Airport Solutions
ISO 9001:2015 Certified Company

ADDENDUM TO THE NOTICE OF THE 11TH

ANNUAL GENERAL MEETING

OF

VARDHMAN AIRPORT SOLUTIONS LIMITED

Addendum to the Notice dated 13th November, 2025 convening the 11th Annual General Meeting of the Company scheduled to be held on Tuesday, 9th December, 2025 at 1:00 P.M. through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM"):

Notice is hereby given pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with the relevant rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), that the proposal for appointment of directors is hereby modified.

In the original Notice, **Mr. Pramod Jain** was proposed to be appointed as an **Independent Director and Mr. Sandeep Mehta** as Non Executive director of the Company. However, the Board of Directors has now recommended that:

1. **Mr. Pramod Jain** be appointed as a **Non-Executive Director** (Non-Independent) of the Company; and
2. **Mr. Sanjeev Jindal** be appointed as an **Independent Director** of the Company **in place of Mr. Pramod Jain**.

Accordingly, the following item of business is replaced in the aforesaid Notice as Item No. 11 and Item No. 13 as a Special Business and this addendum shall be deemed to be an integral part of the original Notice dated November 13, 2025 and the notes provided therein. Attention of the shareholders is specifically drawn to the attached explanatory statement to explain the background of the proposal and the stand of Board of Directors of the Company thereon.

Members are hereby informed that **Item No. 11**, relating to the appointment of **Mr. Sandeep Mehta** as a Non-Executive Director, has been revised due to practical difficulties expressed by him in accepting the proposed appointment. The Board approved the proposal of appointment of **Mr. Pramod Jain** in place of Mr. Sandeep Mehta.

For Vardhman Airport Solutions Ltd.

Director

Vardhman Airport Solutions Limited
(Formerly known as Vardhman Airport Solutions Pvt. Ltd)
Ist & IInd Floor, Plot No.13/C & 13/3, Rama Road Side,
Industrial Area, Najafgarh Road, Delhi-110015, INDIA
Web: https://www.vardhmanairports.com/
E-mail : contact@vardhmanairports.com
Phone /Fax: +91-11-45710588
CIN U62100DL2014PLC263759

Further Members are hereby informed that **Item No. 13** relating to the appointment of **Mr. Pramod Jain** as Independent director, the Board has proposed the appointment of Mr. Sanjeev Jindal as Independent Non-Executive director in place of Mr. Pramod Jain.

Keeping in View the above changes, the following resolutions are proposed for Item No. 11 and Items No. 13 for consideration of the members:

SPECIAL BUSINESS:

Item No. 11 : APPOINTMENT OF Mr. PRAMOD JAIN AS A NON-EXECUTIVE DIRECTOR

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the relevant rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the consent of the Members be and is hereby accorded for the appointment of **Mr. Pramod Jain** as a **Non-Executive Director** of the Company with effect from **09th December, 2025**, who shall be **liable to retire by rotation.**

RESOLVED FURTHER THAT pursuant to the provisions of Section 197(5) and other applicable provisions of the Act read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, **Mr. Pramod Jain** shall be entitled to receive **sitting fees** for attending meetings of the Board or Committees thereof, as may be determined by the Board of Directors from time to time, subject to the limits prescribed under the Act and applicable rules.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things and to take all such steps as may be necessary, expedient or desirable to give effect to this resolution."

ITEM NO. 13: APPOINTMENT OF MR. SANJEEV JINDAL AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY

To consider and if thought fit, to pass with or without modification(s), the following Resolution as a **Special Resolution:**

For Vardhman Airport Solutions Ltd.

Director

Vardhman Airport Solutions Limited
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"RESOLVED THAT pursuant to the provisions of Sections **149**, **150**, and **152** read with **Schedule IV** and the **Companies (Appointment and Qualification of Directors) Rules, 2014**, and other applicable provisions, if any, of the **Companies Act, 2013** ("the Act") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the applicable provisions of the **Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**, as amended ("**SEBI Listing Regulations**"), and other applicable laws, the consent of the Members be and is hereby accorded to appoint **Mr. Sanjeev Jindal,** who has submitted a declaration confirming that he meets the criteria of independence as prescribed under the Act and the SEBI Listing Regulations and is eligible for appointment, as a **Non-Executive Independent Director** of the Company, **with effect from 09th December, 2025**, for a term of **five (5) consecutive years**, **not liable to retire by rotation**.

RESOLVED FURTHER THAT pursuant to the provisions of **Section 197(5)** of the Act and the **Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014**, **Mr. Sanjeev Jindal** shall be entitled to receive **sitting fees** for attending meetings of the Board and/or Committees thereof, as may be determined by the Board of Directors from time to time, within the limits prescribed under the Act and applicable rules, along with **reimbursement of expenses** incurred for participation in such meetings.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters, and things and to take all such steps as may be necessary, expedient, or desirable to give effect to this resolution."

By Order of the Board

For VARDHMAN AIRPORT SOLUTIONS LIMITED

For Vardhman Airport Solutions Ltd.

Director

SUSHIM JAIN
Director
DIN NO: 07903637

Date: 06.12.2025
Place: New Delhi

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Notes:

1. The Statement pursuant to Section 102(1) of the Act, in respect of the special business proposed above to be transacted at the ensuing 11th AGM, is annexed hereto and forms part of the Notice.

2. Relevant documents referred to in this Addendum to Notice of AGM will be available for inspection by the members on all working days during normal business hours upto the date of AGM.

4. All the processes, notes and instructions relating to attending AGM through VC / OAVM set out for and applicable for the ensuing 11th AGM shall mutatis-mutandis apply to attending AGM through VC / OAVM.

By Order of the Board

For VARDHMAN AIRPORT SOLUTIONS LIMITED

For Vardhman Airport Solutions Ltd.

Director

SUSHIM JAIN
Director
DIN NO: 07903637

Date: 06.12.2025
Place: New Delhi

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

Item No. 11.

In the original Notice of the **11th AGM**, the Company had proposed the appointment of **Mr. Sandeep Mehta** as a Non-Executive Director. However, due to practical difficulties, he has expressed his inability to accept the proposed appointment. Mr. Pramod Jain who was earlier proposed to be appointed as Independent Director is now proposed to be appointed as Non-Executive director of the Company in place of **Mr. Sandeep Mehta.**

Mr. Pramod Kumar Jain, aged 66 years, is an accomplished banking and finance professional with over **46 years of experience** in various areas of the financial sector. He **superannuated as Deputy General Manager (Circle Head)** from **Punjab National Bank**, where he held several senior leadership roles across credit management, risk management, human resource development, and general banking operations.

He is a **Ph.D. (Economics)** and holds degrees in **B.Sc. (Botany Hons.)**, **LL.B.**, **M.A. (Economics)**, and is a **Certified Associate of the Indian Institute of Bankers (CAIIB)**. Post his retirement, he has been associated with a leading secondary steel manufacturing company as **Chief Financial Officer**, overseeing corporate finance, treasury, and banking operations.

Mr. Jain's deep understanding of finance, credit evaluation, stressed asset management, and risk governance, along with his strong leadership background in public sector banking, will bring significant strategic insight to the Board. His appointment is being proposed as part of the **Board reconstitution exercise** undertaken in connection with the Company's **proposed Initial Public Offering (IPO)** to ensure a robust governance structure and compliance with the provisions of the Companies Act, 2013, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

He shall be entitled to **receive sitting fees** for attending meetings of the Board as may be decided by the Board from time to time, along with **reimbursement of expenses** incurred in connection with the discharge of his duties as a Director.

Except **Mr. Pramod Kumar Jain**, none of the Directors, Key Managerial Personnel, or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out in **Item No. 11** of the Notice.

For Vardhman Airport Solutions Ltd.

Director

The Board of Directors recommends the resolution set out in **Item No. 13** of the Notice for approval of the Members as a **Special Resolution**.

ITEM No. 13

In the original Notice of the **11th AGM**, the Company had proposed the appointment of **Mr. Pramod Jain** as an Independent, Non-Executive Director. However, since Mr. Pramod Jain is now proposed to be appointed as a **Non-Executive Director (Non-Independent)**, the Board has recommended the appointment of **Mr. Sanjeev Jindal** as an **Independent Director** in place of Mr. Pramod Jain.

Mr. Sanjeev Jindal is a senior civil engineering professional with over 30 years of experience in airport infrastructure, planning, and development. He was responsible for **the planning, development and upgradation of over 30 airports**, involving terminal buildings, runway works, airside infrastructure and technical facilities. He has also served as a **former Board Member of Kannur International Airport (KIAL).** Mr. Jindal is currently serving as **President of the Forum of Engineering Experts and Designers (FEED).**

Throughout his career, Mr. Jindal has led major modernization and expansion projects across India and has received several awards and commendations for engineering excellence, leadership, and timely project execution.

Mr. Jindal has submitted a **declaration confirming that he meets the criteria of independence** as prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI Listing Regulations. The Board, after evaluating his qualifications, experience, and independence, has determined that he is eligible for appointment as an Independent Director and that he fulfills the necessary criteria of independence.

As the Company is presently restructuring its Board in preparation for the proposed **Initial Public Offering (IPO)**, his appointment as a Non-Executive Director will further strengthen the vision, oversight, and diversity of experience on the Board.

Mr. Jindal shall be entitled to receive **sitting fees** for attending meetings of the Board and Committees thereof, as may be determined by the Board of Directors from time to time, within the limits prescribed under the Companies Act, 2013 and applicable rules.

For Vardhman Airport Solutions Ltd.

Director

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Except **Mr. Sanjeev Jindal**, none of the other Directors, Key Managerial Personnel, or their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board of Directors recommends the resolution set out in **Item No. 13** of the Notice for approval of the Members as a **Special Resolution**.

By Order of the Board
For VARDHMAN AIRPORT SOLUTIONS LIMITED

For Vardhman Airport Solutions Ltd.

Director

SUSHIM JAIN
Director
DIN NO: 07903637
Date: 06.12.2025
Place: New Delhi

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