

COCHIN INTERNATIONAL AIRPORT LIMITED

Regd. Office : 35, 4th Floor, GCDA Commercial Complex
Marine Drive, Cochin 682 031. Phone 0484 - 2374154

Website: www.cial.aero, E-mail : cs@cial.aero CIN : U63033KL1994PLC007803

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE is hereby given that the 29th Annual General Meeting of Cochin International Airport Limited will be held on **Monday, the 25th September 2023 at 11.00 a.m. through Video Conferencing (VC) / Other Audio-Visual Means (OAVM)** to transact the following business.

ORDINARY BUSINESS

1. To receive, consider and adopt:
 - a) the Audited Balance Sheet as at 31st March 2023, the Statement of Profit and Loss for the year ended on that date, Annexures and Schedules thereto and the report of the Directors and Auditors of the Company.
 - b) the Audited Consolidated financial statements of the Company for the financial year ended 31st March 2023 and report of Auditors.
2. To declare Dividend on equity shares of the Company for the year ended 31st March 2023
3. To appoint a Director in the place of Adv. P. Rajeeve (DIN: 09239099) who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in the place of Adv. K. Rajan (DIN: 09226008) who retires by rotation and being eligible, offers himself for re-appointment.
5. Dr. V. P. Joy, Director (DIN: 00112938) who retires by rotation does not seek reappointment.
6. Appointment of Statutory Auditors and fixation of remuneration:

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

“Resolved that pursuant to Section 139 and other applicable provisions of the Companies Act 2013 and the Rules made there under [including any statutory modification(s) or re-enactment thereof] M/s. Varma & Varma, Chartered Accountants, Ernakulam (Firm Registration No: 004532S) be and is hereby appointed as the statutory auditor of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of Annual General Meeting of the Company for the financial year 2027 - 28 (for a period of five years) on such remuneration as may be fixed by the 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 Sections 149, 152 and any other applicable provisions of the Companies Act 2013 and the Companies (Appointment and Qualification of Directors) Rules 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Dr. P. Mohamad Ali (DIN: 00288556), who was appointed as an Additional Director of the Company by the Board of Directors at its meeting held on 14th February 2023 and whose term of office expires at this Annual General Meeting (‘AGM’) and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Companies Act 2013 proposing his candidature for the office of Director, be and is hereby appointed as a “Director” of the Company, and shall be liable to retire by rotation.”

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

“Resolved that pursuant to Article 108(2)(A) of the Articles of Association of the Company and in accordance with the provisions of Section 160 of the Companies Act 2013 the Company has received a notice in writing along with a deposit of rupees one lakh from a member under Section 160 of the Companies Act 2013 proposing the candidature of Sri. M. A.Yusuffali (DIN: 00364677) as the office of Director, the consent of the members be and is hereby given for the appointment of Sri. M. A.Yusuffali (DIN: 00364677) as non-retiring Director for a period of 5 years from 29th September 2023.

9. 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 all other applicable provisions of the Companies Act 2013, the Companies (Audit and Auditors) Rules 2014 [including any statutory modification(s) or re-enactment thereof for the time being in force] and Companies (Cost Records and Audit) Rules 2014 as amended, M/s. BBS & Associates, Cost Accountants, Ernakulam (ICAI Firm Registration No: 00273) appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending 31st March 2024 be paid the remuneration of Rs. 2,25,000/- plus applicable taxes.”

“Resolved further that the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By order of the Board
for **Cochin International Airport Limited**

sd/-

Saji K.George
Executive Director & Company Secretary

Place : Thiruvananthapuram

Date : 26th June 2023

Notes:

1. The Statement pursuant to Section 102 of the Companies Act 2013, in respect of the Special business set out in the notice is annexed hereto.
2. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (MCA) has vide letter dated 28th December 2022, which is in continuation with the letter dated 05th May 2020 read with circulars dated 08th April 2020, 13th April 2020, 13th January 2021, 14th December 2021 and 05th May 2022 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (AGM) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act 2013 and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
3. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote instead of himself 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, the physical attendance

of members has 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.

4. The Register of Members and Share Transfer books of the Company will remain closed from 19th September 2023 to 25th September 2023, both days inclusive.
5. In compliance with the aforesaid MCA Circulars, the Notice of the AGM along with the Annual Report 2022 - 23 is being sent only through electronic mode to those members whose email addresses are registered with the Company. Members may please note that the Notice and Annual Report 2022 - 23 will also be available on the Company's website (www.cial.aero). The AGM Notice is also disseminated on the website of CDSL (agency for providing the remote e-voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
6. The dividend on equity shares as recommended by the Board of Directors of the Company, if declared in the Annual General Meeting will be paid subject to deduction of tax at source to the shareholders whose names appear on the Register of Members as on 18th September 2023. In respect of shares held in dematerialised form, the dividend will be paid to those members, who holds shares as on 18th September 2023, as per the details furnished by the Depositories.
7. Members may please note that the Company has regularly paid dividend since 2003 - 04 till 2019 - 20. The details of members who have not encashed their dividend warrants have been uploaded at the website of the Company (www.cial.aero). Those members who have not encashed their dividend warrants in respect of any of the previous seven years are requested to submit their dividend warrants to the registered office of the Company for revalidation / re-issue. Please note that after 7 years from the date of declaration of dividend for any financial year, the balance available in the said dividend account would be remitted to the Investor Education and Protection Fund (IEPF) of Central Government as per the provisions of Section 124(5) & Section 125(2) of the Companies Act 2013. The unclaimed dividend pertaining to the financial year 2015 - 16 is due for remittance to the Investor Education and Protection Fund of Central Government in this year.

Those members who have so far not encashed their dividend warrants for the following financial years may approach the Company for payment thereof, failing which the same will be transferred to the IEPF on the respective dates mentioned there against.

Financial year ended	Dates on which unclaimed dividend amount will be credited / transferred to the Investor Education and Protection Fund (IEPF)
31.03.2016	26.10.2023
31.03.2017	17.10.2024
31.03.2018	28.10.2025
31.03.2019	28.10.2026
31.03.2020	04.10.2027

8. In terms of Section 124(6) of the Companies Act 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules 2016, as amended from time to time, members may please note that if the dividends have been unpaid or unclaimed for seven consecutive years or more, the underlying shares shall be transferred to the IEPF Account. Upon transfer of such shares to IEPF Authority, all benefits accruing on such shares shall also be credited to the IEPF Account and the voting rights on such shares shall remain frozen till the rightful owner

claims the shares. Members are also informed that shares as well as the unpaid dividends pertaining to dividend declared for the financial year 2015 - 16 are also liable to be transferred to Investor Education and Protection Fund (IEPF) and are requested to lodge their claims, failing which the Company shall transfer the unpaid dividends and corresponding shares to IEPF Account.

9. Pursuant to Finance Act 2020, dividend income will be taxable in the hands of the shareholder with effect from 01st April 2020 and the Company is required to deduct tax at source from dividend payable to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer the Finance Act 2020 and amendments thereof. The shareholders are requested to update their PAN with the Company / S.K.D.C Consultants Limited (in case of shares held in physical mode) and depositories (in case of shares held in demat mode). A resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No.15G/15H, to avail the benefit of non-deduction of tax at source by email to green@skdc-consultants.com by 5.00 p.m. (IST) on 23rd September 2023. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%. Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F and any other document which may be required to avail the tax treaty benefits, by sending an email to green@skdc-consultants.com. The aforesaid declarations and documents need to be submitted by the shareholders by 5.00 p.m. (IST) on 23rd September 2023.
10. Since the AGM will be held through VC / OAVM, the route map is not annexed in this Notice.
11. In case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
12. All documents referred to in the notice are open for inspection at the Registered Office of the Company on all working days between 10.00 a.m. to 01.00 p.m. upto and inclusive of the date of Annual General Meeting.
13. The standalone financial statements of all the subsidiary companies of CIAL as on 31st March 2023 have been displayed at the website of CIAL (www.cial.aero).
14. Contact details of the official responsible to address the grievances connected with remote e-voting: (1) Sri. Saji K. George, Company Secretary, Cochin International Airport Limited, Room No: 35, 4th Floor, GCDA Commercial Complex, Marine Drive, Ernakulam, Kerala 682 031, Tel: 0484-2374154, email: cs@cial.aero. and (2) Mr. Rakesh Dalvi, Designation - Sr. Manager (CDSL), Address - A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013. Contact No. 022-23058738, 022-23058542/43. Email id: helpdesk.evoting@cdslindia.com.
15. **Voting through electronic means:**
 - a) As you are aware, in view of the situation arising due to Covid-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated 08th April 2020, Circular No.17/2020 dated 13th April 2020, Circular No. 20/2020 dated 05th May 2020, Circular No. 02/2021 dated 13th January 2021, Circular No.21/2021 dated 14th December 2021, Circular No. 02/2022 dated 05th May 2022 and Circular No.10/2022 dated 28th December 2022. The forthcoming Annual General Meeting (AGM) will thus be held through video conferencing (VC) or other audio-visual means (OAVM). Hence, Members can attend and participate this AGM through VC / OAVM.

- b) Pursuant to the provisions of Section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014 (as amended) and MCA Circulars dated 08th April 2020, 13th April 2020, 05th May 2020, 13th January 2021, 14th December 2021, 05th May 2022 and 28th December 2022, the Company is providing facility of remote e-voting to its Members in respect of the businesses to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL), the authorized e-voting's agency for facilitating voting through electronic means. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
- c) The Members can join the AGM in the VC / OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility would not be closed till the expiry of 15 minutes after the scheduled time of commencement of meeting. The facility of participation at the AGM through VC / OAVM will be made available to at least 1000 members on first come first served basis. This will not include large shareholders (shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc., who are allowed to attend the AGM without restriction on account of first come first served basis.
- d) The attendance of the Members attending the AGM through VC / OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act 2013.
- e) Pursuant to Section 112 and Section 113 of the Companies Act 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC / OAVM and cast their votes through e-voting.
- f) The Board of Directors has appointed Sri. P. D. Vincent, LLB, MBA, FCS, Practicing Company Secretary (Managing Partner SVJS & Associates, Company Secretaries) or failing him Sri. Jayan K., LLB, FCS, Practicing Company Secretary (Partner SVJS & Associates, Company Secretaries) as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- g) The Scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, first count the votes cast during the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least 2 (two) witnesses not in employment of the Company and make not later than 2 days of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Managing Director or a person authorized by him in writing.
- h) The results of voting shall be declared forthwith by the Managing Director or a person authorized by him. The results declared along with the Scrutinizer's Consolidated Report shall be placed on the Company's website (www.cial.aero) and on the website of Central Depository Services (India) Limited (CDSL).
- i) MCA Circular No. 10/2022 dated 28th December 2022 states that, with reference to Ministry's General Circular Nos.20/2020, 02/2021, 19/2021, 21/2021 and 02/2022 dated 05th May 2020, 13th January 2021, 08th December 2021, 14th December 2021 and 05th May 2022 respectively, it is decided to allow companies whose Annual General Meetings are due in the year 2023 to conduct Annual General Meetings on or before 30th September 2023 in accordance with the requirements laid down in Para 3 and 4 of the General Circular No.20/2020 dated 05th May 2020.

The instructions for shareholders for remote e-voting are as under:

- (i) The voting period begins from 09.00 hours (IST) on 21st September 2023 and ends at 17.00 hours (IST) on 24th September 2023. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., 18th September 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.
- (ii) Shareholders who have already casted their votes prior to the meeting date would not be entitled to vote during the meeting time.
- (iii) In order to increase the efficiency of the voting process, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants. Demat account holders would be able to cast their vote without having to register again with the e-voting service providers (ESPs).
- (iv) The login method for e-voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user ID and password. Option will be made available to reach e-voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.
	2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
	3) If the user is not registered for Easi / Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration
	4) Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from a e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting Service Providers.

<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a personal computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on “Access to e-voting” under e-voting services and you will be able to see e-voting page. Click on company name or e-voting service provider name and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a personal computer or on a mobile. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder / Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number of NSDL), Password / OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL / CDSL for e-voting facility. After Successful login, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.</p>

Note: Members who are unable to retrieve User ID / Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no.: 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(v) Login method for e-voting and joining virtual meeting for shareholders other than individual shareholders holding in Demat form & physical shareholders.

- (1) The shareholders should log on to the e-voting website www.evotingindia.com.
- (2) Click on “Shareholders” module.
- (3) Now enter your User ID
 - a) Members holding shares in Electronic form, should enter the User ID as per the following directions:
 1. If the shares are dematerialised through Central Depository Services Limited (CDSL), use 16 digits beneficiary ID as USER ID.
 2. If the shares are dematerialised through National Securities Depository Limited (NSDL), use 16 digits character consisting of 8 character DP ID followed by 8 Digit Client ID as USER ID.
 - b) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (4) Next enter the Image Verification as displayed and Click on Login.
- (5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- (6) If you are a first-time user, follow the steps given below:

For Shareholders holding shares in Demat Form other than individual and Physical Form	
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) *Shareholders who have not updated their PAN with the Company / Depository Participant are requested to use the sequence number included in the email sent by M/s. S.K.D.C. Consultants Limited attaching the 29 th AGM Notice and Annual Report of CIAL.
Dividend Bank Details or Date of Birth (DOB)	Enter the Dividend bank details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member ID / folio number in the Dividend Bank details field.

- (7) After entering these details appropriately, click on “SUBMIT” tab.

- (8) Shareholders holding shares in physical form will then directly reach the Company Selection Screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password can also be used by the demat holders for voting on resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (9) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (10) You will reach the Investor Voting Screen. Click on the "EVEN" / "EVSN" relevant to "Cochin International Airport Limited". Current EVEN / EVSN is **230814024**.
- (11) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same you can see the options "YES / NO" for voting decision. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (12) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (13) After selecting the resolution, you have decided to vote, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", or else to change your vote, click on "CANCEL" and accordingly modify your vote and do the same procedure for other resolutions.
- (14) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (15) You can also take a print of the votes cast by clicking on "Click here to print" option on the voting page.
- (16) If a demat account holder has forgotten the login password, then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

Note for Non – Individual Shareholders and Custodians (for remote e-voting only)

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details, a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non Individual shareholders are required to send the relevant Board Resolution / Authority letter etc., together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address (vincent@svjs.in, cs@cial.aero) if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

Instructions for shareholders attending the Annual General Meeting through VC / OAVM are as under:

1. Shareholder will be provided with a facility to attend the AGM through VC / OAVM through the CDSL e-voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders / members login by using the remote e-voting credentials. The link for VC / OAVM will be available in shareholder / members login where the EVEN / EVSN of Company will be displayed.
2. Shareholders are encouraged to join the meeting through Laptops / IPads for better experience.
3. Further, shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that participants connecting from Mobile Devices or Tablets or through Laptop via mobile hotspot may experience audio / video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views / ask questions during the meeting may register themselves as a speaker by sending their request in advance clearly mentioning the doubts / queries / views of the speaker by email (cs@cial.aero) at least 5 days prior to meeting stating their name, demat account number / folio number, email ID, mobile number etc. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance by email (cs@cial.aero) at least 5 days prior to meeting stating their name, demat account number / folio number, email ID, mobile number etc. These queries will be replied by the company suitably by email.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views / ask questions during the meeting.

Instructions for shareholders for e-voting during the AGM are as under:

1. The procedure for e-voting at the time of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those shareholders, who are present in the AGM through VC / OAVM facility and have not casted their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the AGM.
3. If any votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC / OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

Process for those shareholders whose email / mobile no. are not registered with the Company / Depositories.

1. For physical shareholders - Please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), Aadhar (self-attested scanned copy of Aadhar card) by email to Company (cs@cial.aero) / RTA email ID (info@skdc-consultants.com).

2. For Demat shareholders - Please update your email ID & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders - Please update your email ID & mobile no. with your respective Depository Participant (DP) which is mandatory while e-voting & joining virtual meetings through Depository.
 - If you have any queries or issues regarding attending AGM & e-voting from the CDSL e-voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no: 1800 22 55 33.
 - All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Designation - Sr. Manager (CDSL), Address - A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no: 1800 22 55 33.

Explanatory Statement pursuant to Section 102 of the Companies Act 2013

Item No: 07

Pursuant to Section 161 of the Companies Act 2013 read with Article 99 of the Articles of Association of the Company, Dr. P. Mohamad Ali (DIN: 00288556) was appointed as an Additional Director by the Board of Directors with effect from 14th February 2023 and he holds office upto the date of this Annual General Meeting. During the 10th Nomination and Remuneration Committee Meeting of CIAL held on 23rd March 2023, the Committee resolved to recommend the proposal to appoint Dr. P. Mohamad Ali (DIN: 00288556) for the office of Director under the provisions of Section 160 of the Companies Act 2013.

The Company has received a notice in writing from a member proposing the candidature of Dr. P. Mohamad Ali (DIN: 00288556) for the office of Director under the provisions of Section 160 of the Companies Act 2013. The Directors recommend the resolution for adoption.

No Directors other than Dr. P. Mohamad Ali himself, or any of the Key Managerial Personnel of the Company or their relatives, are directly or indirectly, concerned or interested in the said resolution.

Item No: 08

During the 24th Annual General Meeting of CIAL held on 29th September 2018 the Members of the Company passed a Special Resolution to appoint Sri. M. A. Yusuffali (DIN: 00364677) as non-retiring Director for a period of 5 (five) years. The period of appointment will expire on 28th September 2023. During the 11th Nomination and Remuneration Committee Meeting of CIAL held on 22nd June 2023, the Committee resolved to recommend the proposal to appoint Sri. M. A. Yusuffali (DIN: 00364677) as Director not liable to retire by rotation for a period of 5 years and authorized to place this proposal before the ensuing Board Meeting.

The Board of Directors in their meeting held on 26th June 2023 considered the proposal to appoint Sri. M.A. Yusuffali as non-retiring Director for a period of 5 years from 29th September 2023. The Company has received a notice in writing from a member proposing the candidature of Sri. M. A. Yusuffali for the office of Director under the provisions of Section 160 of the Companies Act 2013.

The Company has received from Sri. M. A. Yusuffali (i) consent in writing to act as Director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, and (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules 2014 to the effect that he is not disqualified under sub section (2) of Section 164 of the Companies Act 2013.

Accordingly, your Directors recommended the resolution No. 08 for approval of the shareholders to appoint Sri. M. A. Yusuffali as non-retiring Director of the Company for a period of 5 years from 29th September 2023.

No Directors other than Sri. M. A. Yusuffali himself or any of the Key Managerial Personnel of the Company or their relatives, are directly or indirectly, concerned or interested in the said resolution.

Item No: 09

Based on the recommendations of the Audit Committee, the Board of Directors of the Company have appointed M/s. BBS & Associates, Cost Accountants, Ernakulam (ICAI Firm Registration No: 00273) as the Cost Auditor of the Company for the financial year 2023 - 24 and approved the remuneration payable to them.

Pursuant to the provisions of Section 148 of the Companies Act 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules 2014, the remuneration payable to the cost auditor should be ratified by the shareholders of the Company. Hence, the Board recommends the resolution No: 09, for ratification of the members of the Company.

None of the Directors / Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the resolution.

By order of the Board
for **Cochin International Airport Limited**

sd/-

Place : Thiruvananthapuram

Date : 26th June 2023

Saji K.George
Executive Director & Company Secretary

As per the requirement of Secretarial Standard 2, the following information relating to the Director to be appointed / reappointed as contained at item 03, 04, 07 & 08 is furnished below:

Particulars	Information	Information
Name	Adv. P. Rajeeve (DIN: 09239099)	Adv. K. Rajan (DIN: 09226008)
Age	56 years	50 years
Qualification	Graduate, LL.B	Graduate, LL.B
Experience	32 years	27 years
Terms and Conditions of appointment	Retiring Director, being eligible offer himself for re-appointment.	Retiring Director, being eligible offer himself for re-appointment
Remuneration last drawn	Nil	Nil
Date of first appointment on Board	14 th June 2021	14 th June 2021
Shareholding in Company	Nil	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel	Nil	Nil
Number of Meetings of Board attended	5	5
Other Directorships, Memberships / Chairmanships of Committees of other Boards	1. Inkel Limited (Chairman & Director) 2. Kerala Rapid Transport Corporation Limited (Director) Chairmanship in Committees 1. CIAL Sub Committee 2. CIAL CSR Committee	Membership in Committee 1. CIAL CSR Committee

Particulars	Information	Information
Name	Dr. P. Mohamad Ali (DIN: 00288556)	Sri. M. A. Yusuffali (DIN: 00364677)
Age	74 years	68 years
Qualification	<ul style="list-style-type: none"> • Diploma in Civil Engineering • Honorary Degree of "Doctor of Science" in 2001 from Glasgow Caledonian University • Management Course in 1983 from Stanford University • Higher Management course from INSEAD, France 	DBA
Experience	50 years as Industrialist	46 years as Industrialist
Terms and Conditions of appointment	Appointed as Director of the Company	Non-retiring Director for a period of 5 years from 29 th September 2023
Remuneration last drawn	Nil	Nil
Date of first appointment on Board	14 th February 2023	26 th September 1995
Shareholding in Company	8,01,481	5,79,14,913
Relationship with other Directors, Manager and other Key Managerial Personnel	Nil	Nil
Number of Meetings of Board attended	Nil	5
Other Directorships, Memberships / Chairmanships of Committees of other Boards	<p>Director Galfar Engineering & Contracting (India) Private Limited</p> <p>Membership in Committee CIAL Audit Committee</p>	<p>Director and Managing Director</p> <ol style="list-style-type: none"> 1. Emmay Projects (India) Private Limited 2. Emmay Ventures (India) Private Limited 3. Lulu International Convention Centre Private Limited 4. Lulu Convention and Exhibition Center Private Limited 5. Lulu India Shopping Mall Private Limited 6. Lulu Group International Private Limited 7. Line Properties Private Limited 8. Lulu Hypermarket Private Limited 9. Lulu Trivandrum Mall Private Limited 10. Lulu International Shopping Malls Private Limited 11. Lulu Convention Centre Calicut Private Limited <p>Director</p> <ol style="list-style-type: none"> 12. Lulu Tech Park Private Limited 13. Emmay Logistics (India) Private Limited 14. Kannur International Airport Limited 15. Lulu Cyber Park Private Limited 16. UAE – India Business Council 17. Norka – Roots (Sec 8 Company) <p>Membership in Committee CIAL Stakeholders Relationship Committee</p>