann has a broad experience of managing airports and airport services across international markets and a track record of setting new standards for quality, safety, and efficiency of airport operations, improving business units' financial performance, and driving corporate transformations. Mr. Christoph Schnellmann's prior experience includes work for Swissport International, the world's largest provider of ground handling and cargo handling services. He has worked in various locations across Eastern Europe, Central Asia, Africa, and the Middle East. Mr. Christoph Schnellmann holds a master's degree in philosophy and mathematics from the University of Zurich.

Accordingly, the Board of Directors are of the opinion that it would be in the interest of the Company to appoint Mr. Christoph Schnellmann as Director and designate him as Executive Vice-Chairman of the Company and have recommended his regularization as Director in the ensuing Extraordinary General Meeting of the Company.

In view of the above and in terms of Section 152, 161 of the Companies Act, 2013, it is proposed to regularize the appointment of Mr. Christoph Schnellmann (DIN: 08862411) as Director designated as Executive Vice Chairman of the Company. The approval of Members is accordingly sought by way of an Ordinary Resolution at the ensuing General Meeting. Therefore, the members are requested to consider the resolution at Item No. 3 and pass the same as an **Ordinary Resolution**.

Further, Mr. Christoph Schnellmann (DIN: 08862411) had provided his consent to act as Director along with declaration that he is not disqualified for the purpose of appointment, at the time of his appointment as Additional Director.

None of the Directors, Key Managerial Personnel of the Company, or their relatives, except Mr. Christoph Schnellmann (DIN: 08862411) 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. Christoph Schnellmann (DIN: 08862411) 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 EGM.

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

Particulars	Details
Name of Director	Mr. Christoph Schnellmann
DIN	DIN: 08862411
Category	Executive Director
Date of Birth	16/04/1978
Age	48
Qualification	Master's degree in philosophy and mathematics from the University of Zurich
Experience	Mr. Christoph Schnellmann has been associated with Zurich Airport since 2007. His prior experience includes work for Swissport International, the world's largest provider of ground handling and cargo handling services. He

	has worked in various locations across Eastern Europe, Central Asia, Africa, and the Middle East.
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid	Change in designation from Additional Director to Director and other terms as may be agreed between Mr. Christoph Schnellmann and the Company.
Remuneration last drawn by such person, if applicable	NIL
Date of first appointment on the Board	21 April 2026
Other Directorships and Membership/Chairmanship of Committees of other Boards	NIL
Number of shares held in the Company	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	NIL
Number of Meeting of the Board attended during the year 2025-26	NIL

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

**Sd/-
Pawan Jain, Company Secretary**

**Place: Jewar, Gautam Buddha Nagar
Date: 14 May 2026**