

**NOTICE OF THE
15TH ANNUAL GENERAL MEETING
FY 2023-24.**

KANNUR 
International Airport Ltd.

NOTICE OF 15TH ANNUAL GENERAL MEETING FY 2023-24.

NOTICE is hereby given that the 15th Annual General Meeting of shareholders of Kannur International Airport Limited will be held on **Monday, 23 September, 2024 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 the Audited Standalone Financial Statements of the Company for the financial year ended 31st March 2024, together with the Report of the Board of Directors and the Auditors thereon and the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March 2024, together with the Report of the Auditors thereon.**
2. **To appoint a Director in Place of Sri. M.A. Yusuffali (DIN: 00364677), Director who retires by rotation and, being eligible, offers himself for re-appointment.**
3. **To appoint a Director in Place of Dr. M.P. Hassan Kunhi (DIN: 02793323), Director who retires by rotation and, being eligible, offers himself for re-appointment.**

SPECIAL BUSINESS:

4. **Appointment of Sri. Dinesh Kumar C. as Managing Director (DIN: 09717438) for a Period of Three years and to fix the Terms & Conditions of his appointment**

*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 196 (1), 197, 198, 203 and Schedule V and such other applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or any amendment(s) thereto, or any substitution(s) or any re-enactment(s) made thereof, for the time being in force) read with Article 126(1) of the Articles of Association of the Company, and such other statutory approvals as may be required, consent and approval of the Shareholders be and is hereby accorded for the appointment of Sri. Dinesh Kumar C. (DIN: 09717438) as the Managing Director of the Company w.e.f 07th February, 2023 for a term of three years, on such terms and conditions including payment of remuneration of Rs. 38,09,820/- based on the Government Order dated 21 November, 2023 and revised remuneration of Rs. 50.16 Lakh as per the Government Order dated 4 July, 2024, in the wake of inadequacy of profits for the financial years 2022-23 and 2023-24 as minimum remuneration paid for the respective financial years and for the remuneration during financial year 2024-25 as decided by the Government of Kerala and approved by the Board of Directors as below:

The annual salary package for Mr. Dinesh Kumar C, Managing Director of Kannur International Airport Limited, is limited to Rs. 50.16 lakh. This package includes actual housing rent, vehicle, and WiFi facilities, in addition to reimbursement of his actual monthly mobile phone charges.”

“RESOLVED FURTHER THAT any of the Directors and the Company Secretary be and are hereby severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to settle any issue, question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem fit or desirable in the best interests of the Company.”

5. Remuneration of Cost Auditor for the Financial Year 2024-25.

To consider and, if thought fit, to pass with or without modification, 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 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or reenactment thereof, for the time being in force), the consent of the Members of the Company be and is hereby accorded to the ratification of the remuneration of M/s Sankara Kumar Associates, Cost Accountant, Trivandrum (Firm Reg. No. 004043), appointed as the Cost Auditors by the Board of Directors of the Company (‘the Board’) for the financial year 2024-25 to conduct the audit of the cost records for the Company and that the said Cost Auditors be paid a remuneration of Rs. 75,000/- plus applicable taxes and out of pocket expenses.”

“RESOLVED FURTHER THAT, M/s Sankara Kumar Associates, Cost Accountant be and is hereby further authorized to prepare and file the cost audit reports vide e-forms as required by statutes to ROC for the Financial Years 2024-25 on a remuneration of Rs. 18,000/- inclusive of all taxes.”

“RESOLVED FURTHER THAT any of the Directors and the Company Secretary be and are hereby severally authorised 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 Kannur International Airport Limited,**

**Sd/-
Aby Eapen
Company Secretary
M.No. A23807**

Date: 17 July 2024
Place: Kannur

Notes:

- 1. THE STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013 WITH RESPECT TO THE SPECIAL BUSINESS SET OUT IN THE NOTICE IS ANNEXED.**
2. The Ministry of Corporate Affairs has vide its General Circular No. 09/2023 dated 25 September 2023, has permitted to conduct the AGM through Video Conferencing (VC) or other audio visual means (OAVM) till 30th September 2024. 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 /herself 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 notice of the AGM is being sent physically to the registered address of the shareholders and through electronic mode to those members whose email addresses are registered with the Company. Members may please note that the Notice will also be available on the Company's website (www.kannurairport.aero).
5. The register of members and share transfer books of the Company will remain closed from 17 September 2024 to 23 September 2024 both days inclusive.
6. The Board of Directors has appointed Sri. Abhilash Nedayalil Abraham, Practising Company Secretary (FCS No. 10876 CP No. 14524), as the Scrutiniser to scrutinise the e-Voting process in a fair and transparent manner.
7. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is sent through e-mail and holding shares as of the cut-off date i.e. 16 September 2024, may obtain the login ID and password by sending a request at evoting@nsdl.com or Issuer/RTA (irrespective of NSDL/CDSL account holders) . However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/ Password” or “Physical User Reset Password” option available on www.evoting.nsdl.com or call on : 022 - 4886 7000 . In case of Individual Shareholders holding securities in demat mode

who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. 16 September 2024, may follow steps mentioned in the Notice of the AGM under “Access to NSDL/CDSL e-voting system”.

8. Since the AGM is being held through VC/OAVM, the Route map is not annexed to this Notice.
9. E-voting instructions are also forming part of this notice.

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

Item No.4 Appointment of Sri. Dinesh Kumar C. as Managing Director (DIN: 09717438) for a period of three years and to fix the terms & conditions of his appointment.

In accordance with the powers granted under Article 126(1) of the Company's Articles of Association, the Government of Kerala issued GO (Rt) No. TRA E1/46/2023-TRANS on 1 February 2023, appointing Sri. Dinesh Kumar C. (DIN: 09717438) as the Managing Director of the Company for a period of three years. In compliance with the directives of Government of Kerala, the Board of Directors of Kannur International Airport at their 63rd Board meeting held on 20th March, 2023 approved the appointment of Sri. Dinesh Kumar C. (DIN: 09717438) as Managing Director of the Company for a period of three years.

Subsequently, on 21 November 2023, the Government of Kerala issued another Government Order, G.O.(Rt) No. 489/2023/TRANS, outlining the terms and conditions of Sri. Dinesh Kumar C.'s appointment and fixed his remuneration as Rs. 38,09,820/-.

Further, on 4 July 2024, the Government of Kerala issued another Government Order, G.O.(Rt) No. 244/2024/TRANS, enhancing his remuneration to Rs. 50.16 Lakhs and the Board of Directors, at its 68th meeting held on 17th July 2024 acknowledged the above order of Government of Kerala and approved and fixed the remuneration of Sri. Dinesh Kumar C in accordance with the Government Directives. The appointment of Sri Dinesh Kumar C and terms and conditions of his remuneration now requires approval from the shareholders at the Annual General Meeting (AGM) pursuant to Section 196(1), 197, 198, 203, Schedule V and such other applicable provisions of the Companies Act, 2013.

Therefore, the Board recommends the resolution in relation to the appointment of Managing Director and terms and conditions of his remuneration for the approval of shareholders of the Company as Special Resolution.

Further, the Company has incurred loss during the financial year 2022-23 and 2023-24 causing inadequacy of profit for managerial remuneration, it warrants conformity to the provisions under Section II, Part II, Schedule V of the Act. This necessitates a disclosure of additional information as 'General Information' about the appointee, and on business of the Company, meant to enable the shareholders to take an informed decision, on the said proposal for appointment of the Managing Director and terms and conditions of his remuneration. Hence, the motion is also put up before shareholders for approval. The remuneration proposed for Mr. Dinesh Kumar C is within the limits prescribed under Schedule V as envisaged under Section 197 (3) of the Act, so as not to necessitate an approval by the Central Government, of any such terms and conditions. Your Board of Directors at their meeting dated 17th July, 2024, recommends to the General Body of shareholders, appointment of Mr Dinesh Kumar C as Managing Director on such terms and conditions as are herein proposed and subject to such other approvals by the Statutory and Regulatory Authorities as might be applicable. The Company is inadequate in profit as aforesaid, and the motion is proposed as a Special Resolution with the following Additional Information as envisaged under Law.

All documents referred to in accompanying Notice and Statement pursuant to Section 102 of the Companies Act, 2013 shall be open for inspection at the Registered Office of the Company during

the office hours on all working days upto the date of AGM.

Except Mr. Dinesh Kumar C, no other Director, other key managerial personnel or relatives thereof are concerned or interested in this resolution.

Sl. No.	Particulars	Information		
I. GENERAL INFORMATION				
1.	Nature of Industry:	Greenfield Airport		
2.	Date or expected date of commencement of commercial production:	The Company was incorporated on 3 December 2009. Commercial Operations started on 9 December 2018.		
3.	In case of new companies, expected date of commencement of activities as per project approved by the financial institution appearing in the prospectus:	N.A		
4.	Financial Performance based on given indicators: (Rs.in lacs)	Particulars	2023-24	2022-23
		Total Income	10162.28	11517.36
		Net Profit/Loss	(16,856.02)	(12,627.14)
5.	Foreign investment or collaborators, if any:	NA		
II. INFORMATION ABOUT THE APPOINTEE				
1.	Background details:	Mr. Dinesh Kumar C holds a B.Tech from Government Engineering College, Thrissur, and an MBA from IGNOU. He had a long tenure with Cochin International Airport Limited (CIAL) starting in 1994, serving as Airport Director of CIAL and Managing Director of Cochin International Aviation Services Limited (CIASL) before taking charge as Managing Director of KIAL.		
2.	Past remuneration drawn (FY 2022-23):	Rs. 50 Lakhs		
3.	Recognition or Awards:	Mr. Dinesh Kumar C has long years of experience as a Airport Director of Cochin International Airport Limited (CIAL) and also the Managing Director of Cochin International Aviation Services Limited (CIASL) before taking charge as Managing Director of KIAL.		

Sl. No.	Particulars	Information
4.	Job Profile and his suitability	Mr. Dinesh Kumar C as Managing Director looks after the development and execution of the company's strategic plan and operations, in partnership with the Board of Directors, to achieve financial and growth targets of Kannur Airport.
5.	Remuneration proposed	The remuneration payable is outlined in the corresponding resolution itself.
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:	The proposed remuneration is lower than that of similar designated position at other Airports in India.
7.	Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any:	Mr. Dinesh Kumar C does not have any other direct or indirect pecuniary relationship with the Company or relationship with any managerial personnel.
III. OTHER INFORMATION		
1.	Reasons of loss or inadequate profits:	Owing to operational challenges and business exigencies at Kannur International Airport since its inception in December 2018, the company has incurred significant annual losses. As of March 31, 2024, the total accumulated losses amount to Rs 742.77 crores.
2.	Steps taken / proposed to be taken for improvement :	With new routes and increased flight frequency, the company expects an increase in profitability.
3.	Expected increase in productivity and profit in measurable terms:	The Company is expected to be consistently maintaining productivity and growth in profits.
IV. DISCLOSURE 1.		
1.	<p>1. A draft resolution and detailed Explanatory Statement about the appointment and terms and conditions thereof of Mr. Dinesh Kumar C is presented under the Notice convening the ensuing Annual General Meeting.</p> <p>2. The details regarding remuneration package of the Managing Director is produced in the Directors' Report.</p>	

Item No. 5 Remuneration of Cost Auditor for the Financial Year 2024-25.

The Board of Directors of the Company had appointed M/s Sankara Kumar & Associates, Cost

Accountant, Trivandrum as the Cost Auditor of the Company for the Financial Year 2020-21, 2021-22, 2022-23 & 2023-24 for a remuneration of Rs. 75,000/- plus applicable taxes and out of pocket expenses.

The Board of Directors in their meeting held on 17 July 2024 decided to extend his engagement as Cost Auditor for FY 2024-25 on the same terms and conditions ie Rs. 75,000/- plus applicable taxes and out of pocket expenses and to prepare & file the Cost Audit Report vide e-forms as required by statutes to ROC for the Financial Years 2024-25 on a remuneration of Rs. 18,000/- inclusive of all taxes.

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 this resolution for the ratification of the members.

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 Kannur International Airport Limited,
Sd/-

Aby Eapen
Company Secretary
M.No. A23807

Date: 17 July 2024
Place: Kannur

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 is furnished below:

Particulars	Information	Information	Information
Name	Sri. Dinesh Kumar C. (DIN: 09717438)	Sri. M. A. Yusuffali (DIN: 00364677)	Dr. M.P. Hassan Kunhi (DIN: 02793323)
Age	59 Years	68 Years	70 Years
Qualification	B-tech, MBA	DBA	Ph.D.
Experience	He had a long tenure with Cochin International Airport Limited (CIAL) starting in 1994, serving as Airport Director of CIAL and Managing Director of Cochin International Aviation Services Limited (CIASL) before taking charge as Managing Director of KIAL.	47 years of expertise in the business sector.	Entrepreneur, with 40 years of experience in the field of medical technologies.
Terms and Conditions of appointment	As per Item No. 4 of this notice	Retiring Director, being eligible offer himself for re-appointment.	Retiring Director, being eligible offer himself for re-appointment.
Remuneration last drawn	Rs. 50 Lakhs	Nil	Nil
Date of first appointment on Board	7 February, 2023	18 December 2014	15 November 2018
Shareholding in Company	Nil	1,15,00,000	50,00,000
Relationship with other Directors, Manager and other Key Managerial Personnel	Nil	Father in law to Dr. Shamsheer V.P (Director, KIAL)	N.A
Number of Meetings of Board attended	4	1	3

Particulars	Information	Information	Information
Other Directorships, Memberships / Chairmanships of Committees of other Boards	Nil	<p>Managing Director</p> <ol style="list-style-type: none"> 1. Lulu Hypermarket Private Limited 2. Lulu Trivandrum Mall Private Limited 3. Lulu International Shopping Malls Private Limited 4. Lulu International Convention Center Private Limited 5. Lulu Convention and Exhibition Center Private Limited 6. Lulu Convention Center Calicut Private Limited 7. Lulu India Shopping Mall Private Limited 8. Lulu Group International Private Limited <p>Director</p> <ol style="list-style-type: none"> 1. Cochin International Airport Limited 2. Lulu Tech Park Private Limited 3. Lulu Center International Private Limited 4. UAE-India Business Council 5. Lulu Cyber Park Private Limited 6. Norka-Roots (Sec 25 Company) 7. Giex Foods Private Limited 	<p>Managing Director</p> <ol style="list-style-type: none"> 1. Oystercity Medical Tourism Private Limited <p>Director</p> <ol style="list-style-type: none"> 1. HK Texworth Private Limited 2. Next Sports Education Private Limited 3. Medmer Lifecare Private Limited 4. Molecular Cyclotrons Private Limited 5. Verteil Technologies Private Limited 6. Bluevibe Hospitality And Logistics Private Limited 7. Molecular Multispeciality Hospitals Private Limited 8. Asset Homes Private Limited 9. French Arcade Builders Private Limited 10. Medtech Remedies Private Limited 11. Gem Education Systems International Limited 12. Institute Of Business And Finance Taliparamba Private Limited

INSTRUCTIONS - VOTING THROUGH ELECTRONIC MEANS

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021, Circular No. 10/2022 dated December 28,2022 and all other relevant circulars issued from time to time, physical attendance of the Members to the AGM venue is not required and general meeting 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.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM/AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 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.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. 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 Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 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 National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.kannurairport.aero. The AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsd.com.
7. 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 April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020, MCA Circular No. 2/2021 dated January 13, 2021, MCA Circular No. 02/2022 dated 05 May 2022 and MCA Circular No.10/2022 dated December 28, 2022, MCA Circular No. 09/2023 dated 25 September 2023 and all other relevant circulars issued from time to time.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on 20 September 2024, at 9.00 A.M. and ends on 22 September 2024 at 5.00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 16 September 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 16 September 2024.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, 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 Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are 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 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

	<p>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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 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 Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi 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 a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
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.com or call at 022 - 4886 7000
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

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
- c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:

- a) Click on “Forgot User Details/Password?” (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to abislab2015@gmail.com with a copy marked to evoting@nsdl.com
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Mr.Amit Vishal, Deputy Vice President at evoting@nsdl.com.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide 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 **cs@kannurairport.aero**.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to **cs@kannurairport.aero**. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**.
3. Alternatively shareholder/members may send a request to **evoting@nsdl.com** for procuring user id and password for e-voting by providing above mentioned documents.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be 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 in the AGM.
3. Members 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.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of “VC/OAVM link” placed under “Join meeting” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members 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 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.
5. Shareholders who would like to express their views/ask questions during the AGM may register themselves as a speaker may send their request from their registered email address mentioning their name, demat account number/folio number, PAN, mobile number at cs@kannurairport.aero from 12 September 2024 (9.00 a.m. IST) to 16 September 2024 (5.00 p.m IST). Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.