

# FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



# Annual Return (other than OPCs and Small Companies)

Form language  English  Hindi

Refer the instruction kit for filing the form.

## I. REGISTRATION AND OTHER DETAILS

- (i) \* Corporate Identification Number (CIN) of the company
- Global Location Number (GLN) of the company
- \* Permanent Account Number (PAN) of the company
- (ii) (a) Name of the company
- (b) Registered office address
- (c) \*e-mail ID of the company
- (d) \*Telephone number with STD code
- (e) Website
- (iii) Date of Incorporation
- (iv) 

Type of the Company	Category of the Company	Sub-category of the Company
Private Company	Company limited by shares	Subsidiary of Foreign Company
- (v) Whether company is having share capital  Yes  No
- (vi) \*Whether shares listed on recognized Stock Exchange(s)  Yes  No

(vii) \*Financial year From date  (DD/MM/YYYY) To date  (DD/MM/YYYY)

(viii) \*Whether Annual general meeting (AGM) held  Yes  No

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted  Yes  No

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1					

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

\*No. of Companies for which information is to be given

**Pre-fill All**

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	Zurich Airport International AC		Holding	100

## IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

### (i) \*SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	2,000,000,000	1,526,921,901	1,526,921,901	1,526,921,901
Total amount of equity shares (in Rupees)	20,000,000,000	15,269,219,010	15,269,219,010	15,269,219,010

Number of classes

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity				
Number of equity shares	2,000,000,000	1,526,921,901	1,526,921,901	1,526,921,901

Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	20,000,000,000	15,269,219,010	15,269,219,010	15,269,219,010

**(b) Preference share capital**

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

**(c) Unclassified share capital**

Particulars	Authorised Capital
Total amount of unclassified shares	0

**(d) Break-up of paid-up share capital**

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
<b>Equity shares</b>						
<b>At the beginning of the year</b>	2	567,929,599	567929601	5,679,296,0	5,679,296,0	
<b>Increase during the year</b>	0	958,992,300	958992300	9,589,923,0	9,589,923,0	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	958,992,300	958992300	9,589,923,0	9,589,923,0	0
iii. Bonus issue	0	0	0	0	0	
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0

viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify <input type="text"/>						
<b>Decrease during the year</b>	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify <input type="text"/>						
<b>At the end of the year</b>	2	1,526,921,8	1526921901	15,269,219,	15,269,219,	
<b>Preference shares</b>						
<b>At the beginning of the year</b>	0	0	0	0	0	
<b>Increase during the year</b>	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify <input type="text"/>						
<b>Decrease during the year</b>	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify <input type="text"/>						
<b>At the end of the year</b>	0	0	0	0	0	

ISIN of the equity shares of the company

(ii) Details of stock split/consolidation during the year (for each class of shares)

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

**(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) \***

Nil

[Details being provided in a CD/Digital Media]

Yes

No

Not Applicable

Separate sheet attached for details of transfers

Yes

No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting		<input type="text"/>	
Date of registration of transfer (Date Month Year)		<input type="text"/>	
Type of transfer	<input type="text"/>	1 - Equity, 2 - Preference Shares, 3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor		<input type="text"/>	
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input type="text"/>	

Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	<input type="text"/>
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Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor	<input type="text"/>
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Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Ledger Folio of Transferee	<input type="text"/>
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Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

**(iv) \*Debentures (Outstanding as at the end of financial year)**

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
<b>Total</b>			0

**Details of debentures**

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

**(v) Securities (other than shares and debentures)**

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

**V. \*Turnover and net worth of the company (as defined in the Companies Act, 2013)**

**(i) Turnover**

0

**(ii) Net worth of the Company**

15,098,910,000

**VI. (a) \*SHARE HOLDING PATTERN - Promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	

6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	1,526,921,900	100	0	
10.	Others	0	0	0	
	<b>Total</b>	1,526,921,900	100	0	0

**Total number of shareholders (promoters)**

2

**(b) \*SHARE HOLDING PATTERN - Public/Other than promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	1	0	0	
10.	Others	0	0	0	



	<b>Total</b>	1	0	0	0
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**Total number of shareholders (other than promoters)**

1

**Total number of shareholders (Promoters+Public/  
Other than promoters)**

3

**VII. \*NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS  
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	3	2
Members (other than promoters)	0	1
Debenture holders	0	0

**VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**(A) \*Composition of Board of Directors**

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
<b>A. Promoter</b>	1	0	1	0	0	0
<b>B. Non-Promoter</b>	0	8	0	7	0	0
(i) Non-Independent	0	8	0	7	0	0
(ii) Independent	0	0	0	0	0	0
<b>C. Nominee Directors representing</b>	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
<b>Total</b>	1	8	1	7	0	0

**Number of Directors and Key managerial personnel (who is not director) as on the financial year end date**

11

**(B) (i) \*Details of directors and Key managerial personnel as on the closure of financial year**

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
DANIEL BIRCHER	08675300	Managing Director	0	
ALBERT KASPAR BRU	09129585	Director	0	
SIDHARATH KAPUR	02153416	Director	0	
BEAT EMIL SPALINGE	00914012	Director	0	
SANJAY GANESH UBA	02040738	Director	0	
ARUN VIR SINGH	07349134	Director	0	
SUNDEEP MALIK	06527232	Director	0	
KUMAR HARSH	09457942	Director	0	
Christoph Schnellmann	NTXPS4565R	CEO	0	
Pawan Jain	AGOPJ1040M	Company Secretar	0	
NITU SAMRA	APRPS7563N	CFO	0	

**(ii) Particulars of change in director(s) and Key managerial personnel during the year**

3

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
SUNDEEP MALIK	06527232	Director	20/09/2022	Change in Designation
KUMAR HARSH	09457942	Director	20/09/2022	Change in Designation
LUKAS MARTIN BROS	09154549	Alternate director	15/11/2022	Cessation

**IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS****A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS**

Number of meetings held

2

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Extra-Ordinary General Meeting	09/06/2022	3	2	100
Annual General Meeting	20/09/2022	3	2	100

## B. BOARD MEETINGS

\*Number of meetings held

7

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	28/04/2022	8	8	100
2	01/06/2022	8	6	75
3	30/06/2022	8	7	87.5
4	25/09/2022	8	7	87.5
5	15/11/2022	8	6	75
6	30/01/2023	8	7	87.5
7	22/02/2023	8	6	75

## C. COMMITTEE MEETINGS

Number of meetings held

11

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit, Finance	22/04/2022	3	3	100
2	Audit, Finance	29/06/2022	3	3	100
3	Audit, Finance	23/08/2022	3	3	100
4	Audit, Finance	04/10/2022	3	3	100
5	Audit, Finance	14/11/2022	3	3	100
6	Audit, Finance	21/02/2023	3	3	100
7	Project Review	27/04/2022	3	3	100
8	Project Review	24/08/2022	3	3	100

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
9	Project Review	14/11/2022	3	3	100
10	Project Review	21/02/2023	3	3	100

**D. \*ATTENDANCE OF DIRECTORS**

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	25/09/2023
								(Y/N/NA)
1	DANIEL BIRC	7	7	100	5	5	100	Yes
2	ALBERT KASI	7	7	100	4	4	100	No
3	SIDHARATH K	7	7	100	7	7	100	No
4	BEAT EMIL SI	7	7	100	6	6	100	No
5	SANJAY GAN	7	7	100	4	4	100	No
6	ARUN VIR SIM	7	3	42.86	0	0	0	No
7	SUNDEEP MA	7	7	100	7	7	100	No
8	KUMAR HARS	7	2	28.57	0	0	0	Yes

**X. \*REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

0

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1							0
	Total						

Number of CEO, CFO and Company secretary whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Christoph Schnellm	Chief Executive	23,240,000	0	0	0	23,240,000

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
2	Nitu Samra	Chief Financial C	15,850,000	0	0	0	15,850,000
3	Pawan Jain	Company Secre	3,080,000	0	0	0	3,080,000
	Total		42,170,000	0	0	0	42,170,000

Number of other directors whose remuneration details to be entered

4

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Sidharath Shrawank	Non-executive D	0	0	0	2,460,000	2,460,000
2	Beat Emil Spalinger	Non-executive D	0	0	0	4,840,000	4,840,000
3	Albert Kaspar Brunr	Non-executive D	0	0	0	3,110,000	3,110,000
4	Sanjay Ganesh Uba	Non-executive D	0	0	0	2,150,000	2,150,000
	Total		0	0	0	12,560,000	12,560,000

#### XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

\* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year  Yes  No

B. If No, give reasons/observations

#### XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS  Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES  Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

**XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment**

Yes  No

**XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES**

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Neeraj Jain

Whether associate or fellow

Associate  Fellow

Certificate of practice number

26163

**I/We certify that:**

(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.

(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

(c) The company has not, since the date of the closure of the last financial year with reference to which the last return was submitted or in the case of a first return since the date of the incorporation of the company, issued any invitation to the public to subscribe for any securities of the company.

(d) Where the annual return discloses the fact that the number of members, (except in case of a one person company), of the company exceeds two hundred, the excess consists wholly of persons who under second proviso to clause (ii) of sub-section (68) of section 2 of the Act are not to be included in reckoning the number of two hundred.

**Declaration**

I am Authorised by the Board of Directors of the company vide resolution no. ...  dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

**Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.**

**To be digitally signed by**

Director

SUNDEE P MALIK  
Digitally signed by SUNDEEP MALIK  
Date: 2023.11.23 20:37:31 +05'30'

DIN of the director

06527232

**To be digitally signed by**

PAWAN JAIN  
Digitally signed by PAWAN JAIN  
Date: 2023.11.23 20:36:25 +05'30'

Company Secretary

Company secretary in practice

Membership number

20882

Certificate of practice number

**Attachments**

- 1. List of share holders, debenture holders
- 2. Approval letter for extension of AGM;
- 3. Copy of MGT-8;
- 4. Optional Attachment(s), if any

<b>Attach</b>
<b>Attach</b>
<b>Attach</b>
<b>Attach</b>

**List of attachments**

YIAPL Shareholding list.pdf
List of meetings YIAPL.pdf
YIAPL 2023 MGT-8_compressed.pdf

**Remove attachment**

Modify

Check Form

Prescrutiny

Submit

**This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company**

**LIST OF SHAREHOLDERS OF**  
**YAMUNA INTERNATIONAL AIRPORT PRIVATE LIMITED**  
**AS ON 31<sup>st</sup> MARCH 2023**

S. NO.	NAME OF THE SHAREHOLDER	No. of equity shares held (Face value of Rs.10 each)
1.	Zurich Airport International AG	152,69,21,899
2.	Flughafen Zürich AG	1
3.	Noida International Airport Limited	1

For **YAMUNA INTERNATIONAL AIRPORT PRIVATE LIMITED**



**Pawan Jain**  
**AGM Legal and Company Secretary**  
**ACS No.-20882**  
**Email-Id: pawan.jain@niairport.in**



# Yamuna International Airport Private Limited

(Concessionaire for Noida International Airport)

Corporate Identification Number: U62100UP2020FTC165446

Plot No. 7, Sector-142, Noida Expressway, Noida, Gautam Buddha Nagar, Uttar Pradesh, India,  
201305

## Details of Meetings of the Committees of Board of Directors of Yamuna International Airport Private Limited

### (i) Audit, Finance and Risk Committee

S. No.	Date of Meeting	No. of Committee Members entitled to attend	No. of Committee Members attended
1.	April 22, 2022	3	3
2.	June 29, 2022	3	3
3.	August 23, 2022	3	3
4.	October 4, 2022	3	3
5.	November 14, 2022	3	3
6.	February 21, 2023	3	3

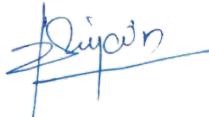
### (ii) Project Review Committee

S. No.	Date of Meeting	No. of Committee Members entitled to attend	No. of Committee Members attended
1.	April 27, 2022	3	3
2.	August 24, 2022	3	3
3.	November 14, 2022	3	3
4.	February 21, 2023	3	3

### (iii) Right Issue Committee

S. No	Name of the Directors	No. of Meetings entitled to attend	No. of Meetings Attended
1	June 14, 2022	3	3

For and on behalf of  
Yamuna International Airport Private Limited



**Pawan Jain**  
AGM Legal & Company Secretary  
ACS - 20882  
[pawan.jain@niairport.in](mailto:pawan.jain@niairport.in)

Date: 23 November 2023



**Form No. MGT-8**

**[Pursuant to Section 92(2) of the Companies Act, 2013 and Rule 11(2) of Companies  
(Management and Administration) Rules, 2014]**

I have examined the registers, records, books and papers of **Yamuna International Airport Private Limited (CIN: U62100UP2020FTC165446)** having Registered Office at **Plot No. 7, Sector-142 Noida Expressway, Gautam Buddha Nagar, Noida, Uttar Pradesh-201305** ("the Company") as required to be maintained under the Companies Act, 2013 ("the Act") and the rules made thereunder for the financial year ended on 31<sup>st</sup> March, 2023. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the company, its officers and agents, I certify that:

- A. The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. During the aforesaid financial year, the Company has complied with provisions of the Act & Rules made there under in respect of:
  1. its status under the Act, which is active, Limited by Shares;
  2. maintenance of registers/records & making entries therein within the time prescribed therefore;
  3. filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within/beyond the prescribed time;
  4. Calling/ convening/ holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;
  5. Closure of Register of Members / Security holders - ***During the financial year under review no such events has taken place;***


6. Advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act – ***The Company has not given advance/loan to its directors and/or persons or firms or companies referred in section 185 of the Act during the financial year under review;***
7. Contracts/ Arrangement with related parties as specified in section 188 of the Act - ***The contracts/arrangements/transactions entered into by the company with related parties, if any, were in the ordinary course of business and on arm's length basis. The details of such related parties have been disclosed in the financial statements;***
8. Issue or allotment or transfer or transmission or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances – ***During the financial year under review, there was no change in the authorized share capital of the Company. However, Post closure of the financial year 2022-2023 till the date of this certificate, the members of the Company has, in the Annual General Meeting held on September 25, 2023, passed the resolution for the increase in Authorised Share Capital of the Company from INR 20,000,000,000/- (Indian Rupees Two Thousand Crores only) to INR 30,000,000,000/- (Indian Rupees Three Thousand Crores only).***

***Further, during the financial year under review, the Company has issued equity shares on right issue basis as per the Section 62(1)(a) of the Companies Act, 2013 in the following manner:***

- (a) ***Allotment of 32,20,12,000 (Thirty-Two Crores Twenty Lakhs Twelve Thousand) equity shares having nominal value of Rs. 10/- (Indian Rupees Ten Only) each to Zurich Airport International AG in the Board Meeting of the Company held on 30<sup>th</sup> June, 2022;***
- (b) ***Allotment of 45,57,24,500 (Forty-Five Crore Fifty-Seven Lakhs Twenty-Four Thousand and Five Hundred) equity shares having nominal value of Rs. 10/- (Indian Rupees Ten Only) on rights basis to Zurich Airport International AG by Circulation by Audit, Finance and Risk Committee on 30<sup>th</sup> September, 2022;***
- (c) ***Allotment of 18,12,55,800 (Eighteen Crore Twelve-Lakh Fifty-Five Thousand and Eight Hundred) equity shares having nominal value of Rs. 10/- (Indian Rupees Ten only) on rights basis to Zurich Airport International AG in the Audit, Finance and Risk Committee meeting held on 20<sup>th</sup> October, 2022;***
9. Keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act – ***There was no transaction necessitating Company to keep in abeyance right to dividend, rights shares and bonus shares pending registration of transfer of shares during the period under review.;***


10. Declaration/ payment of dividend; transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act – ***The Company has not declared any dividend during the financial year or earlier years and therefore, it is not required to transfer any amount to the Investor Education and Protection Fund (IEPF);***
11. The Company has complied with the provision related to signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub-sections (3), (4) and (5) thereof - ***The Company has complied with the provision related to signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub-sections (3), (4) and (5) thereof;***
12. All other provisions related to constitution/appointment/ re-appointments/retirement/filling up casual vacancies / disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them have been complied properly - ***During the period under review, changes taken place in the Directorship/KMP were as follows:***
- (a) ***Mr. Sundeep Malik was re-appointed as the Director of the Company w.e.f 20<sup>th</sup> September, 2022 through approval of members by way of an ordinary resolution duly passed in Annual General Meeting (AGM) held on 20<sup>th</sup> September 2022;***
- (b) ***Mr. Kumar Harsh was re-appointed as the Director of the Company w.e.f. 20<sup>th</sup> September, 2022 through approval of members by way of an ordinary resolution passed in AGM held on 20<sup>th</sup> September 2022;***
- (c) ***Mr. Lukas Martin Brosi ceased to be an Alternate Director on the Board of the Company with effect from 15<sup>th</sup> November, 2022;***
13. The Company has complied with the provision related to appointment/ re-appointment/ filling up of casual vacancies of auditors as per the provisions of section 139 of the Act – ***In the Extra-Ordinary General Meeting (EGM held on 9<sup>th</sup> June, 2022, the Members of the Company had passed a Special Resolution confirming the continuance of M/s. S.R. Batliboi & Co. LLP, Chartered Accountants as the Statutory Auditors of the Company till the conclusion of 6<sup>th</sup> Annual General Meeting. However, in the month of March 2023, the Noida International Airport Limited (“NIAL” or “Authority”) concluded the process of constituting a panel of 5 (five) Chartered Accountants for conducting the Statutory Audit of the Company. Pursuant to the same, M/s. S.R. Batliboi & Co. LLP, Chartered Accountants resigned from the office of Statutory Auditors of the Company and M/s. MSKA & Associates, Chartered Accountants, (FRN: 105047W) were appointed as the Statutory Auditors to fill the casual vacancy in the office of Statutory Auditor of the Company.***

***Further, post closure of the financial year 2022-2023 till the date of this certificate, the members of the Company has, in the Annual General Meeting held on 25<sup>th</sup> September, 2023, passed the resolution for the appointment of M/s. MSKA & Associates, Chartered Accountants, (FRN: 105047W) as Statutory Auditors of the Company to hold office from the conclusion of the 3<sup>rd</sup> Annual General Meeting for the financial year ended 31<sup>st</sup> March, 2023 until the conclusion of the 8<sup>th</sup> Annual General Meeting of the Company for the financial year ending on 31<sup>st</sup> March, 2028.***



14. Approvals required to be taken from the Central Government, Tribunals, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act; - ***The company has obtained all necessary approvals required to be taken from the office of the Registrar of Companies, under the various applicable provision of the Act, However as per the information given and explanation provided, the Company was not required to obtain any approval from the Central Government, Tribunal, Regional Director, Court or such other authorities under the provisions of the Act;***
15. Acceptance/ renewal/ repayment of deposits – ***The Company has not invited/accepted/renewed/repaid any deposits during the period under review;***
16. The Company has complied with the provision in relation to the borrowings from its Directors, Members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable - ***During the period under review, the Company has not taken any fresh Loan from Banks and hence, was not required to Create, Modify and/or Satisfy any Charges, wherever required.”***
17. The Company has not made any loans to any persons within the meaning of Section 186 of the Companies Act, 2013 and has also not given any guarantees/securities or made any investment within the meaning of that Section- ***During the period under review, the Company has invested in units of mutual funds (disclosed in the Financial Statements) and company has not given any Loans or guarantees and provided any securities to other bodies corporate or persons falling under the provisions of section 186 of the Act;***
18. Alteration of the provisions of the Memorandum and/ or Articles of Association of the Company - ***The Company has not altered Memorandum of Association during the period under review and no changes in the Articles of Association of the Company.***

***However, Post closure of the financial year 2022-2023 till the date of this certificate, the members of the Company has, in the Annual General Meeting held on 25<sup>th</sup> September, 2023, passed the resolution for the increase in Authorised Share Capital of the Company from INR 20,000,000,000/- (Indian Rupees Two Thousand Crores only) to INR 30,000,000,000/- (Indian Rupees Three Thousand Crores only) and accordingly, the Memorandum of Association of the Company was altered to capture this change.***

**For Neeraj Jain & Associates  
Company Secretaries**

**Neeraj Jain  
(Proprietor)  
M No: F9599  
COP: 26163**



**Firm Unique Code: S2023DE908600  
Peer Review Certificate No: 3258/2023  
UDIN: F009599E002075465**

**Place: New Delhi  
Date: 21<sup>st</sup> November, 2023**

**OUR ABOVE CERTIFICATIONS OF EVEN DATE ARE SUBJECT TO THE  
FOLLOWING:**

1. Maintenance of Secretarial records is the responsibility of the Management of the Company.
2. We have followed the secretarial practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records for issuance of the above certificate. The verification was done on test basis to ensure that correct facts are reflected in the secretarial records. We believe that the process and practices we follow provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and book of accounts of the company.
4. Wherever required, we have obtained the management representation about the compliance laws, rules and regulation and happening of events.
5. Certification in Form MGT-8 is neither an assurance as to future viability of the company not of the efficacy and effectiveness with which the management has conducted the affairs of the company.
6. The compliance and disclosures with respect to the provisions of Companies Act, 2013 ("The Act") and applicable rules made there under, except for provisions relating to the preparations and Audit of financials Statement and Section 185, 186, 187, 188, 189 for which I have relied on the report given by the Statutory Auditors. Further reliance has also been put on the compliance status as per Director's Report given by the management.

