



DELHI INTERNATIONAL AIRPORT LIMITED

CIN No. U63033DL2006PLC146936

Regd. Office: New Udaan Bhawan, Opp. Terminal 3, IGI Airport, New Delhi-110 037

T: + 91 11 4719 7000 **F:** +91 11 4719 7181 **W:** www.newdelhiairport.in

NOTICE TO THE MEMBERS

Notice is hereby given that the 15th Annual General Meeting of the Company will be held on Friday, September 17, 2021, at 03.00 P.M. (IST) **through Video Conferencing ('VC')/ other Audio-Visual Means ('OAVM')**, the venue of the meeting shall be deemed to be **the registered office of the Company at New Udaan Bhawan, Opposite Terminal - 3, Indira Gandhi International Airport, New Delhi - 110 037**, to transact the following business(s):

ORDINARY BUSINESS:

1. To consider and adopt:
 - (a) the Audited Standalone Financial Statements of the Company for the year ended March 31, 2021, together with annexures thereto, and the Reports of the Directors and Auditors thereon.
 - (b) the Audited Consolidated Financial Statements of the Company for the year ended March 31, 2021, together with annexures thereto, and the Report of the Auditors thereon.
2. To appoint a director in place of Mr. Grandhi Mallikarjuna Rao (DIN 00574243), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a director in place of Mr. Indana Prabhakara Rao (DIN 03482239), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a director in place of Mr. Anil Kumar Pathak (DIN 08213061), who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint a director in place of Ms. Rubina Ali (DIN 08453990), who retires by rotation and being eligible, offers herself for re-appointment.



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SPECIAL BUSINESS:

6. Ratification of remuneration of Cost Auditors of the Company for the financial year ending on March 31, 2022.

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 Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration payable to M/s Narasimha Murthy & Co., [Firm Registration No. 000042] Cost Auditors of the Company, of up to ₹ 8,00,000/- (Rupees Eight Lakh Only) plus applicable taxes and reimbursement of out of pocket expenses that may be incurred by them in connection with the cost audit, for the financial year ending on March 31, 2022 be and is hereby ratified.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to the above resolution.”

7. Appointment of Mr. Phillipe Pascal (DIN: 08903236) as a Director of the Company.

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 152, 161 and other applicable provisions of the Companies Act, 2013 (“Act”), read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable Rules made under the Act (including any statutory modifications or re-enactments thereof, for the time being in force) and as per the provisions of Articles of Association of the Company and recommendation of the Nomination and Remuneration Committee (“NRC”), Mr. Phillipe Pascal (DIN: 08903236), who was appointed as an Additional Director of the Company by the Board of Directors with effect from May 24, 2021 and holds his office until the date of this Annual General Meeting in terms of Section 161 of the Act and who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in



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writing from a Member under section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Non-Executive Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to the above resolution.”

8. Appointment of Mr. Regis Lacote (DIN: 09135168) as a Director of the Company.

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 152, 161 and other applicable provisions of the Companies Act, 2013 (“Act”), read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable Rules made under the Act (including any statutory modifications or re-enactments thereof, for the time being in force) and as per the provisions of Articles of Association of the Company and recommendation of the Nomination and Remuneration Committee (“NRC”), Mr. Regis Lacote (DIN: 09135168), who was appointed as an Additional Director of the Company by the Board of Directors with effect from May 24, 2021 and holds his office until the date of this Annual General Meeting in terms of Section 161 of the Act and who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Non-Executive Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to the above resolution.”



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9. Appointment of Mr. K. Vinayak Rao (DIN: 00074942) as a Director of the Company

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 152, 161 and other applicable provisions of the Companies Act, 2013 (“Act”), read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable Rules made under the Act (including any statutory modifications or re-enactments thereof, for the time being in force) and as per the provisions of Articles of Association of the Company and recommendation of the Nomination and Remuneration Committee (“NRC”), Mr. K. Vinayak Rao (DIN: 00074942), who was appointed as an Additional Director of the Company by the Board of Directors with effect from June 28, 2021 and holds his office until the date of this Annual General Meeting in terms of Section 161 of the Act and who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Non-Executive Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to the above resolution.”

10. Re-Appointment of Dr. Mundayat Ramachandran (DIN: 01573258) as an 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**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and 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(s) thereof, for the time being in force) and as recommended by the Nomination and Remuneration Committee and the Board of Directors of the Company, Dr. Mundayat Ramachandran (DIN: 01573258), an Independent Director of the Company, who has submitted a declaration that he meets the criteria of independence under Section 149(6)



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of the Act and who is eligible for re-appointment and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company w.e.f. October 13, 2021, to hold office for a term of 5 consecutive years or upto the conclusion of 20th Annual General Meeting, whichever is earlier, and his term shall not be subject to retirement by rotation.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to the above resolution.”

11. Appointment of Mr. Subba Rao Amarthaluru (DIN: 00082313) as an Independent Director of the Company.

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, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or enactment thereof for the time being in force), Mr. Subba Rao Amarthaluru (DIN: 00082313), whose appointment as an Independent Director is recommended by the Nomination and Remuneration Committee and the Board of Directors of the Company, and who is eligible for appointment and has consented to act as an Independent Director of the Company and in respect of whom the Company has received a notice in writing from a Member under section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company with effect from September 20, 2021, to hold office for a term of 3 consecutive years or up to the conclusion of 18th Annual General Meeting, whichever is earlier, and his term shall not be subject to retirement by rotation.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to the above resolution.”



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12. Appointment of Dr. Emandi Shankar Rao (DIN: 05184747) as an Independent Director of the Company.

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, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or enactment thereof for the time being in force), Dr. Emandi Shankar Rao (DIN: 05184747), whose appointment as an Independent Director is recommended by the Nomination and Remuneration Committee and the Board of Directors of the Company, and who is eligible for appointment and has consented to act as an Independent Director of the Company and in respect of whom the Company has received a notice in writing from a Member under section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company with effect from September 20, 2021, to hold office for a term of 3 consecutive years or up to the conclusion of 18th Annual General Meeting, whichever is earlier, and his term shall not be subject to retirement by rotation.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to the above resolution.”

13. Issue of Non-Convertible Debentures, Bonds on Private Placement Basis.

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

“RESOLVED THAT pursuant to the provisions of Section 42 and 71 of the Companies Act, 2013 ('the Act'), read with Companies (Prospectus and Allotment of Securities) Rules, 2014, The Companies (Share Capital and Debentures Rules, 2014) and other applicable provisions, if any, of the Act and Rules made thereunder (including any circulars, clarifications, statutory modifications or re-enactments thereof for the time being in force) and in accordance with the provisions of Securities and Exchange Board of India (Issue & Listing of Debt Securities) Regulations, 2008 and Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as applicable (including any circulars, clarifications, statutory



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modifications or re-enactments thereof for the time being in force), any other applicable statute, Rules, Regulations, Guidelines, Notifications and Circulars, as amended from time to time, the Memorandum and Articles of Association of the Company, subject to the applicable provisions of International Laws, Rules and Regulations in case of Foreign Issues/Bonds/Notes/any other Debt Instrument by whatever name called and subject to such other approvals as may be required from regulatory authorities (either Domestic or Foreign, as applicable) from time to time, the consent of the Company, be and is hereby accorded to the Board to offer, issue and allot Secured or Unsecured Non-convertible Debentures/Bonds/or any other form of Debt Securities or instrument by whatever name called (hereinafter referred as 'Debt Securities'), either in domestic market or international market, in one or more tranches within the overall borrowing limits of the Company, as approved by the Members, from time to time on private placement basis, on such terms and conditions as the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee which the Board may have constituted or may hereinafter constitute to exercise one or more of its powers including the powers conferred hereunder) determine and consider proper and most beneficial to the Company including as to when the said 'Debt Securities' to be issued, the consideration for the issue, utilization of the issue proceeds and all matters connected with or incidental thereto.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable to give effect to the above resolution."

**By Order of the Board of Directors
For Delhi International Airport Limited**

Sd/-
Sushil Kumar Dudeja
Company Secretary
Mem. No. A19265

Place: New Delhi

Date: August 26, 2021



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NOTES:

1. In view of the prevailing COVID-19 pandemic and to maintain the social distancing norms, the Ministry of Corporate Affairs (“MCA”) has, vide its circular dated January 13, 2021 read together with circulars dated April 8, 2020, April 13, 2020 and May 5, 2020 (collectively referred to as “MCA Circulars”), permitted convening the Annual General Meeting (“AGM” / “Meeting”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without physical presence of the members at a common venue. In accordance with the MCA Circulars and the provisions of the Companies Act, 2013 (“the Act”), the 15th Annual General Meeting (“AGM” of “the Meeting”) of Delhi International Airport Limited (“DIAL” or “the Company”) is scheduled to be held on Friday, September 17, 2021, at 03.00 P.M. (IST), through VC / OAVM.
2. The deemed venue for the 15th AGM is the address of Registered Office of the Company i.e., New Udaan Bhawan, Opp. Terminal 3, IGI Airport, New Delhi-110 037.
3. As per provisions of the Act and aforesaid MCA Circulars, the Company is not required to provide the facility of e-voting. The MCA Circulars prescribe that at least half of the total numbers, who represent not less than seventy-five percent of the paid-up share capital of the Company and gives a right to vote in the meeting, the AGM of such Company may be conducted through VC facility or OAVM only. The Company has in its records, the email addresses of all the Members of the Company representing hundred percent of the total paid-up share capital of the Company and gives right to the vote at the meeting. However, the Company is required to comply with the framework prescribed by the MCA Circulars for conducting the AGMs through VC facility or OVAM and issue of AGM Notice and subject to the fulfillment of the requirements which are covered hereunder in this Notice.
4. A Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on a poll instead of himself/ herself and such proxy need not be a member of the Company. However, in view of the specific circumstances (due to prevailing COVID-19 pandemic) during which this AGM is being held, pursuant to MCA Circulars on holding of AGM through VC / OAVM, the requirement of physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, and Attendance Slip are not annexed to this AGM Notice.



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5. Notice convening the 15th AGM along with the 15th Annual Report for FY 2020-21 (including Financial Statements, Auditors Report, Board's Report and Relevant Documents) is being sent only through electronic mode i.e., by email to all the Members and others entitled, to their e-mail addresses registered with the Company. The Notice convening the 15th AGM has been uploaded on the website of the Company at www.newdelhiairport.in.
6. The relevant details of Directors retiring by rotation/ seeking appointment/ re-appointment at this Meeting are provided in the "Annexure-I" to the Notice as per the provisions of the Act and Secretarial Standard -2 on General Meetings issued by the Institute of Company Secretaries of India. Requisite declarations have been received from Director/s for seeking appointment/ re-appointment.
7. The Board of Directors has considered and decided to include item nos. 6 to 13 given above as Special Business in the Notice to the 15th AGM, as they consider it unavoidable in nature.
8. The explanatory statement pursuant to Section 102(1) of the Act in respect of Special Business is annexed hereto.
9. All documents referred to in the accompanying Notice and the Explanatory Statement in respect of special business, Annual Report as well as Annual Accounts of the subsidiary companies and Statutory registers which are to be kept open for inspection by the Members of the Company shall be available for inspection electronically during 11.00 A.M. and 5.00 P.M. (IST) on all working days till the completion of the ensuing AGM. Members seeking to inspect such documents can send an email to Sushil.Dudeja@gmrgroup.in. Further, the Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to Sushil.Dudeja@gmrgroup.in, on or before September 10, 2021 and response for the same will be sent by the Company accordingly.
10. The attendance of the Members attending the AGM through VC/ OAVM will be considered for the purpose of reckoning the quorum under Section 103 of the Act.
11. Corporate members intending to send their authorized representative to attend the Meeting are requested to send to the Company, the Authorization Letter along with a certified copy of the Board Resolution authorizing their representative to attend and vote thereat, on their behalf at the AGM. The scan copy of Authorization Letter along with Board



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Resolution shall be sent by email from their registered email id to Sushil.Dudeja@gmrgroup.in.

12. The instructions or details of the AGM i.e. access link to the VC or OAVM, login id, passwords, helpline numbers, e-mail id of a designated person who shall provide assistance for easy access to the AGM, is as follows:
 - ✓ **Link to join the meeting:**
<https://gmrgroup-in.zoom.us/j/97170696697?pwd=U0tIbmZLWWdqOFV4bnU0MnNhRU44QT09>
 - ✓ **Meeting ID:** 971 7069 6697, **Passcode:** 123456
 - ✓ The Member has to click on the Link and the same will take to the User Id and password option.
 - ✓ The Member has to add the password and Press on the Join Meeting Button.
 - ✓ The Member has the option to join with Video or Without Video.
 - ✓ The Member has the feature to speak by pressing 'Unmute'. It is advisable that during the proceedings, the shareholder to keep on Mute and whenever want to say anything, then only Unmute.
 - ✓ Mobile Number of the Company Secretary in case of any connection issues is as below:
 - Mr. Sushil Kumar Dudeja :+91 9717852211 {Company Secretary}
13. Facility for joining the AGM will be kept open 15 minutes before the scheduled time of the AGM and may close not earlier than 15 minutes after the commencement of the meeting.
14. The Chairman of the Board will preside as the Chairman of AGM. In case the Chairman is not present due to other occupation, the Directors present will elect one among themselves to be Chairman of the AGM. If no director is willing to act as Chairman or if no director is present within 15 minutes after the time appointed for holding the AGM, the members present shall choose one of their members to be Chairman of AGM.
15. The Chairman of the AGM may conduct a vote on the Resolutions by show of hands unless a demand for poll is made by a member in accordance with the provisions of section 109 of the Act. Where a poll on any item is required, the members shall cast their votes on the



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resolutions only by sending e-mails to the email ID [Sushil.Dudeja@gmrgroup.in] through their email addresses which are registered with the Company.

16. This AGM is being held through VC/ OAVM, as such the route map to the venue is not annexed to this Notice.

By Order of the Board of Directors
For Delhi International Airport Limited

Sd/-
Sushil Kumar Dudeja
Company Secretary
Mem. No. A19265

Place: New Delhi
Date: August 26, 2021



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ANNEXURE-I TO THE NOTICE

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item No. 6

As per the provisions of Section 148 of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014 and on the recommendation of Audit Committee of the Company, the Board of Directors has re-appointed M/s. Narasimha Murthy & Co., Cost Accountants [Firm Registration No. 000042] as Cost Auditor for the financial year ending on March 31, 2022.

The Audit Committee and the Board has approved and recommended the remuneration of the Cost Auditor of up to ₹ 8,00,000/- (Rupees Eight Lakh Only) and out of pocket expenses (excluding of taxes) for the financial year ending on March 31, 2022.

As per the provisions of Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by Audit Committee and approved by Board of Directors, has to be ratified by the members of the Company.

Accordingly, the consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 6 of the Notice for ratification of the remuneration of up to ₹ 8,00,000/- (Rupees Eight Lakh Only) and out of pocket expenses (excluding of taxes) payable to the Cost Auditors for the financial year ending on March 31, 2022.

None of the Directors and/ or Key Managerial Personnel of the Company and/or their respective relatives are concerned or interested financially or otherwise in the resolution set out in Item No. 6 of the accompanying notice.

The Board recommends passing of the resolution set out in Item No. 6 as an Ordinary Resolution.

Item No. 7

In terms of Section 161 of the Act, the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee (NRC), appointed Mr. Phillipe Pascal (DIN: 08903236) as an Additional Director to hold office as Non-Executive Director on the Board of the Company with effect from May 24, 2021, until the date of this Annual General Meeting.



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The Company has received a notice in writing from a Member under section 160(1) of the Act proposing his candidature for the office of Director of the Company and Mr. Phillipe Pascal, has consented to act as a Director of the Company. In accordance with the proviso to Section 160 (1), the NRC and the Board of the Company has considered and recommended to the Members/ shareholders, appointment of Mr. Phillipe Pascal, as a Non-Executive Director of the Company, liable to retire by rotation. The Company has also received the necessary disclosures from Mr. Phillipe Pascal as may be required.

Except Mr. Phillipe Pascal, being the appointee, and his relatives, none of the Directors and/or Key Managerial Personnel of the Company and/or their respective relatives are concerned or interested financially or otherwise in the resolution set out in Item No. 7 of the accompanying Notice.

The Board commends the Ordinary Resolution set out at Item No. 7 of the Notice for the approval by the Members.

Item No. 8

In terms of Section 161 of the Act, the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee (NRC), appointed Mr. Regis Lacote (DIN: 09135168) as an Additional Director to hold office as Non-Executive Director on the Board of the Company with effect from May 24, 2021, until the date of this Annual General Meeting.

The Company has received a notice in writing from a Member under section 160(1) of the Act proposing his candidature for the office of Director of the Company and Mr. Regis Lacote, has consented to act as a Director of the Company. In accordance with the proviso to Section 160 (1), the NRC and the Board of the Company has considered and recommended to the Members/ shareholders, appointment of Mr. Regis Lacote, as a Non-Executive Director of the Company, liable to retire by rotation. The Company has also received the necessary disclosures from Mr. Regis Lacote as may be required.

Except Mr. Regis Lacote, being the appointee, and his relatives, none of the Directors and/or Key Managerial Personnel of the Company and/or their respective relatives are concerned or interested financially or otherwise in the resolution set out in Item No. 8 of the accompanying Notice.



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The Board recommends the Ordinary Resolution set out at Item No. 8 of the Notice for the approval by the Members.

Item No. 9

In terms of Section 161 of the Act, the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee (NRC), appointed Mr. K. Vinayak Rao (DIN: 00074942) as an Additional Director to hold office as Non-Executive Director on the Board of the Company with effect from June 28, 2021, until the date of this Annual General Meeting.

The Company has received a notice in writing from a Member under section 160(1) of the Act proposing his candidature for the office of Director of the Company and Mr. K. Vinayak Rao, has consented to act as a Director of the Company. In accordance with the proviso to Section 160 (1), the NRC and the Board of the Company has considered and recommended to the Members/ shareholders, appointment of Mr. K. Vinayak Rao, as a Non-Executive Director of the Company, liable to retire by rotation. The Company has also received the necessary disclosures from Mr. K. Vinayak Rao as may be required.

Except Mr. K. Vinayak Rao, being the appointee, and his relatives, none of the Directors and/or Key Managerial Personnel of the Company and/or their respective relatives are concerned or interested financially or otherwise in the resolution set out in Item No. 9 of the accompanying Notice.

The Board recommends the Ordinary Resolution set out at Item No. 9 of the Notice for the approval by the Members.

Item No. 10

Dr. Mundayat Ramachandran (DIN: 01573258) was appointed as an Independent Director of the Company for first term of 5 consecutive years by the Board of Directors on October 13, 2016, and subsequently by the Members/ Shareholders. His current term will be expiring on October 12, 2021 ("first term").

The Nomination and Remuneration Committee ("NRC") of the Board of Directors, based on the report of performance evaluation, has recommended the re-appointment of Dr. Mundayat Ramachandran as an Independent Director, for a second term of 5 (five) consecutive years, on the Board of the Company.



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The Board, based on the performance evaluation and as per the recommendation of the NRC, considers that, given his professional background and experience and contributions made by him during his tenure and as a strong votary of the highest standards of corporate governance, the continued association of Dr. Mundayat Ramachandran would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director.

The re-appointment is recommended based on knowledge, skills, experience and performance of Dr. Mundayat Ramachandran. He has attended all the Board Meetings and the meetings of the Committees of which he is a Director/ Member during the financial year 2020-2021. Performance of Dr. Mundayat Ramachandran has been evaluated on various parameters including proactive discussions, understanding of the Company's business, engagement with the Company's management, exercising of Independence of behavior and judgement in his decisions and rated satisfactorily, and he strives to bring in the best practices regarding governance, disclosures and operations.

Accordingly, it is proposed to re-appoint Dr. Mundayat Ramachandran as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years on the Board of the Company.

Dr. Mundayat Ramachandran is not disqualified from being appointed as a director in terms of Section 164 of the Companies Act, 2013 ("the Act"), and has given his consent to act as a director.

The Company has also received declaration from Dr. Mundayat Ramachandran that he meets the criteria of independence as prescribed under Section 149(6) of the Act and is registered on the Independent Directors' Data Bank maintained by the Institute of Corporate Affairs (IICA).

In the opinion of the Board, Dr. Mundayat Ramachandran fulfils the conditions for appointment as an Independent Director as specified in the Act. He is also independent of the management.

Details of Dr. Mundayat Ramachandran are provided in the "Annexure A" to the Notice, pursuant to the provisions of Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India. He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings.



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Except Dr. Mundayat Ramachandran, being the appointee, and his relatives, none of the other Directors / Key Managerial Personnel of the Company / their respective relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 10 of the accompanying notice.

The Board recommends the Special Resolution set out at Item No. 10 of the Notice for the approval by the Members.

Item No. 11

In terms of Section 160 of the Companies Act, 2013, the Nomination and Remuneration Committee ("NRC") and the Board have recommended the appointment of Mr. Subba Rao Amarthaluru (DIN: 00082313) as an Independent Director of the Company pursuant to the provisions of Sections 149 and 152 of the Companies Act, 2013.

The Company has also received a notice in writing from a member proposing the candidature of Mr. Subba Rao Amarthaluru to be appointed as an Independent Director of the Company.

The Company has received a declaration from Mr. Subba Rao Amarthaluru confirming that he meets the criteria of independence as prescribed under the Companies Act, 2013 and is registered on the Independent Directors' Data Bank maintained by the Institute of Corporate Affairs (ICA).

Further, the Company has also received consent to act as a Director in terms of section 152 of the Companies Act, 2013 and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

In the opinion of the Board, Mr. Subba Rao Amarthaluru fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and he is independent of the management.

Considering his deep repository of knowledge and experience, sharp business acumen, and as a strong votary of the highest standards of corporate governance, the Board of Directors is of the opinion that it would be in the interest of the Company to appoint him as an Independent Director with effect from September 20, 2021, to hold office for a term of 3 consecutive years or up to the conclusion of 18th Annual General Meeting, whichever is earlier.

Additional information in respect of Mr. Subba Rao Amarthaluru, pursuant to the Secretarial Standards on General Meetings (SS-2), is given at "Annexure A" to this Notice.



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The Brief Profile of Mr. Subba Rao Amarthaluru is as under:

“Mr. Subba Rao Amarthaluru is a commerce graduate and a Chartered Accountant. He has an established and proven track record in Finance Leadership, end to end expertise in various facets of finance function, built over 35 years of experience in industry segments such audit practice, manufacturing, financial services and infrastructure.

Among other positions, he has been the Managing Director-Finance-Sanamar Group, Executive Director – Finance & Strategy at CLP India during the period from May 2016 to April 2020, Group CFO in RPG Group during the period from August 2013 to May 2016 and Group CFO in GMR Group during his stint in GMR Group from December 1999 to May 2016.

Mr. Subba Rao holds matured strengths in organizational building, leadership development, harmonious external relationship management and effective communication both internally and on public forums. He has contributed to Chartered Accountancy professional development by taking responsibilities in some committees constituted by ICAI and also contributed to the Infra Industry development by working on some committees constituted by the Government of India.”

Except Mr. Subba Rao Amarthaluru, being the appointee, and his relatives, none of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 11 of the accompanying notice.

The Board of Directors recommends the resolution in relation to appointment of Mr. Subba Rao Amarthaluru as an Independent Director of the Company, as set out in Item No. 11 for the approval of the members by way of an Ordinary Resolution.

Item No. 12

In terms of Section 160 of the Companies Act, 2013, Nomination and Remuneration Committee (“NRC”) and the Board have recommended the appointment of Dr. Emandi Shankar Rao (DIN: 05184747) as an Independent Director of the Company pursuant to the provisions of Sections 149 and 152 of the Companies Act, 2013.

The Company has also received a notice in writing from a member proposing the candidature of Dr. Emandi Shankar Rao to be appointed as an Independent Director of the Company.



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The Company has received a declaration from Dr. Emandi Shankar Rao confirming that he meets the criteria of independence as prescribed under the Companies Act, 2013 and is registered on the Independent Directors' Data Bank maintained by the Institute of Corporate Affairs (IICA).

Further, the Company has also received consent to act as a Director in terms of section 152 of the Companies Act, 2013 and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

In the opinion of the Board, Dr. Emandi Shankar Rao fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company, and he is independent of the management.

Considering his deep repository of knowledge and experience, sharp business acumen, and as a strong votary of the highest standards of corporate governance, the Board of Directors is of the opinion that it would be in the interest of the Company to appoint him as an Independent Director with effect from September 20, 2021, to hold office for a term of 3 consecutive years or up to the conclusion of 18th Annual General Meeting, whichever is earlier.

Additional information in respect of Dr. Emandi Shankar Rao, pursuant to the Secretarial Standards on General Meetings (SS-2), is given at "Annexure A" to this Notice.

The Brief Profile of Dr. Emandi Shankar Rao is as under:

"Dr. Emandi Shankar Rao holds a bachelor degree in Electrical & Electronics Engineering from Andhra University and has done M.Tech in Systems Reliability, Risk and Quality Engg. & Management from IIT Kharagpur. He has also completed Ph.D in Project Finance & Management of Asset Network Effectiveness by Risk & Sensitivity using the Stochastic & Artificial Intelligence ANN Simulation Models from IIT-Bombay. He is a Chartered Engineer (Valuations) from Institution of Engineers India.

He is having 30 years of top management and 8 years of Board Level experience & expertise in Infrastructure & Industry, Banking & Finance, Institutional Development and Business Schools & Institutions Management. Served in prestigious Govt of India All India Developmental Financial Institutions like IFCI Ltd & Subsidiaries, IIFCL & Subsidiaries, IDFC, IDBI, MDI and ILD. He has been the MD and CEO of IFCI Limited."



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Except Dr. Emandi Shankar Rao, being the appointee, and his relatives, none of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 12 of the accompanying notice.

The Board of Directors recommends the resolution in relation to appointment of Dr. Emandi Shankar Rao as an Independent Director of the Company, as set out in Item No. 12 for approval of the members by way of an Ordinary Resolution.

Item No. 13

As per Section 42 of the Act read with the Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 a company shall not make a private placement of its Securities (as defined under Section 2(h) of Securities Contracts (Regulations), Act, 1956 unless, previously approved by the shareholders of the Company by Special Resolution.

It is further provided in the rules that, in case of offer or invitation for non-convertible debentures, it shall be sufficient if the company passes a previous special resolution only once in a year for all the offers or invitations during the year.

The members of the Company had given its consent for the above purpose in the Annual General Meeting held on September 25, 2020, which shall lapse after one year.

Accordingly, in terms of Section 42 read with Rules, it is required to obtain the fresh approval of the members to issue Non-convertible Debt Securities, which may include Debentures, Bonds, Notes, Commercial Papers or any other kind of Debt Security falling in the definition of Security or Debentures under the Companies Act, 2013 which shall be valid from the conclusion of this meeting, till the conclusion of next AGM.

The current borrowing power limit under section 180 of the Companies Act, 2013 is Rs. 15,000 Crore as approved in the Extra Ordinary General Meeting held on April 23, 2019.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise, in the resolution set out in Item No. 13 of the accompanying notice.



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The Board recommends the Special Resolution set out at Item No. 13 of the Notice for approval by the members.

By Order of the Board of Directors
For Delhi International Airport Limited

Sd/-
Sushil Kumar Dudeja
Company Secretary
Mem. No. A19265

Place: New Delhi
Date: August 26, 2021

AGM Notice - Annexure A

15th AGM - Details of Director (s) appointed or re-appointed as per clause 1.2.5 of Secretarial Standards on General Meeting

S.No	Name of Director	DIN	Age	Qualifications	Experience	Terms and Conditions of Appointment/Re-appointment	Remuneration Last drawn [p.a.]	Date of 1st Appointment on Board	Shareholding in the Company	Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	No. of Board Meeting Attended during the Year (Fy 2020-21)		Other Director Ship	Memberships/Chairmanships in Committee
											No. of Meetings Held	No. of Meetings Attended		
1	Mr. Grandhi Mallikarjuna Rao	00574243	72 Years	B.Tech- M.E	More than 43 years	Retiring by rotation and being eligible, offers himself for re-appointment.	For Fy- 2020-2021 Fixed- INR 2.25 Cr Special Variable Pay (deferred) - INR 2.75 Cr	19-Apr-06	NIL	Father of Mr. Grandhi Kiran Kumar & Mr. GBS Raju, Father In law of Mr. Srinivas Bommidala	6	3	1.GMR Infrastructure Limited -Non Executive Chairman 2. GMR Nagpur International Airport Ltd- Director 3.GMR Hyderabad International Airport limited- Executive Chairman 4. GMR Varalakshmi Foundation- Chairman 5.GMR Visakhapatnam International Airport Limited - Director 6.GMR Airports Limited- Non-Executive Chairman 7.AMG Healthcare Destination Private Limited- Director 8.Parampara Family Business Institute- Chairman 9.Kakinada SEZ Limited- Chairman 10.Andhra Pradesh State Skill Development	1.GMR Infrastructure Limited- Chairman- Management Committee 2.GMR Enterprises Private Limited Management Committee- Chairman Corporate Social Responsibility Committee-Member
2	Mr. Indana Prabhakara Rao	03482239	62 Years	B.E, M.E	More than 36 years	Retiring by rotation and being eligible, offers himself for re-appointment.	For Fy- 2020-2021 Fixed- INR 1,47,96,645 Special Variable Pay (deferred) - INR 79,67,424	1-Apr-18	NIL	No Relationship	6	5	1.GMR Goa International Airport Limited - Director 2. GMR Airports Limited - Executive Director 3. GMR Airport Developers Limited - Director 4. GMR Nagpur International Airport Limited - Director 5. GMR Visakhapatnam International Airport Limited - Director	1.GMR Airports Limited- Member- a. Audit Committee b. Corporate Social Responsibility Committee c. Share Allotment & Transfer Committee 2. GMR Airport Developers Limited - Corporate Social Responsibility Committee - Member
3	Mr. Anil Kumar Pathak	08213061	57 Years	Master Degree in Environment Science & Engineering	more than 32 years	Retiring by rotation and being eligible, offers himself for re-appointment.	Sitting Fees as approved by the Board from time to time	29-Jan-19	NIL	No Relationship	6	5	1.AAI Cargo Logistics & Allied Services Company Limited 2.Delhi International Airport Limited 3.Dholera International Airport Company Limited 4. Ludhiana International Airport Limited	1.Delhi International Airport Limited: a. Share Allotment, Transfer & Grievance Committee- Member b. Audit Committee - Member 2. AAI Cargo Logistics & Allied Services Company Limited - Member of Nomination & Remuneration Committee
4	Ms. Rubina Ali	08453990	54 years	Post Graduate (History)	More than 27 years	Retiring by rotation and being eligible, offers herself for re-appointment.	Nil	6-Jun-19	Nil	No Relationship	6	3	1. Mumbai International Airport Limited 2. Airport Authority of India 3. Delhi International Airport Limited	Delhi International Airport Limited - Member of Nomination & Remuneration Committee

5	Mr. Philippe Pascal	08903236	49 years	master's in public law	More than 24 years	Non-Executive (Non-Independent) Director of the Company, liable to retire by rotation	Nil	24-May-21	Nil	No Relationship	N.A	N.A	1. Média Aéroports de Paris 2. GMR Airports Limited 3. Delhi International Airport Limited	1. GMR Airports Limited - Member - Audit Committee 2. Delhi International Airport Limited - Observer - Audit Committee
6	Mr. Regis Lacote	09135168	49 years	Graduate in Advanced Master, Airport Management and Master in Engineering Production Systems	More than 23 years	Non-Executive (Non-Independent) Director of the Company, liable to retire by rotation	Nil	24-May-21	Nil	No Relationship	N.A	N.A	1. GMR Visakhapatnam International Airport Limited 2. GMR Airport Developers Limited 3. Delhi International Airport Limited	1. GMR Visakhapatnam International Airport Limited - Member of Nomination and Remuneration Committee 2. Delhi International Airport Limited - Member of Nomination and Remuneration Committee
7	Mr. K. Vinayak Rao	00074942	58 years	master's degree in Mathematics	More than 34 years	Non-Executive (Non-Independent) Director of the Company, liable to retire by rotation	Nil	28-Jun-21	Nil	No Relationship	N.A	N.A	1. Mumbai International Airport Limited	N.A
8	Dr. Mundayat Ramachandran	01573258	70 years	1. post graduate in Economics 2. Master of Philosophy in Economic Planning. 3. Phd. in Project Planning	More than 45 years	Re-appointment as Independent Director for 2nd term of 5 consecutive years	Sitting Fees as approved by the Board from time to time	13-Oct-16	Nil	No Relationship	6	6	1. GMR Warora Energy Limited 2. GMR Bajoli Holi Hydropower Private Limited 3. GMR Kamalanga Energy Limited 4. Sanmarg Projects Private Limited 5. Delhi International Airport Limited 6. GMR Energy Limited 7. Cochin Smart Mission Limited 8. GMR Visakhapatnam International Airport Limited	1. GMR Warora Energy Limited a. Audit Committee - Member b. Nomination and Remuneration Committee - Member c. Corporate Social responsibility Committee - Member 2. GMR Bajoli Holi Hydropower Private Limited a. Audit Committee - Chairman b. Nomination and Remuneration Committee - Member c. Corporate Social responsibility Committee - Member 3. GMR Kamalanga Energy Limited

9	Mr. Subba Rao Amarthaluru	00082313	61 years	Commerce graduate and a Chartered Accountant.	more than 35 years	To be appointed as an Independent Director for a term of 3 consecutive years.	Nil	Proposed to be appointed w.e.f. September 20, 2021	NIL	No Relationship	N.A.	N.A.	N.A.	N.A.
10	Dr. Emandi Shankar Rao	05184747	60 years	1. B.E in Electrical & Electronics Engineering 2. Chartered Engineer (Valuations) 3. PGDBA 4. M.Tech in Systems Reliability, Risk and Quality Engg. & Management 5. Ph.D in Project Finance & Management	more than 30 years	To be appointed as an Independent Director for a term of 3 consecutive years.	Nil	Proposed to be appointed w.e.f. September 20, 2021	NIL	No Relationship	N.A.	N.A.	1. Steel Exchange India Limited 2. Coastal Corporation Limited	N.A.