

KANNUR INTERNATIONAL AIRPORT LIMITED

Registered Office : “ Parvathy ”, T.C. 36/1, Chacka, NH Bypass, Thiruvananthapuram – 695024
CIN: U63033KL2009SGC025103

NOTICE

NOTICE is hereby given that the 11th Extra Ordinary General Meeting of Kannur International Airport Limited will be held on Monday, 20 July 2015 at 11.30 am at Symphony Hall, Mascot Hotel, Thiruvananthapuram - 695033 to transact the following business:

SPECIAL BUSINESS:

1. Issue and offer of equity shares on private placement basis.

Special Resolution

To consider and, if thought fit, to pass with or without modification, the following resolutions:

RESOLVED THAT in accordance with the provisions of Sections 42, 62 and other applicable provisions, if any of the Companies Act, 2013 (“Act”) read with the Rules framed thereunder, as may be amended from time to time and the Articles of Association of the Company and the regulations/ guidelines, if any, prescribed by any relevant authorities from time to time, to the extent applicable and subject to such approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications, as may be considered necessary by the Board of Directors (hereinafter referred to as the “Board” which terms shall be deemed to include any committee thereof for the time being exercising the powers conferred on the Board by this resolution) or as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board, the consent of the Company be and is hereby accorded to the Board to offer or invite to subscribe, issue and allot from time to time in one or more tranches 19,43,996 equity shares aggregating value of Rs 19,43,99,600/- on private placement basis to the persons detailed below:

Sl. No	Name of the proposed applicant	No of shares proposed to be offered	Offer price per share (in Rs)	Address
1.	Dr. Shamsheer V.P	19,00,000	100/-	'Nellikot', Chalappuram, P.O, Kozhikode, Kerala
2.	Kannur International Airport Promotion Society	43,996	100/-	T.C 36/1, First Floor, Chacka, NH Bypass, Thiruvananthapuram- 695024
	Total	19,43,996		

“RESOLVED FURTHER THAT the equity shares offered/ allotted/ issued in terms of this resolution shall rank paripassu in all respects with the existing equity shares of the Company”.

“RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board of Directors be and is hereby authorized on behalf of the Company to take all actions and do all such deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient to the issue or allotment of aforesaid equity shares”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to issue private placement offer letters in Form PAS-4, to send application forms to the persons to whom this offer is made and to maintain a complete record of the said offer in Form PAS-5,”

By order of the Board
For Kannur International Airport Limited
Sd/-
Anish Kurian
Company Secretary

Date: 10-06-2015
Thiruvananthapuram

Notes:

- (a) Members entitled to attend and vote are entitled to vote by proxy and a proxy need not be a member of the Company.
- (b) Proxy form in order to be valid and effective must be deposited at the registered office of the Company not less than 48 hours before the time of holding the aforesaid meeting.
- (c) The explanatory statement pursuant to Section 102 (1) of the Companies Act 2013, in respect of the special business is enclosed.

VOTING THROUGH ELECTRONIC MEANS

In compliance with the provisions of the Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules 2014 as amended or re-enacted from time to time, the Company is pleased to provide members facility to exercise their votes for all the shareholder resolutions detailed in the notice of the 11th Extra Ordinary General Meeting of the Company scheduled to be held on 20 July 2015 at 11.30 am by electronic means and the business may be transacted through remote e-voting. The Company has engaged the services of CDSL as the authorized agency to provide the remote e-voting facilities as per the instructions below.

Please read the instructions for the members for remote e-voting before exercising the votes. This communication forms an integral part of the notice dated 10-06-2015 for the Extra Ordinary General Meeting of the Company scheduled to be held on 20 July 2015, which is being sent to you along with the said notice. The notice of the Extra Ordinary General Meeting and this communication are also available on the website of the company www.kannurairport.in

Instruction to members for remote e-voting as under:

1. Date and time of commencement of voting through electronic means: 17 July, 2015 10:00 am
2. Date and time of end of voting through electronic means beyond which voting will not be allowed: 19 July, 2015 at 5:00. pm

Details of website: www.evotingindia.com

Details of persons to be contacted for issues relating to e-voting: M/s SKDC Consultants Ltd., Kanapathy Towers, 3rd Floor, 1391/A-1, Sathy Road, Ganapathy, Coimbatore -641 006

Phone +91 422 6549995, 253 9835-836, Fax +91 422 2539837, e-mail: info@skdc-consultants.com website: www.skdc-consultants.com

The remote e-voting module shall be disabled for voting on July 19, 2015 at 5:00. PM. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. The voting right of shareholders shall be in proportion to the shareholding in the paid up equity share capital of the Company as on 13 July, 2015 (cut-off date).

The Chairman of the Meeting shall, at the general meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting and as provided in clauses (a) to (h) of sub-rule(l) of rule 21' of The Companies (Management and Administration) Rules, 2014 as applicable, with the assistance of scrutiniser by use of ballot or polling paper or by using an electronic voting system for all those members who are present at the general meeting but have not cast their votes by availing the remote e-voting facility.

The Board of Directors has appointed CS G. Gnanendra Kumar, G Gnanendra Kumar & Associates, Company Secretaries, 'Ardhra', T.C 41/2259, Kalippankulam Road, Manacaud P.O, Thiruvananthapuram- 695 009, Kerala as the Scrutinizer, to scrutinize the e-voting process in a fair and transparent manner.

The Scrutinizer shall immediately after the conclusion of the voting at General meeting, first count the votes cast at the meeting, and thereafter unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any within Three days of Conclusion of the Meeting, to the Chairman of the meeting. The Chairman shall declare the results of the voting forthwith. The results declared along with the Scrutinizer's Report shall be placed on the Company's website and on the website of CDSL, immediately, after the Chairman declares the result.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 17 July, 2015 10:00 am and ends on 19 July, 2015 at 5:00. pm. 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 13 July 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com
- (iii) Click on 'shareholders' tab
- (iv) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company
- (v) Next enter the Image Verification as displayed and Click on Login
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing pass word is to be used
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • *Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digit of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL Letters. Eg.1 If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field. Eg. 2 If your name is K.P Ramesh Kumar with sequence number 1 then enter KP00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format
Dividend Bank details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.</p> <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or Company please enter the member id/folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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 to be used by the demat holders for voting for resolutions at 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN relevant to Kannur International Airport Ltd on which you choose to vote

- (xii) 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.
- (xiii) Click on the "RESOLUTION FILE LINK" if you wish to view the entire Resolution details
- (xiv) 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.
- (xv) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to change your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If demat account holder has forgotten the changed password then Enter the User ID and image verification code and Click on Forgot Password and enter the details prompted by the system
- (xviii) Note for non individual shareholders and custodians
- Non-individual shareholder (I.e. other than individuals, HUF, NRI, etc.) and Custodian are required to log on to www.e-votingindia.com and register themselves as Corporates.
 - 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 log in 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 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 the pdf format in the system for the scrutinizer to verify the same
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (FAQs) and e-voting manual available at www.evotingindia.com under help section or write an e-mail to helpdesk.evoting@cdslindia.com

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF
THE COMPANIES ACT, 2013

Item No. 1

The Company proposes to increase its capital base by mobilizing additional equity capital to meet the cost for implementing the project, by private placement of shares pursuant to the provisions of section 42 of the Companies Act, 2013, by offering 19,43,996 equity shares of Rs 100 each aggregating to Rs 19,43,99,600/-

Section 62 of the Act read with the Companies(Share Capital & Debentures) Rules, 2014 provides *inter alia*, that wherever it is proposed to increase the subscribed capital of the Company by issue of further shares, such shares may be offered to any persons, whether or not those persons are holders of the equity shares of the Company or employees of the Company, if authorized by way of a special resolution.

Furthermore, as per section 42 of the Act, read with the rules framed thereunder, a company offering or making an invitation to subscribe to securities on a private placement basis is required to obtain the prior approval of the shareholders by way of a special resolution, for each of the offers and invitations.

The approval of the members is accordingly being sought by way of a special resolution under sections 42 and 62 of the Act read with the Rules made thereunder for the issue of 19,43,996 equity shares of Rs 100 each aggregating Rs 19,43,99,600/-

The Company submits the following information for taking appropriate decision for approval of the proposed resolution as set out in the Item No. 1 of the notice of the meeting by way of special resolution:

- (a) The object of the issue: To raise the funds for long term financial needs of the Company from the selected person and entity on private placement basis.
- (b) The total numbers of shares to be issued: 19,43,996 equity shares of Rs 100 each
- (c) The price band at which allotment is proposed: The issue will be made at a price of Rs. 100/- per share.
- (d) The basis on which the price has been arrived at: Based on the valuation certificate received from M/s Sunod Kumar and Associates, Chartered Accountants, Thiruvananthapuram. As per the valuation done, the price per equity share is Rs 100/- and hence the offer of equity share will be made at that price. The certificate, shareholding pattern of the promoters and others have been kept at the Registered Office of the Company for inspection.
- (e) The relevant date on the basis of which price has been arrived at: The date of the certificate of the Chartered Accountant is 18 May 2015
- (f) The Class or classes of persons to whom the allotment is proposed to be made: Kannur International Airport Promotion Society, a Society registered under the provisions of The Travancore, Cochin, Literary Scientific and Charitable Societies Registration Act, 1955 and Dr. Shamsheer V.P, a Non Resident Indian
- (g) The Intention of promoters/directors/key managerial personnel to subscribe to the offer: None of the promoters/directors/key managerial personnel of the Company intent to participate in the proposed allotment of shares except the interest of Shri M.A Yusuffali, Additional Director of the Company, whose son in law Dr Shamsheer V.P is one of the party intending to purchase 19,00,000 equity shares.
- (h) Proposed time within which the allotment shall be completed: The Company expects to complete the allotment of securities within 12 months from passing of special resolution

- (I) The change in control, if any, in the Company that would occur consequent to the offer:-The Directors do not envisage any change in the control of the management by the proposed allotment of shares .
- (j) The number of persons to whom allotment on preferential basis have already been made during the financial year, in terms of No of shares and price:

No of persons- 1, Price of share- Rs 100 per share, Total No. of shares-1,00,400

- (k) The Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the Registered valuer: Not applicable as the proposed allotment of shares will be against the payment of cash.

- (l) The Pre and post issue Shareholding pattern of the Company is as under:

Sl. No.	Category	Pre-issue		Post issue	
		No. of shares held	% of share holding	No. of shares held	% of share holding
A	Promoters Holding:				
1.	Indian:				
	Government of Kerala	1,64,06,962	33.84	1,64,06,962	32.54
	Sub Total	1,64,06,962	33.84	1,64,06,962	32.54
2.	Foreign Promoters	NIL	NIL	NIL	NIL
	Sub Total(A)	1,64,06,962	33.84	1,64,06,962	32.54
B	Non- Promoters holding:				
1	Institutional Investors				
	Kerala PSUs	10,14,000	2.10	10,14,000	2.01
	Bharat Petroleum Corporation Ltd	1,70,00,000	35.07	1,70,00,000	33.72
	Airport Authority of India	NIL	NIL	NIL	NIL
	Commercial Banks	50,00,000	10.31	50,00,000	9.92
	Kannur International Airport Promotion Society	NIL	NIL	43,996	0.08
	Other Institutions in private sector	8,38,900	1.73	8,38,900	1.66
2.	Non- Institution:				
	Directors and Relatives	25,00,000	5.16	44,00,000	8.73
	Individuals (including NRIs)	57,17,104	11.79	57,17,104	11.34
	Sub Total (B)	3,20,70,004	66.16	3,40,14,000	67.46
	GRAND TOTAL	4,84,76,966	100	5,04,20,962	100

The proposed issue of equity shares as above may be made in one or more tranches.

In order to authorise to the Board for taking further action, it is necessary to pass the said special resolution for private placement of shares as set out in the Item No 1 of the notice

Your Directors recommend resolutions No.1.set forth in the notice for your approval.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested in the proposed resolution except Shri M.A Yusuffali, Additional Director of the Company.

By order of the Board
For Kannur International Airport Limited
Sd/-
Anish Kurian
Company Secretary

Date: 10-06-2015
Thiruvananthapuram.

ATTENDANCE SLIP
KANNUR INTERNATIONAL AIRPORT LIMITED

Registered Office : " Parvathy ", T.C. 36/1, Chacka, NH Bypass, Thiruvananthapuram – 695024

CIN: U63033KL2009SGC025103

Please complete this attendance slip and hand it over at the entrance of the Meeting Hall

Full Name of Shareholder/Representative/Proxy in Block Letters:

Address:

Folio No:

No of shares held:

I hereby record my presence at the 11th Extra Ordinary General Meeting of the Company held on Monday, 20 July 2015 at 11.30 am at Symphony Hall, Mascot Hotel, Thiruvananthapuram-695033

Signature of Shareholder/Representative/Proxy:

If Shareholder/Representative, please sign here	If Proxy, please sign here

Note: Only Shareholders of the Company/Representatives of Body Corporates or their proxies will be allowed to attend the Meeting.

FORM –MGT -11

Proxy Form

(Pursuant to section 105(6) of the Companies Act, 2013 and rule 19 (3) of the Companies
(Management and Administration) Rules, 2014

Name of the Company: Kannur International Airport Limited

Registered Office : “ Parvathy ”, T.C. 36/1, Chacka, NH Bypass, Thiruvananthapuram – 695024

CIN: U63033KL2009SGC025103

Name of the member (s) :

Registered address:

E-mail id:

Folio No. / Client Id:

DP ID :

I/We, being the member (s) holding shares of above named Company, hereby appoint

1. Name :

Address :

E-mail –id:

Signature :, or failing him

2. Name :

Address :

E-mail –id:

Signature :, or failing him

3. Name :

Address :

E-mail –id:

Signature :, or failing him

as my/ our proxy to attend and vote (on a poll) for me/us and on my /our behalf at the 11th Extra Ordinary General Meeting of the Company to be held on Monday, 20 July 2015 at 11.30 am at Symphony Hall, Mascot Hotel, Thiruvananthapuram - 695033 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No:	Special Resolution
(Special Business)	

Signed this day of2015.

Signature of the shareholder(s)

Signature of the proxy holder (s)

Affix Re 1
Revenue
Stamp Here

Note : The proxy form duly completed must be deposited at the Registered Office of the Company not less than 48 hours before the time for holding the meeting. A proxy need not be a member.