

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 31st Annual General Meeting of Cochin International Airport Limited will be held on **Saturday, the 27th September 2025 at 04.00 p.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 2025, 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 2025 and report of Auditors.
2. To declare Dividend on equity shares of the Company for the year ended 31st March 2025.
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.

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 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), Sri. Varghese Jacob, (DIN: 00030179), who was appointed as an Additional Director of the Company by the Board of Directors at its meeting held on 19th May 2025 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.”
6. 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. A. Jayathilak IAS, (DIN: 03346179), who was appointed as an Additional Director of the Company by the Board of Directors at its meeting held on 19th May 2025 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.”

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 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act 2013 as amended from time to time, or any modification(s) or statutory re-enactment(s) thereof, and all applicable guidelines for managerial remuneration issued by the Central Government from time to time, the re-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 2025 on the following terms and conditions, be and is hereby approved”.

| | |
|----------------------|--|
| Monthly remuneration | 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. Basic Pay (scale of pay: Rs.1,23,100 - 2,15,900) Rs. 1,30,600 Dearness Allowance Rs. 65,300 (Currently - 50%) HRA (16% of BP) Rs. 20,896 Special Allowance Rs. 1,000 Total Rs. 2,17,796 |
| 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.”

8. To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special 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 Companies (Appointment and Qualification of Directors) Rules 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and based on the recommendation of the Board of Directors, Sri.E.K.Bharat Bhushan (DIN:01124966) who was appointed as a Non-Executive Independent Director and who holds office of Independent Director for a term of 3 years upto the conclusion of the Annual General Meeting to be held in the year 2025, being eligible and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Companies Act 2013 signifying his intention to propose Sri.E.K.Bharat Bhushan (DIN:01124966) as a candidate for the office of a Director, be and is hereby re-appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office as Director for a second term of 3 (three) consecutive years, commencing from the conclusion of this Annual General Meeting up to the conclusion of the Annual General Meeting to be held in the year 2028.”

“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 a **Special 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 Companies (Appointment and Qualification of Directors) Rules 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and based on the recommendation of the Board of Directors, Smt. Aruna Sundararajan (DIN:03523267) who was appointed as a Non-Executive Independent Director and who holds office of Independent Director for a term of 3 years upto the conclusion of the Annual General Meeting to be held in the year 2025, being eligible and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Companies Act 2013 signifying his intention to propose Smt. Aruna Sundararajan (DIN:03523267) as a candidate for the office of a Director, be and is hereby re-appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office as Director for a second term of 3 (three) consecutive years, commencing from the conclusion of this Annual General Meeting up to the conclusion of the Annual General Meeting to be held in the year 2028.”

“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 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 2026 be paid the remuneration of Rs.2,75,000/- 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/-

Date : 23rd August 2025
Place : Ernakulam

Saji K. George
Executive Director & 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. The Ministry of Corporate Affairs (MCA) has vide letter dated 19th September 2024, 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, 05th May 2022, 28th December 2022 and 25th September 2023 (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 21st September 2025 to 27th September 2025, both days inclusive.
5. In compliance with the aforesaid MCA Circulars, the Notice of the AGM along with the Annual Report 2024 - 25 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 2024 - 25 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 20th September 2025. In respect of shares held in dematerialised form, the dividend will be paid to those members, who holds shares as on 20th September 2025 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 and also in the financial years 2022-23 and 2023-24. 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 2017-18 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) |
|----------------------|--|
| 31.03.2018 | 28.10.2025 |
| 31.03.2019 | 28.10.2026 |
| 31.03.2020 | 04.10.2027 |
| 31.03.2023 | 24.10.2030 |
| 31.03.2024 | 25.10.2031 |

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 2017-18 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 / MUFG Intime India Private 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 **Company** (cs@cial.aero) / **RTA** (coimbatore@in.mpms.mufig.com) by 5.00 p.m (IST) on 25th September 2025. 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 Company (cs@cial.aero) / RTA (coimbatore@in.mpms.mufig.com). The aforesaid declarations and documents need to be submitted by the shareholders by 5.00 p.m (IST) on 25th September 2025.
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 am to 01.00 pm up to 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 2025 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, Executive Director & Company Secretary, Cochin International Airport Limited, Room No: 35, 4th Floor, GCDA Commercial Complex, Marine Drive, Ernakulam, Kerala 682 031, Tel: 0484-2374154, **e-mail: cs@cial.aero** and (2) Mr. Rakesh Dalvi, Designation - Senior Manager (CDSL), Address - A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013. E-mail id - helpdesk.evoting@cdslindia.com. or call toll free no. 1800 21 09911
15. **Voting through electronic means:**
- a) 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, Circular No. 10/2022 dated 28th December 2022, Circular No. 09/2023 dated 25th September 2023 and Circular No. 09/2024 dated 19th September 2024. The forthcoming AGM will thus be held through video conferencing (VC) or other audio-visual means (OAVM). Hence, Members can attend and participate in the ensuing 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 and 05th May 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-voting's agency. 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. 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 MCA Circular No. 14/2020 dated 08th April 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of 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) In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated 13th April 2020, the Notice calling the AGM has been uploaded on the website of the Company at 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.
- j) The AGM has been convened through VC / OAVM in compliance with applicable provisions of the Companies Act 2013 read with MCA Circular No. 14/2020 dated 08th April 2020 and MCA Circular No. 17/2020 dated 13th April 2020 and MCA Circular No. 20/2020 dated 05th May 2020.
- k) MCA circular 09/2024 dated 19.09.2024 states that in continuation to this Ministry's General Circular No. 20/2020 dated 05th May 2020, General Circular No. 02/2022 dated 05th May 2022, General Circular No. 10/2022 dated 28th December 2022 and General Circular No. 09/2023 dated 25th September 2023 after due examination, it has been decided to allow companies whose AGMs are due in the year 2024 or 2025, to conduct their AGMs through VC or OAVM on or before 30th September 2025 in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/2020 dated 05th May 2020.

The instructions for shareholders for e-voting and joining virtual meeting are as under:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins from 09.00 hours (IST) on 23rd September 2025 and ends at 17.00 hours (IST) on 26th September 2025. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 20th September 2025 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 purposes only.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) In order to increase the efficiency of the voting process, pursuant to a public consultation, 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 ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL / NSDL e-voting system in case of individual shareholders holding shares in demat mode.

Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email id in their demat accounts in order to access e-voting facility.

Login method for e-voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode CDSL / NSDL** is given below:

| Type of shareholders | Login Method |
|--|---|
| Individual Shareholders holding securities in Demat mode with CDSL Depository | 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 users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. |
| | 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 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 CDSL website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. |
| | 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. |
| Individual Shareholders holding securities in demat mode with NSDL Depository | 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. |

| | |
|--|--|
| | 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 |
| | 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 hold with 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 |
| | 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp . You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 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. |
| | Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP) |
| | 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. |

Important 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 21 09911 |
| 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 : 022 - 4886 7000 and 022 - 2499 7000 |

Step 2 : Access through CDSL e-voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

Login method for e-voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in demat form.**

- 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. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders 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 Physical shareholders and other than individual shareholders holding shares in Demat. |
|--|--|
| PAN | Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company / Depository Participant are requested to use the sequence number sent by Company / RTA or contact Company / RTA. |
| 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. <ul style="list-style-type: none"> 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 is also to be used by the demat holders for voting for 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) Click on the “EVEN” / “EVSN” for the relevant “Cochin International Airport Limited” on which you choose to vote. **Current EVEN / EVSN is 250805007.**
- 11) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES / NO” for voting. 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 on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- 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) There is also an optional provision to upload BR / POA if any uploaded, which will be made available to scrutinizer for verification.

Additional Facility for Non - Individual Shareholders and Custodians - For Remote 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 e-mailed 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 will be mapped automatically & can be delink in case of any wrong mapping.
- It is mandatory that, 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 mandatory 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 at the e-mail address (vincent@svjs.in) and to the Company (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 AGM / EGM through VC / OAVM & e-voting during meeting are as under:

1. The procedure for attending meeting & e-voting on the day of the AGM / EGM is same as the instructions mentioned above for e-voting.
2. The link for VC / OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting 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.

7. 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 at least 5 days prior to meeting mentioning their name, demat account number / folio number, email ID, mobile number at cs@cial.aero. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 5 days prior to meeting mentioning their name, demat account number / folio number, e-mail ID, mobile number at cs@cial.aero. These queries will be replied to by the Company suitably by e-mail.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views / ask questions during the meeting.
9. 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.
10. 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 may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

Process for those shareholders whose e-mail / 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 e-mail to **Company** (cs@cial.aero) / **RTA** (coimbatore@in.mpms.mufg.com).
2. For Demat shareholders - Please update your e-mail ID & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders - Please update your e-mail 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 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Senior Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an e-mail to helpdesk.evoting@cdslindia.com or call toll free no. 1800 2109911.

Explanatory Statement pursuant to Section 102 of the Companies Act 2013

Item No:05 & 06

Sri.Varghese Jacob, (DIN: 00030179) and Dr.A.Jayathilak IAS, (DIN: 03346179) were appointed as Additional Directors of the Company with effect from 19th May 2025 pursuant to the provisions of Section 161(1) of the Companies Act 2013, and Article 99 of the Articles of Association of the Company based on the recommendation of the Nomination and Remuneration Committee. As per the provisions of Section 161(1), Sri.Varghese Jacob, (DIN: 00030179) and Dr.A.Jayathilak IAS, (DIN: 03346179) hold office up to the date of the ensuing Annual General Meeting and are eligible for appointment as Directors.

The Company has received a notice in writing from a member under Section 160 of the Companies Act 2013, proposing the candidature of Sri.Varghese Jacob (DIN: 00030179) and Dr.A.Jayathilak IAS (DIN: 03346179) for the office of Directors of the Company.

The Board considers that the continued association of Sri.Varghese Jacob (DIN: 00030179) and Dr.A.Jayathilak IAS (DIN: 03346179) would be of immense benefit to the Company and it is desirable to regularize them as Directors of the Company, who are liable to retire by rotation.

Accordingly, the Board recommends the resolutions as set out in Item No.5 & 6 of the accompanying Notice for the approval of the members.

None of the Directors, Key Managerial Personnel of the Company and their relatives, except Sri.Varghese Jacob (DIN: 00030179) and Dr.A.Jayathilak IAS (DIN: 03346179) to the extent of their appointment, are concerned or interested, financially or otherwise, in the resolutions.

Item No:07

The Board of Directors, in its 144th meeting held on 28th December 2024, approved the re-appointment of Sri S. Suhas IAS, as the Managing Director of Cochin International Airport Limited for a further period of three years with effect from 10th June 2025, as the current term of appointment was set to expire on 09th June 2025. The re-appointment was approved based on the recommendation of the Nomination and Remuneration Committee. Therefore, the Board recommends the resolution relating to the re-appointment of the 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 Managing 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:7.

Item No.08 & 09

The Board of Directors of CIAL in its meeting held on 25th February 2022 appointed Sri.E.K.Bharat Bhushan (DIN:01124966) and Smt.Aruna Sundararajan (DIN:03523267) as Additional Directors (Independent) of the Company. Subsequently, during the 28th Annual General Meeting of the Company held on 26th September 2022, the Members of the Company passed an ordinary resolution for appointing Sri.E.K.Bharat Bhushan (DIN:01124966) and Smt.Aruna Sundararajan (DIN:03523267) as the Non-Executive Independent Directors of the Company for a period of three years. The term of appointment of Sri.E.K.Bharat Bhushan (DIN:01124966) and Smt.Aruna Sundararajan (DIN:03523267) will expire upon the conclusion of the Annual General Meeting to be held in 2025.

Pursuant to Section 149(10) of the Companies Act 2013, the Independent Director shall be eligible for reappointment, and such reappointment should be disclosed in the Board's Report. Taking into consideration the experience and impeccable track record of Independent Directors, the Board of Directors in their meeting held on 23rd August 2025 considered the proposal to reappoint Sri.E.K.Bharat Bhushan (DIN:01124966) and Smt.Aruna Sundararajan (DIN:03523267) Non-Executive Independent Directors for a second term of 3 (three) consecutive years with effect from 27th September 2025 on the Board of the Company and in the opinion of the Board, the performance of the Directors for the previous 3 years was found satisfactory and they fulfil the conditions specified in the Companies Act 2013 and the Rules made thereunder. Sri.E.K.Bharat Bhushan (DIN:01124966) and Smt.Aruna Sundararajan (DIN:03523267) are independent of the management.

The Company has received two notices in writing from two Members under Section 160 of the Companies Act 2013 signifying their intention to propose Sri.E.K.Bharat Bhushan (DIN:01124966) and Smt.Aruna Sundararajan (DIN:03523267) as a candidate for the office of a Director. Further, the Company has received from Sri.E.K.Bharat Bhushan (DIN:01124966) and Smt.Aruna Sundararajan (DIN:03523267) (i) consent in writing to act as Director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules 2014 to the effect that they are not disqualified under sub-section (2) of Section 164 of the Companies Act 2013, and (iii) a declaration to the effect that they meet the criteria of independence as provided in Section 149 of the Companies Act 2013.

Accordingly, your Directors recommended the resolution No.08 & 09 for the approval of the shareholders appointing Sri.E.K.Bharat Bhushan (DIN:01124966) and Smt.Aruna Sundararajan (DIN:03523267) as Non-Executive Independent Directors of the Company, not liable to retire by rotation, for a further period of 3 (three) years commencing from the conclusion of this Annual General Meeting up to the conclusion of the Annual General Meeting to be held in the year 2028.

No Directors other than Sri.E.K.Bharat Bhushan (DIN:01124966) and Smt.Aruna Sundararajan (DIN:03523267) themselves or any of the Key Managerial Personnel of the Company or their relatives, are directly or indirectly, concerned or interested in the said resolutions.

Item No:10

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 2025 - 26 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: 10, 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**

Date : 23rd August 2025
Place : Ernakulam

sd/-
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, 05, 06, 07, 08 & 09 are furnished below:

| Particulars | Information | Information |
|--|---|---|
| Name | Adv. P. Rajeeve (DIN:09239099) | Adv. K. Rajan (DIN: 09226008) |
| Age | 58 years | 52 years |
| Qualification | Graduate, LL.B | Graduate, LL.B |
| Experience | 34 | 29 |
| 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 | 4 | 4 |
| Other Directorships, Memberships / Chairmanships of Committees of other Boards | Director & Chairman: 1. Inkel Limited Chairman: 1. CIAL CSR Committee 2. CIAL Sub Committee | Director: 1. Vizhinjam International Seaport Limited Member: 1. CIAL CSR Committee |

| Particulars | Information | Information |
|--|---|---|
| Name | Sri.Varghese Jacob (DIN:00030179) | Dr.A.Jayathilak IAS (DIN: 03346179) |
| Age | 64 years | 59 years |
| Qualification | Ph.d | MD / DM |
| Experience | 40 years' experience as industrialist | 34 years' in Indian Administrative Service |
| Terms and Conditions of appointment | As per resolution no.05 | As per resolution no.06 |
| Remuneration last drawn | Nil | Nil |
| Date of first appointment on Board | 19 th May 2025 | 19 th May 2025 |
| Shareholding in Company | 33,310 equity shares | Nil |
| Relationship with other Directors, Manager and other Key Managerial Personnel | Nil | Nil |
| Number of Meetings of Board attended | Nil | Nil |
| Other Directorships, Memberships / Chairmanships of Committees of other Boards | Director: 1. Pure Spaces Hospitality Private Limited 2. Zenriva Brands Private Limited | Director: 1. Kerala Rail Development Corporation Limited 2. Kerala State Electricity Board Limited |

| | | |
|--|--|---|
| | 3. Kochi International Foundation 4. Synthite Industries Private Limited (Wholetime Director) 5. Sijmak Exports Private Limited 6. Synthite Exports Limited 7. Botanium Ventures Private Limited. 8. Synthite Infrastructure Projects Private Limited 9. Viju's Green Pastures Private Limited 10. Herbal Isolates Private Limited Member: 1. CIAL Sub Committee | 3. Kochi Water Metro Limited 4. Vizhinjam International Seaport Limited 5. Overseas Keralites Investment and Holding Limited 6. Kochi Metro Rail Limited 7. Malabar International Port & SEZ Limited 8. Kerala Social Security Pension Limited (Managing Director) |
|--|--|---|

| Particulars | Information |
|--|--|
| Name | Sri. S. Suhas IAS (DIN :08540981) |
| Age | 37 years |
| Qualification | B.E |
| Experience | 13 years' in Indian Administrative Service |
| Terms and Conditions of appointment | As per resolution no.07 |
| Remuneration last drawn | Rs. 2.72 lakhs |
| Date of first appointment on Board | 10 th June 2021 |
| Shareholding in Company | Nil |
| Relationship with other Directors, Manager and other Key Managerial Personnel | Nil |
| Number of Meetings of Board attended | 4 |
| Other Directorships, Memberships / Chairmanships of Committees of other Boards | Managing Director: 1. Roads and Bridges Development Corporation of Kerala Limited 2. Cochin International Airport Limited Director: 3. Cochin International Aviation Services Limited 4. Air Kerala International Services Limited 5. CIAL Dutyfree and Retail Services Limited 6. Kerala Waterways and Infrastructures Limited 7. CIAL Infrastructures Limited Member: 1. CIAL Sub Committee 2. CIAL CSR Committee 3. CIL CSR Committee (Chairman) |

| Particulars | Information | Information |
|--|---|---|
| Name | Sri. E.K. Bharat Bhushan (DIN:01124966) | Smt.Aruna Sundararajan (DIN:03523267) |
| Age | 70 years | 66 years |
| Qualification | Masters in Arts and in Public Administration | Masters in Philosophy and Diploma in Public Administration |
| Experience | 46 years | 43 years |
| Terms and Conditions of appointment | As per resolution no. 08 | As per resolution no. 09 |
| Remuneration last drawn | Rs.3,50,000 (Sitting Fees) | Rs.3,50,000 (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 | 3 | 3 |
| Other Directorships, Memberships / Chairmanships of Committees of other Boards | Director: 1. Manappuram Finance Limited Committee Chairman & Member: 1. CIAL a. Audit Committee (Chairman) b. Stakeholders Relationship Committee (Chairman) c. Nomination and Remuneration Committee (Member) 2. Manappuram Finance Limited a. Corporate Social Responsibility Committee (Chairman) b. Stakeholders Relationship Committee (Member) | Director: 1. L&T Technology Services Limited 2. Info Edge (India) Limited 3. Delhivery Limited 4. Digividdhi Technologies Private Limited Committee Chairperson & Member: 1. CIAL NRC Committee (Chairperson) 2. CIAL Audit Committee (Member) 3. CIAL CSR Committee (Member) |