

SHORTER NOTICE

Shorter Notice is hereby given that the Fifteenth (15th) Annual General Meeting of the members of M/s TIM Delhi Airport Advertising Private Limited scheduled to be held on Thursday, September 18, 2025 at 12:30 P.M. at the Registered office of the Company i.e. "FULCRUM"-Board Room, Unit 406 (West Wing), 4th Floor, Worldmark-1, Asset Area No.11, Hospitality District, Aerocity-IGI Airport, New Delhi-110037, to transact the following business:

ORDINARY BUSINESS:

1. To adopt the audited Balance Sheet of the Company as on March 31, 2025, the Profit and Loss Account and Cash Flow Statement for the financial year ended on that date together with the Report of the Directors and Auditors thereon.
2. To appoint Director in place of Mr. B.V.N. Rao (DIN: 00051167), who retires by rotation and who is not disqualified to become Director under the Companies Act, 2013 and being eligible, offer himself for reappointment.
3. To appoint Director in place of Mr. Aman Nanda (DIN: 09344676), who retires by rotation and who is not disqualified to become Director under the Companies Act, 2013 and being eligible, offer himself for reappointment.
4. To re-appoint the Statutory Auditor (M/s Walker Chandio & Co LLP) of the Company.

To re-appoint the Auditors and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as:

ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Audit & Auditors) Rules, 2014, including any statutory enactment or modification thereof, M/s Walker Chandio & Co LLP (Grant Thornton), Chartered Accountants (Firm Registration No. 001076N/N500013) be and is hereby re-appointed as the Statutory Auditors of the Company for a second term of five years starting from Financial Year 2025-26 and they shall hold office from the conclusion of Fifteenth Annual General Meeting until the conclusion of Twentieth Annual General Meeting of the Company."

RESOLVED FURTHER THAT any Director, Chief Executive Officer or Chief Financial Officer or the Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things, as may be required or considered necessary, including entering into such agreement(s), deed(s) or any other document and to file with the Registrar of Companies, NCT of Delhi & Haryana, Central Government in prescribed form(s) as may be required or considered necessary, in order to give effect to this resolution or otherwise considered by the Board of Directors in the interest of the Company.



SPECIAL BUSINESS:

5. TO APPOINT MR. RAJESH KUMAR ARORA (DIN-03174536) AS NON-EXECUTIVE DIRECTOR OF THE COMPANY, LIABLE TO RETIRE BY ROTATION.

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 152 and 160 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, including any statutory modification (s) thereto or enactment thereof for the time being in force, read with Article of Association of Companies, Mr. Rajesh Kumar Arora (DIN No. 03174536), who was appointed as an Additional Director with effect from March 17, 2025 by Board of Directors of the Company in terms of section 161 and in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as Non-Executive Director of the Company whose period of office shall be liable to determination by retirement of Directors by rotation.

RESOLVED FURTHER THAT any Director, Chief Executive Officer or Chief Financial Officer or the Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things, as may be required or considered necessary, including entering into such agreement(s), deed(s) or any other document and to file with the Registrar of Companies, NCT of Delhi & Haryana, Central Government in prescribed form(s) as may be required or considered necessary, in order to give effect to this resolution or otherwise considered by the Board of Directors in the interest of the Company.”

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE GENERAL MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

A person can act as a proxy on behalf of the Members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as a proxy for any other person or Member. Proxies submitted on behalf of limited companies, societies, etc. must be supported by valid and effective resolution/authority, as applicable.

2. The Statement pursuant to Section 102 (1) of the Companies Act., 2013 with respect to the Special Business, if any, set out in the Notice is annexed.

3. The instrument appointing Proxy must be deposited at the Registered office of the Company not less than 48 (Forty-Eight) hours prior to the commencement of the Meeting. A proxy form for the Annual General Meeting (AGM) is enclosed.



4. Members/Proxies should bring attendance slip sent herein, duly filled in, for attending the Meeting.

In case of joint holders, the vote of only such joint holder who is higher in the order of names, whether in person or proxy, shall be accepted to the exclusion of the votes of other joint holders.

5. The names of shareholders appearing in Register of the Members and Share Transfer Books of the Company as on the close of business hours of Thursday, September 18, 2025, will be considered for the purpose of ascertaining the eligibility of members for payment of dividend, if any.

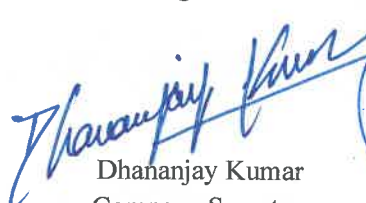
6. As per Section 101, 136 and all other applicable provisions of the Act, read with rules made under the actual and circulars issued by the Ministry of Corporate Affairs, companies can now serve/send various reports, documents, communication, including but limited to annual report comprising of the Reports of Directors, Auditor's Report, Balance Sheet, Profit & Loss Account, Notice of General Meeting, etc. (hereinafter referred to as 'Documents') to its members through electronic mode at their email addresses.

7. Corporate Members intending to send their representatives to attend the Meeting are requested to send the Company a certified copy of the board resolution authorizing their representatives to attend and vote at the meeting on their behalf.

8. Statutory registers and all other documents relevant to the business as stated in the Notice convening the AGM are open for inspection by the members at the Registered Office and Corporate Office of the Company during business hours on any working day of the Company without payment of fee and will be available at the AGM.

9. The route map showing directions to reach the venue of the AGM and prominent land mark is annexed herewith and forms part of the Notice.

By order of the Board of Directors
For **TIM Delhi Airport Advertising Private Limited**


Dhananjay Kumar
Company Secretary

Mem. No: - A24559



Place: New Delhi

Date: 03.09.2025

Registered Office:

Unit 406 (West Wing), 4th Floor,
Worldmark-1, Asset Area No.11,
Hospitality District, Aerocity-IGI Airport,
New Delhi-110037.

Item No. 2

As stipulated under Secretarial Standard-2, brief profile of Mr. B.V.N. Rao (DIN:00051167), Executive Director and Chairman of the Board of the Company, including names of companies in which he holds directorships and memberships / chairmanships of Board Committees, is provided below:

Age	71 years
Date of Appointment on the Board	20th October, 2016
Qualifications	Graduate in Electrical Engineering from Andhra University
Expertise in specific functional area	Mr. B.V.N. Rao, Group Director, has been associated with the GMR Group since 1989. He is a graduate in Electrical Engineering from Andhra University. During his tenure with Andhra Bank before joining the Group, he gained extensive experience in the Banking Sector with specific focus in Industrial Finance. He was also on the board of Vysya Bank (now known as ING Vysya Bank Limited) for eight years. He has held various senior responsibilities in the GMR Group Currently as a Business Chairman, he heads Transportation & Urban Infrastructure covering Transportation, SEZ, EPC and Corporate Services covering Legal, Procurement, Corporate Affairs and GMR Varalakshmi Foundation. He is a Director on the Board of several subsidiaries of the GMR Group.
Number of shares held in the Company	Nil
Number of Board Meetings attended during the current financial year	Two (2) in F.Y. 2025-26
Directorships and Committee memberships held in other companies	Given hereunder as (a)
Inter-se-relationships between – Directors – Key Managerial Personnel (KMP)	There is no inter-se relationship with the directors and KMP of the Company.
Details of remuneration last drawn p.a.	Rs. 3.25 Crores in F.Y. 2024-25
Terms and conditions of appointment along with remuneration sought to be paid	As per AGM dated 25.09.2024

a) Names of entities in which Mr. B.V.N. Rao (DIN:00051167), Executive Director and Chairman of the Board of the Company, holds directorship and the membership/chairmanship of Committees of the Board:

S. No.	Name of Companies (Directorship)	Membership of Committees of the Board	Position held (Chairman/ Member)
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1.	GMR Enterprises Private Limited	Audit Committee	Member
		Stakeholders' Relationship Committee	Chairman
		Management Committee	Member
		IT Strategy Committee	Member
		Corporate Social Responsibility Committee	Member
		Risk Management Committee	Member
2.	GMR Hyderabad International Airport Limited	Stakeholders' Relationship Committee	Member
		Corporate Social Responsibility Committee	Member
3.	GMR Varalakshmi Foundation	Audit Committee	Chairman
4.	GMR Highways Limited	Nomination and Remuneration Committee	Member
		Management Committee	Member
5.	TIM Delhi Airport Advertising Private Limited	NIL	NIL
6.	GMR Power and Urban Infra Limited	Management Committee	Member
		Environment, Social and Governance Committee	Member
		Nomination and Remuneration Committee	Member
7.	GMR Visakhapatnam International Airport Ltd.	Nil	Nil
8.	GMR Energy Ltd.	Nil	Nil
9.	GMR Krishnagiri SIR Ltd.	Nil	Nil
10.	Parampara Family Business Institute	Nil	Nil
11.	GMRIT Foundation	Nil	Nil
12.	ESR GMR Logistics Park Pvt. Ltd.	Nil	Nil

Item No. 3

As stipulated under Secretarial Standard-2, brief profile of Mr. Aman Nanda (DIN: 09344676), including names of companies in which he holds directorships and memberships / chairmanships of Board Committees, is provided below:

Age	53 years
Date of Appointment on the Board	October 22, 2021
Qualifications	MBA from University of Massachusetts, Lowell, USA and B.E. Mechanical from Manipal Institute of Technology
Expertise in specific functional area	Mr. Aman Nanda has rich professional experience of 27 Years. Mr. Nanda has been associated with BCCL group (Bennett Coleman & Co. Limited) for more than 18 years. He is



	currently the Chief Strategy Officer and Chief Financial Officer in Times Innovative Media Limited. He has earlier worked with companies like IBM Global Services as Business Transformation Consultant, Tata Consulting Services as Strategy Consultant. He has also served for other group Companies like Entertainment Network Limited (Radio Mirchi). Mr. Nanda is having good exposure and rich experience of corporate planning, strategy, consulting projects, research and insights, media and advertising, information technology, strategy development and execution, sales strategies, marketing and alliance & partnerships.
Number of shares held in the Company	Nil
Number of Board Meetings attended during the current financial year	Two (2) in F.Y. 2025-26.
Directorships and Committee memberships held in other companies	Given hereunder as (a)
Inter-se-relationships between – Directors – Key Managerial Personnel (KMP)	There is no inter-se relationship with the directors and KMP of the Company.
Details of remuneration last drawn p.a.	N.A
Terms and conditions of appointment along with remuneration sought to be paid	As per resolution by circulation dated 20.10.2021

- a) Names of entities in which Mr. Aman Nanda holds directorship and the membership of Committees of the Board:

S. No.	Name of Companies (Directorship)	Membership of Committees of the Board	Position held (Chairman/Member)
1.	TIM Delhi Airport Advertising Pvt. Ltd.	NIL	NIL
2.	PWR Indian League and Tour Pvt. Ltd.	Nil	Nil
3.	Shikshavijay Business Solutions Pvt. Ltd.	Nil	Nil
4.	Times Catalyst Media Pvt. Ltd.	Nil	Nil
5.	Times Amplify Pvt. Ltd.	Nil	Nil
6.	Times Centre for Learning	Nil	Nil
7.	Times Lifestyle Solutions Ltd.	Nil	Nil
8.	Times Council for Social Justice	Nil	Nil
9.	TIM Goa Airport Advertising Pvt. Ltd.	Nil	Nil



Item No. 4

Explanatory Statement pursuant to section 102 (1) of the Companies Act, 2013

Mr. Rajesh Kumar Arora (DIN No. 03174536) was nominated by Delhi International Airport Limited (DIAL) for appointment as an Additional Director on the Board of the Company. Mr. Rajesh Kumar Arora was appointed as an Additional Director on the Board of the Company w.e.f. March 17, 2025, through circular resolution. The aforesaid appointment was made in pursuant to section 161 of the Companies Act, 2013 and any other relevant provisions of the Companies Act, 2013 read with prescribed rules thereunder and to regularize his candidature at the ensuing Annual General Meeting of the Company.

The approval of the shareholders is now sought, by way of Ordinary Resolution, for appointment as a Director of the Company under the provisions of the Companies Act, 2013.

Except Mr. Rajesh Kumar Arora being appointee and his relatives, no Director, Key Managerial Personnel of the Company or their relatives, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the accompanying notice.

As stipulated under Secretarial Standard-2, brief profile of Mr. Rajesh Kumar Arora, including names of companies in which he holds directorships and memberships / chairmanships of Board Committees, is provided below:

Age	56 years
Date of Appointment on the Board	March 17, 2025
Qualifications	Bachelor's degree in commerce from University of Delhi and is a qualified Cost Accountant.
Expertise in specific functional area	Mr. Rajesh Kumar Arora joined the GMR Group in 2007 and over the period of almost 15 years, he has served in various capacities including his previous role of Chief Financial Officer of Hyderabad International Airport. He presently serves as Chief Executive Officer – Business Development, JVs & Adjacencies of GMR Airports Limited. In this role, Mr. Rajesh is responsible for business development activities of Airport vertical of GMR group encompassing core Airport business as well as development & operations of Airport adjacency businesses like Duty Free, Cargo, Car Park and Travel Retail. He has had many successes during this journey, starting from creation of the Joint venture companies of DIAL & GHIAL subsidiaries to undertake various aero & non-aero businesses. As the Chief Financial Officer of GMR Hyderabad Airport, he did multiple rounds of fund raising both from domestic and overseas dollar bonds at most economical rates. He was also part of the GHIAL journey of significant growth both in terms of Airport operations and commercial success. In his current role, GMR Airports won its first non-aero concession outside the GMR Airports, when Kannur Duty Free concession, which was signed in January 2020. Over the last



	couple of years, he has created adjacency business platforms under GAL, which shall help create significant value for GAL. Also, in the recent past he has led the fund-raising transaction with NIIF for the three airports of GMR Group. Mr. Rajesh did his bachelor's degree in commerce from University of Delhi and is a qualified Cost Accountant. He has spent more than 30 years handling corporate finance, mergers & acquisitions, fund-raising activities, foreign exchange management, policy advocacy, regulatory and oversight on business operations. Prior to GMR group, he served in senior positions in Chambal Fertilizers and Chemicals Limited. He is presently serving as a nominee director on the board of 11 GMR companies. He is adroit in risk management, strategic planning, brand building, industrial growth, fund raising etc.
Number of shares held in the Company	Nil
Number of Board Meetings attended during the current financial year	One (1) in F.Y. 2024-25
Directorships and Committee memberships held in other companies	Given hereunder as (a)
Inter-se-relationships between – Directors – Key Managerial Personnel (KMP)	There is no inter-se relationship with the directors and KMP of the Company.
Details of remuneration last drawn p.a.	N.A
Terms and conditions of appointment along with remuneration sought to be paid	As per resolution by circulation dated 16.03.2025

- b) Names of entities in which Mr. Rajesh Kumar Arora (DIN No. 03174536), Additional Director of the Company, holds directorship and the membership/chairmanship of Committees of the Board:

S.No.	Name of Companies (Directorship)	Membership of Committees of the Board	Position held (Chairman/Member)
1.	Laqshya Hyderabad Airport Media Private Limited	Audit Committee	Member
		Corporate Social Responsibility Committee	Member
2.	Celebi Delhi Cargo Terminal Management India Pvt. Ltd.	Audit Committee	Member
3.	GMR Air Cargo and Aerospace Engineering Ltd.	Audit Committee	Member
		Corporate Social Responsibility Committee	Chairman
4.	TIM Delhi Airport Advertising Private Limited	Nomination and Remuneration Committee	Member
		Corporate Social	Member



		Responsibility Committee	
		Finance Committee	Member
5.	GMR Hospitality and Retail Ltd.	Environment, Social and Governance Committee	Member
		Nomination and Remuneration Committee	Member
6.	Travel Food Services (Delhi Terminal-3) Pvt. Ltd.	Corporate Social Responsibility Committee	Member
7.	GMR Aero Technic Limited	Nil	Nil
8.	GMR Kannur Duly Free Services Ltd.	Nil	Nil
9.	PHD Chamber of Commerce and Industry	Nil	Nil
10.	Delhi Airport Parking Services Pvt. Ltd.	Nil	Nil
11.	Portus Ventures Pvt. Ltd.	Nil	Nil
12.	Bird Delhi General Aviation services Pvt. Ltd.	Nil	Nil

By order of the Board of Directors
For **TIM Delhi Airport Advertising Private Limited**

Dhananjay Kumar
Dhananjay Kumar
Company Secretary
Mem. No. A24559



Place: New Delhi

Date: 03.09.2025

Registered Office:

Unit 406 (West Wing), 4th Floor,
Worldmark-1, Asset Area No.11,
Hospitality District, Aerocity-IGI Airport,
New Delhi-110037.

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]

CIN: U74999DL2010PTC203419

Name of the Company: TIM Delhi Airport Advertising Private Limited

**Registered office: Unit 406 (West Wing), 4th Floor, Worldmark-1, Asset Area No.11,
Hospitality District, Aerocity-IGI Airport, New Delhi-110037.**

Name of the Member(s):

Registered address:

E-mail Id:

Folio No/ Client Id:

DP ID:

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

1. Name: _____

Address: _____

E-mail Id: _____

Signature: _____ or failing him

2. Name: _____

Address: _____

E-mail Id: _____

Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Fifteenth Annual General Meeting of the Company to be held on Thursday, September 18, 2025 at 12.30 P.M at Unit 406 (West Wing), 4th Floor, Worldmark-1, Asset Area No.11, Hospitality District, Aerocity-IGI Airport, New Delhi-110037 and at any adjournment/s thereof in respect of such resolutions as are indicated below:



Res. No.	Resolution	Voting (Optional)	
Ordinary Business:		For	Against
1.	Adoption of Audited Financial Statements of the Company for the financial year ended March 31, 2025 along with the Profit and Loss Account and Cash Flow Statement for the financial year ended on that date together with the Report of the Directors and Auditors thereon.		
2.	Appointment of Director in place of Mr. B.V.N. Rao (DIN: 00051167), who retires by rotation and who is not disqualified to become Director under the Companies Act 2013 and being eligible, offer himself for reappointment.		
3.	Appointment of Director in place of Mr. Aman Nanda (DIN: 09344676), who retires by rotation and who is not disqualified to become Director under the Companies Act, 2013 and being eligible, offer himself for reappointment.		
4.	Re-appointment of Statutory Auditor (M/s Walker Chandiook & Co LLP) of the Company.		
Special Business:			
5.	Approve the appointment of Mr. Rajesh Kumar Arora (DIN-03174536) as non-executive Director of the Company, liable to retire by rotation.		

Signed this date:

Signature of Member
Signature of Proxy holder(s)

Affix Revenue
Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, before the commencement of the Meeting.



ATTENDANCE SLIP

CIN: U74999DL2010PTC203419

Name of the Company: **TIM Delhi Airport Advertising Private Limited**

Registered office: Unit 406 (West Wing), 4th Floor, Worldmark-1, Asset Area No.11, Hospitality District, Aerocity-IGI Airport, New Delhi-110037.

DP.ID*	
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Master Folio No.	
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Client ID*	
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PLEASE RECORD YOUR PRESENCE AT THE MEETING BY HANDING OVER THIS SLIP, DULY COMPLETED, AT THE ENTRANCE OF THE MEETING HALL.

NO. OF SHARES HELD	
NAME AND ADDRESS OF THE MEMBER ATTENDING THE MEETING	

I hereby record my/ our presence at the Fifteenth Annual General Meeting of the Company to be held on Thursday, September 18, 2025, at 12.30 P.M. at Unit 406 (West Wing), 4th Floor, Worldmark-1, Asset Area No.11, Hospitality District, Aerocity-IGI Airport, New Delhi-110037 and any adjournment/s thereof.

Place: _____

Date:

Signature of the Member or Proxy
attending the Meeting (as the case may be)

*Applicable for investor holding shares in electronic form.

Note: Please complete the Folio/DP ID Client ID No. and name, sign this Attendance Slip and hand it over at the Attendance Verification Counter at the Entrance of the Meeting Hall. Only shareholders of the Company and/or their Proxy will be allowed to attend the meeting.



ROUTE MAP

Venue: Unit 406 (West Wing), 4th Floor, Worldmark-1, Asset Area No.11, Hospitality District, Aerocity-IGI Airport, New Delhi-110037

Landmark: Delhi Aerocity.

