

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 28th Annual General Meeting of Cochin International Airport Limited will be held on **Monday, the 26th September 2022 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 2022, 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 2022 and report of Auditors.
2. To appoint a Director in the place of Sri. E. M. Babu (DIN: 00788889) who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in the place of Sri. N. V. George (DIN: 00278319) who retires by rotation and being eligible, offers himself for re-appointment.
4. 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] the retiring Auditor, M/s. Krishnamoorthy & Krishnamoorthy, Chartered Accountants, Ernakulam (Firm Registration No: 001488S) be and is hereby reappointed as the statutory auditor of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting of the Company on such remuneration as may be fixed by the Board of Directors of the Company”.

SPECIAL BUSINESS

5. 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 61 and other applicable provisions, if any, of the Companies Act 2013, [including any statutory modification(s) and re-enactment(s) thereof for the time being in force] and the rules framed thereunder and Article 6 of the Articles of Association of the Company, the consent of the members be and is hereby accorded to increase the Authorized Share Capital of the Company from Rs. 400,00,00,000/- (Rupees Four Hundred Crores) divided into 40,00,00,000 (Forty Crore) equity shares of Rs. 10/- (Rupees Ten) each to Rs. 500,00,00,000/- (Rupees Five Hundred Crore) divided into 50,00,00,000 (Fifty Crore) equity shares of Rs. 10/- (Rupees Ten) each by creation of additional 10,00,00,000 (Ten Crore) Equity Shares of Rs. 10/- each ranking pari-passu in all respect with the existing equity shares of the Company;

“Resolved further that approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

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

“Resolved that pursuant to Sections 13, 61, 64 and other applicable provisions of the Companies Act 2013 [including any amendment(s) thereto or re-enactment(s) thereof] and the rules framed thereunder, the consent of the members of the Company be and is hereby accorded to alter the existing Clause V of the Memorandum of Association of the Company by deleting the existing Clause V and adding the following new Clause V.

Clause V

“The authorised capital of the Company is Rs. 500,00,00,000 (Rupees Five Hundred Crore only) divided into 50,00,00,000 (Fifty Crore only) equity shares of Rs. 10/- (Rupees Ten) each with power to increase or reduce the capital in accordance with the provisions of the Companies Act 2013 and the shares forming part of the capital for the time being may be sub divided, converted, cancelled or consolidated or divided into such class and be held upon such terms as may be prescribed by the Articles of Association and regulations of the Company for the time being or otherwise.”

“Resolved further that the Board of Directors be and is hereby authorized to do all such acts, deeds and things as may be necessary, proper or expedient to give effect to this resolution and for matters connected therewith or incidental thereto.”

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

“Resolved that pursuant to Sections 14, 61, 64 and other applicable provisions of the Companies Act 2013 [including any amendment(s) thereto or re-enactment(s) thereof] and the rules framed thereunder, the consent of the members of the Company be and is hereby accorded to alter the existing Article 3 of the Articles of Association of the Company by deleting the existing Article 3 and adding the following new Article 3.

Article 3

“The Authorized share capital of the Company is as expressed in the Memorandum of Association with power to increase or reduce the capital and to divide the shares in the capital into such classes subject to the provisions of the Act or any statutory modification thereof.”

“Resolved further that the Board of Directors be and is hereby authorized to do all such acts, deeds and things as may be necessary, proper or expedient to give effect to this resolution and for matters connected therewith or incidental thereto.”

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 the provisions of Sections 149,152 read with Schedule IV and other applicable provisions, if any, of the Companies Act 2013 (the “Act”) and the Rules framed thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and based on the recommendation of the Nomination & Remuneration Committee and the Board of

Directors of the Company, Sri. E.K.Bharat Bhushan (DIN: 01124966), who was appointed as an Additional Director of the Company with effect from 25th February 2022 under Section 161 of the Act and who holds office up to the date of this Annual General Meeting and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 3 years upto the conclusion of the Annual General Meeting to be held in the year 2025.”

“Resolved further that the Board of Directors and / or the Company Secretary be and are hereby severally authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

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 Sections 149,152 read with Schedule IV and other applicable provisions, if any, of the Companies Act 2013 (the “Act”) and the Rules framed thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, Smt. Aruna Sundararajan (DIN: 03523267), who was appointed as an Additional Director of the Company with effect from 25th February 2022 under Section 161 of the Act and who holds office up to the date of this Annual General Meeting and who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 3 years upto the conclusion of the Annual General Meeting to be held in the year 2025.”

“Resolved further that the Board of Directors and / or the Company Secretary be and are hereby severally authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

10. 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 196, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act 2013 as amended from time to time, or any modifications or statutory re-enactment(s) thereof, and all applicable guidelines for managerial remuneration issued by the Central Government from time to time, the appointment of Sri. S.Suhas IAS, (DIN: 08540981) as the Managing Director, 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 a period of three years with effect from 10th June 2022 on the following terms and conditions, be and is hereby approved.”

Monthly remuneration	<p>Being an officer of the All India Services, Sri. S.Suhas IAS will be entitled to the pay and allowances as applicable to him from time to time as per the All India Services Pay Rules including annual increments and pay revisions as and when applicable. His present entitlement is given below -</p> <table border="0"> <tr> <td>Basic Pay (Scale of pay : Rs.78,800 – 2,09,200)</td><td>Rs.88,700</td></tr> <tr> <td>Dearness Allowance (currently - 34% of Basic Pay)</td><td>Rs.30,158</td></tr> <tr> <td>H.R.A (currently 16% of Basic Pay)</td><td>Rs.14,192</td></tr> <tr> <td>Special Allowance</td><td>Rs.800</td></tr> <tr> <td>Total</td><td>Rs.1,33,850</td></tr> </table>	Basic Pay (Scale of pay : Rs.78,800 – 2,09,200)	Rs.88,700	Dearness Allowance (currently - 34% of Basic Pay)	Rs.30,158	H.R.A (currently 16% of Basic Pay)	Rs.14,192	Special Allowance	Rs.800	Total	Rs.1,33,850
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Special Allowance	Rs.800										
Total	Rs.1,33,850										
Perquisites	Managing Director shall be entitled to all perquisites and other allowances that are applicable to the employees of CIAL as per CIAL rules, subject to the condition that these are not lesser than his entitlement as an All India Services Officer.										

“Resolved further that the Board be and is hereby authorized to do all such things as may be necessary for implementing the aforesaid decision of the Company.”

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

“Resolved that pursuant to Sections 197, 198 and other applicable provisions, if any, of the Companies Act 2013, (the ‘Act’) read with Schedule V of the Act and the Rules made thereunder [including any amendment(s), modification(s) or re-enactment(s) thereof for the time being in force] and pursuant to the recommendation of the Board of Directors of the Company, the approval of the members of the Company, be and is hereby accorded for the payments made to Sri. V.J.Kurian (DIN: 01806859), former Managing Director of the Company as set out in the Explanatory Statement, for the period upto 09th June 2021 (i.e., at the time of completion of the 02nd term of appointment as Managing Director of the Company), notwithstanding that such remuneration may exceed 5% (five percent) being the limit specified under Section 197 and Schedule V of the Act in case of inadequacy or absence of profits arising out of the Covid impact, calculated in accordance with the applicable provisions of the Companies Act 2013.”

“Resolved further that the overall managerial remuneration payable to all directors shall not exceed the limit of 11% of net profit of the Company as prescribed under Section 197 of the Act read with rules made thereunder or other applicable provisions or any statutory modifications thereof.”

“Resolved further that the Board be and is hereby authorized to do all such things as may be necessary for implementing the aforesaid decision of the Company.”

12. 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 2023 be paid the remuneration of Rs.2,00,000/- 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**

Place : Thiruvananthapuram
Date : 29th August 2022

sd/-
Saji K.George
Company Secretary

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 05th May 2022, which is in continuation with the letter dated 05th May 2020 read with circulars dated 05th May 2020, 08th April 2020, 13th April 2020, 13th January 2021 and 14th December 2021 (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 20th September 2022 to 26th September 2022, both days inclusive.
5. In compliance with the aforesaid MCA Circulars, the Notice of the AGM along with the Annual Report 2021 - 22 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 2021 - 22 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. 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 2014 - 15 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)
31.03.2015	17.09.2022
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

7. 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 2014 - 15 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.
8. Since the AGM will be held through VC / OAVM, the route map is not annexed in this Notice.
9. 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.
10. 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.
11. The standalone financial statements of all the subsidiary companies of CIAL as on 31st March 2022 have been displayed at the website of CIAL (www.cial.aero).
12. 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: helpdesk.evoting@cdslindia.com.

13. 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 and Circular No. 02/2022 dated 05th May 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 and 14th December 2021 and 05th May 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 1,000 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, 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. L., 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. 02/2022 dated 05th May 2022 states that, with reference to Ministry's General Circular Nos.20/2020, 02/2021, 19/2021 and 21/2021 dated 05th May 2020, 13th January 2021, 08th December 2021 and 14th December 2021 respectively, it is decided to allow companies whose Annual General Meetings are due in the year 2022 to conduct Annual General Meetings on or before 31st December 2022 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 22nd September 2022 and ends at 17.00 hours (IST) on 25th September 2022. 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., 19th September 2022 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 e-voting is in progress as per the information provided by Company. On clicking the e-voting 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 i.e. CDSL / NSDL / Karvy / Linkintime, 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

	<p>4) Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from an 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>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.nsdl.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.nsdl.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.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.nsdl.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>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<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 022 - 23058738 and 022 - 23058542-43.
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 28 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 "EVSN" relevant to "Cochin International Airport Limited". Current EVSN is 220808018.
- (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.
- (17) Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while casting remote voting on your mobile.

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 shareholders / members login where the 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 022-23058738 and 022-23058542/43
 - The following person shall be responsible to address grievances concerned with the facility for e-voting: Contact name - 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: helpdesk.evoting@cdslindia.com.

Explanatory Statement pursuant to Section 102 of the Companies Act 2013

Item No: 05, 06 & 07

The present Authorised Share Capital of the Company is Rs. 400,00,00,000 (Rupees Four Hundred crore) comprising of 40,00,00,000 (Forty crore) Equity Shares of Rs.10/- each.

Considering the increased fund requirements and to support the growth plans of the Company, the Board at its Meeting held on 29th August 2022, had accorded its consent for increasing the Authorised Share Capital from Rs. 400,00,00,000 (Rupees Four Hundred crore) to Rs. 500,00,00,000 (Rupees Five Hundred Crore) by creation of 10,00,00,000 (Ten Crore) additional equity share of Rs.10/- each, subject to shareholders approval.

It is therefore proposed to increase the Authorised Share Capital of the Company from Rs. 400,00,00,000 (Rupees Four Hundred crore) to Rs. 500,00,00,000 (Rupees Five Hundred Crore) by creation of 10,00,00,000 (Ten Crore) additional equity share of Rs.10/- each ranking pari-passu with the existing Equity Shares in all respects as per the Memorandum and Articles of Association of the Company.

Consequently, Clause V of the Memorandum of Association and Article 3 of the Articles of Association would also require alterations so as to reflect the changed Authorised Share Capital.

The proposal for increase in Authorised Share Capital, amendment of Memorandum of Association and alteration to Articles of Association of the Company requires approval of members at a general meeting.

A copy of the Memorandum and Articles of Association of the Company duly amended and altered will be available for inspection in the manner provided in the Note No. 10 to this Notice.

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

The consent of the members is, therefore being sought for passing the aforesaid resolutions of the notice as Ordinary / Special Resolution.

Item No: 08

The Board of Directors of the Company had appointed Sri.E.K.Bharat Bhushan (DIN: 01124966) as an Additional Director of the Company in the capacity of Independent Director with effect from 25th February 2022. In accordance with the provisions of Section 161 of Companies Act 2013, Sri.E.K.Bharat Bhushan shall hold office up to the date of the forthcoming Annual General Meeting and is to be appointed as an Independent Director for a period of 3 years upto the conclusion of the Annual General Meeting to be held in the year 2025.

The Company has received a notice in writing from a member proposing the candidature of Sri.E.K.Bharat Bhushan for the office of Director under the provisions of Section 160 of the Companies Act 2013.

The Company has received a declaration from Sri.E.K.Bharat Bhushan, Independent Director stating that he meets with the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act 2013. In the opinion of the Board, he fulfils the conditions specified in the said Act for appointment as Independent Directors and is independent of management.

None of the Directors or Key Managerial Personnel and their relatives, except Sri.E.K.Bharat Bhushan, are concerned or interested financially or otherwise in this Resolution. The Board recommends the Ordinary Resolution set out at Item No. 08 for approval of the Members.

Item No: 09

The Board of Directors of the Company had appointed Smt.Aruna Sundararajan (DIN: 03523267) as an Additional Director of the Company in the capacity of Independent Director with effect from 25th February 2022. In accordance with the provisions of Section 161 of Companies Act 2013, Smt.Aruna Sundararajan shall hold office up to the date of the forthcoming Annual General Meeting and is to be appointed as an Independent Director for a period of 3 years upto the conclusion of the Annual General Meeting to be held in the year 2025.

The Company has received a notice in writing from a member proposing the candidature of Smt.Aruna Sundararajan for the office of Director under the provisions of Section 160 of the Companies Act 2013.

The Company has received a declaration from Smt.Aruna Sundararajan, Independent Director stating that she meets with the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act 2013. In the opinion of the Board, she fulfils the conditions specified in the said Act for appointment as Independent Directors and is independent of management.

None of the Directors or Key Managerial Personnel and their relatives, except Smt.Aruna Sundararajan, are concerned or interested financially or otherwise in this Resolution. The Board recommends the Ordinary Resolution set out at Item No. 09 for approval of the Members.

Item No: 10

In exercise of the powers conferred under Article 125(1) of the Articles of Association of the Company, Government of Kerala vide G.O. (Rt) No: 178/2021/TRANS dated 08th June 2021 ordered Sri. S. Suhas IAS (DIN: 08540981) to hold the charge of Managing Director / CIAL.

Pursuant to the above Government Order, the Board of Directors in its 127th meeting held on 14th June 2021 as well as the members of the Company at the 27th Annual General Meeting held on 02nd September 2021 resolved to appoint Sri. S. Suhas IAS as the Managing Director of the Company for a period of one year with effect from 10th June 2021 and fixed the terms of appointment as set out in the resolution.

During the 131st meeting of the Board of Directors of CIAL held on 21st April 2022, the Board resolved to extend the period of appointment for a further period of three years with effect from 10th June 2022. Therefore, the Board recommends the resolution in relation to the appointment of Managing Director for the approval of the shareholders of the Company.

The Company has received a notice in writing from a member proposing the candidature of Sri. S. Suhas IAS for the office of Director under the provisions of Section 160 of the Companies Act 2013.

In the event of loss or inadequacy of profits in any financial year during the tenure of service of the Managing Director, the payment of salary, perquisites and other allowances shall be governed by the limits prescribed under Section II of Part II of Schedule V of the Companies Act 2013 for the time being in force.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act 2013.

Except Sri. S. Suhas IAS, none of the Directors and Key Managerial Personnel of the Company and their relatives, are concerned or interested financially or otherwise in the resolution set out under Item No: 10.

Item No: 11

During the 86th meeting of Board of Directors of CIAL held on 23rd June 2011, the Board resolved to appoint Sri. V. J. Kurian as Managing Director for a period of 5 years with effect from 10th June 2011 with monthly remuneration and other applicable perquisites. The Members of the Company at the 17th Annual General Meeting held on 24th September 2011 had passed a resolution approving the appointment of Managing Director for a period of five years from 10th June 2011 to 09th June 2016. On completion of the first term of appointment, the Board of Directors of CIAL in its 107th meeting held on 23rd June 2016, reappointed Sri. V.J.Kurian as Managing Director for a further period of five years with effect from 10th June 2016 with monthly remuneration and perquisites. Subsequently during the 22nd Annual General Meeting of CIAL held on 22nd September 2016, the members of the Company passed a resolution approving the reappointment as Managing Director for a further period of five years from 10th June 2016 to 09th June 2021.

At the time of completion of the second term of appointment of Sri.V.J.Kurian, Rs.57.56 lakhs as short term employee benefit and Rs.190.37 lakhs towards the terminal benefits were released, as disclosed in Note No:4.33.3 of the audited financial statements of the Company for the period ending 31st March 2022, which is in excess of 5% of the net profits of the company calculated in accordance with Schedule V and Section 197 of the Act read with rules made thereunder. Out of the total remuneration of Rs.247.93 lakhs, an amount of Rs.52.13 lakhs is in accordance with the prior approvals obtained from the Board and Shareholders.

Taking this into consideration, the Board of Directors of CIAL in its 132nd meeting held on 23rd June 2022 considered, approved and ratified the remaining payment of Rs.195.86 lakhs towards the terminal and other benefits paid to Sri.V.J.Kurian, former Managing Director at the time of completion of second term of appointment which is in consonance and furtherance with the following resolutions passed by the Board of Directors / Members, from time to time -

1. Resolution No: 01 passed by the Board of Directors in the 86th meeting held on 23rd June 2011.
2. Resolution No: 10 passed by the Members of the Company in the 17th Annual General Meeting held on 24th September 2011.
3. Resolution No: 01A/106 passed by the Board of Directors in the 106th Meeting of the Board of Directors held on 26th February 2016.
4. Resolution No: 08/107 passed by the Board of Directors in the 107th meeting held on 23rd June 2016.
5. Resolution No: 10 passed by the Members of the Company in the 22nd Annual General Meeting of CIAL held on 22nd September 2016.

Accordingly, the Board recommends the resolution set forth in Item No.11 relating to the payments made to Sri. V.J.Kurian, former Managing Director of Rs.195.86 lakhs, which is in excess of 5% of the net profits of the Company, by way of Special Resolution.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act 2013.

Except Sri. V.J.Kurian, former Managing Director / CIAL, no other director(s) and Key Managerial Personnel(s) or their relatives, is in any way, concerned or interested, financially or otherwise, in this resolution.

The following disclosures are given in respect of the aforesaid in accordance with Schedule V:

1. General Information:

1.	Nature of industry	Aviation Industry
2.	Date or expected date of commencement of commercial production	Existing Company in operation since 1999
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable
4.	Financial performance based on given indicators	As disclosed in the financial statements
5.	Foreign Investments or collaborations, if any	The FDI investments (on repatriation basis) to the extent of 23.47% by NRI investors as on 31.03.2022

2. Information about the appointee:

1.	Background details	<p>Sri.V.J. Kurian is an IAS officer of the 1983 cadre. He is the founder Managing Director of Cochin International Airport Ltd., and conceptualized the development of this airport under public private partnership for the first time in India, and went on to commission the Airport during May 1999, within a span of six years, despite many obstacles, and also legal & financial constraints</p> <p>In 2003, he was appointed as MD of CIAL for the 2nd term and immediately, he reworked the term loan plans through which he was able to turn CIAL into profits and declared the dividend in the 5th year of airport operation.</p> <p>After a five-year central deputation, he was again appointed as MD, CIAL for a third term in 2011 with the main charge as Principal Secretary / Additional Chief Secretary (Water Resources) to Government of Kerala. After retiring from the post of Additional Chief Secretary during February 2017, he continued as Managing Director in CIAL till 09th June 2021. During this ten-year period from 2011 to 2021, the new International and Domestic terminals were completed including the new four-lane airport road and many other modern facilities at the airport. During this period CIAL also became the 'first airport in the world fully powered by solar energy' and obtained the UN's highest environmental award 'The Champions of Earth – 2018'.</p>
2.	Past remuneration	From June 2011 to February 2017, Sri. V.J. Kurian had not drawn salary from CIAL. But from March 2017 the payment of salary was from CIAL, till his retirement.

3.	Recognition or awards	Received FACT M.K.K. Nayar Memorial Productivity Awards in 2017. Received Champions of Earth Award from UN in 2018
4.	Job profile and his suitability	Sri.V.J.Kurian was entrusted with substantial powers of the Management and was responsible for the general conduct and management of the business and affairs of the company.
5.	Remuneration proposed	As stated in the Explanatory Statement at Item No:11 of the Notice
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	The remuneration of Sri.V.J.Kurian was comparable to that drawn by the peers in the similar capacity in the industry and is commensurate with the size of the Company and the diverse nature of its subsidiary companies.
7.	Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any	Other than the remuneration, Sri.V.J.Kurian does not have any pecuniary relationship with the company, directors or with key managerial personnel.

2. Information about the appointee:

1.	Reasons of loss or inadequate profits	During the financial year ended 31 st March 2022, the profits of the Company was not adequate due to the second & third wave of Covid impact and therefore the remuneration paid to the former Managing Director exceeded the limits prescribed.
2.	Steps taken or proposed to be taken for improvement	The Company has taken significant steps to overcome the difficulties due to Covid impact. During the financial year 2021 - 22, the Company has earned a pre-tax profit of Rs.37.69 crores when compared to the loss of Rs.115.14 crores during the financial year 2020 - 21.
3.	Expected increase in productivity and profits in measurable terms	The financial year 2022 - 23 is expected to show further progressive recovery of operations and the underlying business results.

Item No: 12

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 2022 - 23 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: 12, 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/-

Saji K.George
Company Secretary

Place : Thiruvananthapuram
Date : 29th August 2022

As per the requirement of Secretarial Standard 2, the following information relating to the Director to be appointed / reappointed as contained at item 02, 03, 08, 09, 10 & 11 is furnished below:

Particulars	Information	Information
Name	Sri. E.M. Babu (DIN:00788889)	Sri. N. V. George (DIN:00278319)
Age	71 years	68 years
Qualification	M.Com	Diploma
Experience	Industrialist (49 years of experience in managing business)	Industrialist (46 years of experience in managing business)
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	Rs.3,00,000 (Sitting Fees)	Rs.2,50,000 (Sitting Fees)
Date of first appointment on Board	30 th March 1998	11 th December 1998
Shareholding in Company	34,94,134 shares	2,79,64,548 shares
Relationship with other Directors, Manager and other Key Managerial Personnel	Nil	Nil
Number of Meetings of Board attended	3	4
Other Directorships, Memberships / Chairmanships of Committees of other Boards	Managing Director 1. Ostermeier Ventures Private Limited Director 1. Cochin International Aviation Services Limited	Managing Director 1. Kallur Farms Private Limited 2. Geonair Air-condition and Refrigeration Manufacturers Private Limited 3. Georgettan's Builders and Developers (India) Private Limited 4. Geo General Trading Private Limited 5. Geon's Golf Face Properties & Builders Private Limited 6. Georgettan's Villas & Properties Private Limited 7. Gemi's Builders & Properties Private Limited Director 1. Kallur Geo – Green Farms Private Limited 2. Geo Farms Private Limited 3. Floret Hotels (India) Private Limited 4. Cochin International Aviation Services Limited 5. Kerala Professional Boxing Council 6. Air Titan (India) Private Limited

Particulars	Information	Information
Name	Sri. E.K. Bharat Bhushan (DIN:01124966)	Smt. Aruna Sundararajan (DIN:03523267)
Age	67 years	63 years
Qualification	Masters in Arts and in Public Administration	Masters in Philosophy and Diploma in Public Administration
Experience	43 years	40 years
Terms and Conditions of appointment	As per resolution no. 08	As per resolution no. 09
Remuneration last drawn	Rs.1,00,000 (Sitting Fees)	Rs.75,000 (Sitting Fees)
Date of first appointment on Board	25 th February 2022	25 th February 2022
Shareholding in Company	Nil	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel	Nil	Nil
Number of Meetings of Board attended	0	0
Other Directorships, Memberships / Chairmanships of Committees of other Boards	Nil	Director 1. Larsen & Toubro Infotech Limited 2. Digivridhi Technologies Private Limited 3. Pixstory Global Holding Inc.

Particulars	Information	Information
Name	Sri. Suhas S. IAS (DIN: 08540981)	Sri.V.J.Kurian (DIN: 01806859)
Age	34 Years	65 Years
Qualification	B.E	M.A.
Experience	10 years	42 years
Terms and Conditions of appointment	As per resolution no. 10	As per resolution no:11
Remuneration last drawn	Nil	Rs.247.93 lakhs
Date of first appointment on Board	10 th June 2021	30 th March 1994
Shareholding in Company	Nil	7,541 shares
Relationship with other Directors, Manager and other Key Managerial Personnel	Nil	Nil
Number of Meetings of Board attended	4	Nil
Other Directorships, Memberships / Chairmanships of Committees of other Boards	Chairman & Director 1. Cochin International Aviation Services Limited 2. CIAL Dutyfree and Retail Services Limited 3. CIAL Infrastructures Limited Director 4. Air Kerala International Services Limited 5. Kerala Infrastructure Fund Management Limited Director & Managing Director 6. Kerala Waterways and Infrastructures Limited 7. Roads and Bridges Development Corporation of Kerala Limited.	Director 1. The South Indian Bank Limited