

SHORTER NOTICE

Shorter Notice is hereby given that the Twelfth Annual General Meeting of the members of M/s TIM Delhi Airport Advertising Private Limited scheduled to be held on Monday, September 26, 2022 at 12:30 P.M. at the Registered office of the Company i.e. Building No 301, 1st Floor, Wing B, New Udaan Bhawan, Terminal 3, Indira Gandhi International 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, 2022, 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. G.R.K. Babu (DIN No. 02390866), 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 Ms. Lakshmi Susroni Bommidala (DIN No. 08122707), who retires by rotation and who is not disqualified to become Director under the Companies Act, 2013 and being eligible, offer herself for reappointment.

SPECIAL BUSINESS:

4. Approval for regularization of the appointment of Mr. Sivarama Prasad Tammana (DIN- 06405913) as a Non-Executive Independent Director of the Company.

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 Sections 149, 152 read with Schedule V and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Articles of Association of the Company, Mr. Sivarama Prasad Tammana (DIN 06405913) who was appointed as an additional director (In the capacity of Non-Executive Independent Director) with effect from October 22, 2021 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

an Independent Director of the Company to hold office for a term of 3 (Three) consecutive years starting w.e.f October 22, 2021 to October 21, 2024.

“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.”

5. Approval for regularization of the appointment of Mr. Aman Nanda (DIN- 09344676) 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. Aman Nanda (DIN No. 09344676), who was appointed as an Additional Director with effect from October 22, 2022 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.”

6. Approval for regularization of the appointment of Mr. Amandeep (DIN- 00226905) as a Non-Executive Independent Director of the Company.

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 Sections 149, 152 read with Schedule V and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Articles of Association of the Company, Mr. Amandeep (DIN 00226905), who was appointed as an additional director (In the capacity of Non-Executive Independent Director) with effect from June 24, 2022 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 an Independent Director of the Company to hold office for a term of 5 (Five) consecutive years starting w.e.f June 24, 2022 to June 23, 2027.

“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 September 26, 2022, 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. As required under the Secretarial Standard – 2 issued by the Institute of Company Secretaries of India, the details of the Director seeking re-appointment, inter alia, age, qualification, experience, terms and conditions of appointment or re-appointment along with details of remuneration last drawn by such person and the remuneration proposed to be drawn, if applicable, relationship with other directors and Key Managerial Personnel of the Company, the number of Meeting of the Board attended during the year and other directorship, membership/chairmanship of the committees of other Board, shareholding etc. are annexed to the Notice and form part of the Explanatory Statement. The directors have furnished the relevant, consent, declaration, confirmation, etc. for their re-appointment.
9. 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.
10. 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

(S/d)

Dhananjay Kumar
Company Secretary
Mem No: - A24559

Place: New Delhi

Date: September 01, 2022

Registered Office:

Building No. 301, 1st Floor, Wing-B,
New Udaan Bhawan, Opposite ATS Complex,
Terminal-3, IGI Airport, New Delhi-110037.

Item No. 2

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

| | |
|---------------------------------------|--|
| Age | 62 years |
| Date of Appointment on the Board | February 15, 2017 |
| Qualifications | CA, CS, LLB and MBA in Finance |
| Expertise in specific functional area | <p>Mr. G.R.K. Babu is a Graduate in Commerce from Sri Venkateshwara University in 1979, a Member of Institute of Chartered Accountants of India since 1984. He has done his MBA specialized in Finance from Institute of Public Enterprises, Osmania University in 1992. He is also a member of Institute of Company Secretaries of India since 2001. He has also done his LLB from Osmania University in 2004.</p> <p>He carries a rich expertise of 32 years with him in various capacities serving organizations like Sree Rayalaseema Paper Mills, Premier Tubes Ltd., A.P. State Textile Development Corporation Ltd, Sree Kailas Sugars & Chemicals Ltd.</p> <p>He joined GMR group as CFO of Hyderabad international Airports Pvt. Ltd. In 2007 and</p> |

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| | currently, he is working as CFO for GMR Airports Ltd. – a group entity of GMR. |
| Number of shares held in the Company | Nil |
| Number of Board Meetings attended during the year | Six (6) in F.Y. 2021-22 |
| 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. | Nil |
| Terms and conditions of appointment along with remuneration sought to be paid | As per Board meeting dated 15.02.2017 |

(a) Names of entities in which Mr. G.R.K Babu holds directorship and the membership of Committees of the Board:

| Sl. No. | Name of Companies (Directorship) | Membership of Committees of the Board |
|---------|--|---|
| 1 | Delhi Aviation Services Private Limited | NIL |
| 2 | GMR Bajoli Holi Hydropower Private Limited | Audit Committee, CSR Committee, Nomination and Remuneration Committee |
| 3 | GMR Airport Developers Limited | Audit Committee |
| 4 | GMR Nagpur International Airport Limited | NIL |
| 5 | TIM Delhi Airport Advertising Private Limited | Audit Committee |
| 6 | Delhi Airport Parking Services Private Limited | Audit Committee, CSR Committee, Share Transfer Committee |
| 7 | GMR Kannur Duty Free Services Limited | NIL |
| 8 | GMR Airports Limited | NIL |
| 9 | GMR Hospitality Limited | NIL |

Item No. 3

As stipulated under Secretarial Standard-2, brief profile of Ms. Lakshmi Susroni Bommidala (DIN No. 08122707), including names of companies in which she holds directorships and memberships / chairmanships of Board Committees, is provided below:

| | |
|---|--|
| Age | 29 years |
| Date of Appointment on the Board | June 29, 2018 |
| Qualifications | Post-Graduation in Entrepreneurship |
| Expertise in specific functional area | Ms. Lakshmi Susroni has done her graduation in Business Administration from Chapman University, California, USA and her post-graduation in Entrepreneurship from Royal Holloway, University of London. |
| Number of shares held in the Company | Nil |
| Number of Board Meetings attended during the year | Five (5) in F.Y. 2021-22 |
| 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. | Nil |
| Terms and conditions of appointment along with remuneration sought to be paid | As per Board Meeting dated May 09, 2018 |

(a) Names of entities in which Ms. Lakshmi Susroni Bommidala (DIN No. 08122707), holds directorship and the membership of Committees of the Board:

| S.No. | Name of Companies (Directorship) | Membership of Committees of the Board |
|-------|---|---------------------------------------|
| 1 | GMR Krishnagiri SIR Limited | NIL |
| 2 | GMR Aerostructure Services Limited | NIL |
| 3 | TIM Delhi Airport Advertising Private Limited | NIL |

Item No. 4

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

Pursuant to resignation of Mr. Bhaskarudu Srisatya Lakshmi Narsimha Ravela (Mr. R.S.S.L.N. Bhaskarudu, Independent Director) on the Board of the Company, Mr. Sivarama Prasad Tammana was appointed as an Additional Director the capacity of Non-Executive Independent Director of the Company in accordance with the provisions of Sections 149, 150, 152, 161 read with Schedule V and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and all other applicable Rules made under the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) and Nomination & Remuneration Policy of the Company read with the provisions of the Articles of Association of the Company.

Mr. Sivarama Prasad Tammana was appointed as an Additional Director the capacity of Non-Executive Independent Director on the Board of the Company w.e.f. October 22, 2021 through circular resolution 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 an Independent Director of the Company under the provisions of the Companies Act, 2013.

Except Mr. Sivarama Prasad Tammana, no Director, Key Managerial Personnel of the Company or their relatives, are in any way related with Mr. Sivarama Prasad Tammana or concerned or interested in the said Resolution.

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

| | |
|---------------------------------------|---|
| Age | 66 years |
| Date of Appointment on the Board | October 22, 2021 |
| Qualifications | B. Tech, Chemical Engineering from Andhra University |
| Expertise in specific functional area | Mr. Sivarama Prasad Tammana has rich professional experience of 42 Years in wide range of financial, investment and investor relations functions in Banking, Branch Banking, Appraisal of Corporate & SME proposals, Credit monitoring, Divisional head for 9 years in different geographies. He retired as General |

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|---|--|
| | <p>Manager, Chief Financial Officer and Chief Investor Relations Officer from Karur Vysya Bank. He has prior experience of technical officer and Branch Banking with Andhra Bank. Mr. Sivarama Prasad Tamanna has acted as Director in Industrial and Technical Consultancy organization of Tamilnadu Limited representing the Karur Vysya Bank. He has worked as member of various Committees like ALCO, Credit Committee for sanction of advances, Credit Risks, Investment, Central Management Committee and NPA Committee. Mr. Sivarama Prasad Tamanna is having good exposure and rich experience of corporate planning, investor relationships, Corporate Banking, Commercial/SME Banking, Agriculture sector i.e. formulation of schemes to various farmers as per RBI guidelines, Personal Banking, Stressed Assets Management, Investments portfolio of Bank and Credit Analysis/ Credit Appraisal too.</p> |
| Number of shares held in the Company | Nil |
| Number of Board Meetings attended during the year | Two (2) in F.Y. 2021-22 |
| 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. Sivarama Prasad Tamanna holds directorship and the membership of Committees of the Board:

| S. No. | Name of Companies (Directorship) | Membership of Committees of the Board |
|---------------|---|--|
| 1. | TIM Delhi Airport Advertising Pvt. Ltd. | Audit Committee, CSR Committee and Nomination & Remuneration Committee |
| 2. | Tera Software Limited | Audit Committee |
| 3. | Itus Insurance Brokers Private Limited | NIL |

Item No. 5

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

Mr. Aman Nanda was nominated by Times Innovative Media Limited (TIML) for appointment as an Additional Director on the Board of the Company. Mr. Aman Nanda was appointed as an Additional Director on the Board of the Company w.e.f. October 22, 2021 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. Aman Nanda, no Director, Key Managerial Personnel of the Company or their relatives, are in any way related with Mr. Aman Nanda or concerned or interested in the said Resolution.

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

| | |
|---------------------------------------|---|
| Age | 50 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 24 Years. Mr. Nanda has been associated with BCCL group (Bennett Coleman & Co. Limited) for more than 15 years. He is currently the Chief Strategy 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, |

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| | 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 year | Two (2) in F.Y. 2021-22 |
| 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 |
|--------|---|---------------------------------------|
| 1. | TIM Delhi Airport Advertising Pvt. Ltd. | NIL |

Item No. 6

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

Pursuant to the expiry of the term of Mr. Rajat Kumar Jain as an Independent Director of the Company, Mr. Amandeep was appointed as an Additional Director in the category of Independent Director of the Company in accordance with the provisions of Sections 149, 150, 152, 161 read with Schedule V and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and all other applicable Rules made under the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) and Nomination & Remuneration Policy of the Company read with the provisions of the Articles of Association of the Company.

Mr. Amandeep was appointed as an Additional Director the capacity of Non-Executive Independent Director on the Board of the Company w.e.f. June 24, 2022 through circular

resolution 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 an Independent Director of the Company under the provisions of the Companies Act, 2013.

Except Mr. Amandeep, no Director, Key Managerial Personnel of the Company or their relatives, are in any way related with Mr. Amandeep or concerned or interested in the said Resolution.

As stipulated under Secretarial Standard-2, brief profile of Mr. Amandeep, 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 | June 24, 2022 |
| Qualifications | M.E. - Industrial Engineering, BE- Mechanical Engineering from Thapar Institute of Engg and Tech. Patiala. |
| Expertise in specific functional area | <p>Mr. Amandeep is a professional with 30 years of experience, the last 17 years spent in leadership positions in HR, Corporate Affairs, managing P&L as CEO, Corporate Development and as managing director.</p> <p>Mr. Amandeep has served on the Boards of 8 companies, two of them listed on the BSE. These companies range from a size of Rs 5000 Crore revenues to a transportation start up, in sectors ranging from manufacturing to software services, to logistics, to e-commerce. He has been chairman of Audit Committee and various other committees of the board. He is a qualified Independent Director.</p> <p>He is adroit in risk management, strategic planning, brand building, industrial growth, acquisitions etc.</p> |
| Number of shares held in the Company | Nil |
| Number of Board Meetings attended during the year | Nil in F.Y. 2021-22 |
| Directorships and Committee memberships held in other companies | Given hereunder as (a) |
| Inter-se-relationships between – Directors | There is no inter-se relationship with the directors and KMP of the Company. |

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|---|---|
| – Key Managerial Personnel (KMP) | |
| 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 21.06.2022 |

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

| S. No. | Name of Companies (Directorship) | Membership of Committees of the Board |
|--------|---|---|
| 1. | Ocl India Limited | NIL |
| 2. | Zuari Agro Chemicals Limited | Audit Committee, Nomination and Remuneration Committee and Chairman to the CSR Committee. |
| 3 | Ralson Tyres Limited | Nomination and Remuneration Committee, Chairman to the Audit Committee. |
| 4 | Dalmia Cement East Limited | NIL |
| 5 | Zuari Farmhub Limited | NIL |
| 6 | Transrail Logistics Limited | Nomination and Remuneration Committee, Chairman to the Audit Committee. |
| 7 | Daffodil Software Private Limited | NIL |
| 8 | Versatile HR Solutions Private Limited | NIL |
| 9 | TIM Delhi Airport Advertising Pvt. Ltd. | Audit Committee, CSR Committee and Nomination & Remuneration Committee |

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

(S/d)

Dhananjay Kumar
Company Secretary
Mem No. A24559

Place: New Delhi

Date: September 01, 2022

Registered Office:

Building No. 301, 1st Floor, Wing-B,
New Udaan Bhawan, Opposite ATS Complex,
Terminal-3, IGI Airport, New Delhi-110037

Form No. 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: Building No. 301, 1st Floor, Wing-B, New Udaan Bhawan, Opposite
ATS Complex, Terminal-3, IGI Airport, New Delhi-110037

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| <p>Name of the Member(s): Registered address: E-mail Id: Folio No/ Client Id: DP ID:</p> |
|--|

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 Twelfth Annual General Meeting of the Company to be held on Monday, September 26, 2022 at 12.30 P.M at Building No. 301, 1st Floor, Wing-B, New Udaan Bhawan, Opposite ATS Complex, Terminal-3, 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) | |
|-------------------|--|-------------------|---------|
| | | For | Against |
| Ordinary Business | | | |
| 1. | Adoption of Audited Financial Statements of the Company for the financial year ended March 31, 2022 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. G.R.K. Babu (DIN No. 02390866), who retires by rotation and who are not disqualified to become Director under the Companies Act, 2013 and being eligible, offer himself for reappointment. | | |
| 3. | Appointment of Director in place of and Ms. Lakshmi Susroni Bommidala (DIN No. 08122707), who retires by rotation and who are not disqualified to become Director under the Companies Act, 2013 and being eligible, offer herself for reappointment | | |
| Special Business | | | |
| 4. | Approval for regularization of the appointment of Mr. Sivarama Prasad Tammana (DIN- 06405913) as a Non-Executive Independent Director of the Company. | | |
| 5. | Approval for regularization of the appointment of Mr. Aman Nanda (DIN- 09344676) as Non-Executive Director of the Company, liable to retire by rotation. | | |
| 6. | Approval for regularization of the appointment of Mr. Amandeep (DIN- 00226905) as a Non-Executive Independent Director of the Company. | | |
| | | | |

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: Building No. 301, 1st Floor, Wing-B, New Udaan Bhawan, Opposite
ATS Complex, Terminal-3, IGI Airport, New Delhi-110037

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| DP.ID* | |
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| Master Folio No. | |
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| Client ID* | |
|---------------|--|

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 Twelfth Annual General Meeting of the Company to be held on Monday, September 26, 2022 at 12.30 P.M. at Building No. 301, 1st Floor, Wing-B, New Udaan Bhawan, Opposite ATS Complex, Terminal-3, 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: Building No. 301, 1st Floor, Wing-B, New Udaan Bhawan, Opposite ATS Complex, Terminal-3, IGI Airport, New Delhi-110037

Landmark: IGI Airport (T3), Opp. ATS Complex.

