



DELHI INTERNATIONAL AIRPORT LIMITED
CIN No. U63033DL2006PLC146936

Regd. Office: New Udaan Bhawan, Opposite Terminal 3, Indira Gandhi International Airport,
New Delhi-110 037
T: + 91 11 4719 7000 **F:** +91 11 4719 7181 **W:** www.newdelhiairport.in
E: DIAL-CS@gmrgroup.in

NOTICE TO THE MEMBERS

Notice is hereby given that the Nineteenth (19th) Extraordinary General Meeting (“EGM”) of the Members of Delhi International Airport Limited (the “Company”) will be held on Friday, December 22, 2023, 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:

SPECIAL BUSINESS:

1. Appointment of Dr. Srinivas Hanumankar [DIN: 10303016] 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, the applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and other applicable provisions (including any statutory modifications or re-enactments thereof for the time being in force), if any, of the Companies Act, 2013 and any other act(s) or Regulation(s) and as per the Nomination and Remuneration policy and Articles of Association of the Company, and as recommended by the Nomination & Remuneration Committee and Board of Directors of the Company, Dr. Srinivas Hanumankar [DIN: 10303016], who was appointed as an Additional Director of the Company by the Board of Directors with effect from October 01, 2023, subject to the approval of Members of the Company 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 any Director 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.”



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2. Appointment of Mr. Fabien Alain Camille Lawson (DIN: 10360063) 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, the applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and other applicable provisions (including any statutory modifications or re-enactments thereof for the time being in force), if any, of the Companies Act, 2013 and any other act(s) or Regulation(s) and as per the Nomination and Remuneration policy and Articles of Association of the Company, and as recommended by the Nomination & Remuneration Committee and Board of Directors of the Company, Mr. Fabien Alain Camille Lawson (DIN: 10360063), who was appointed as an Additional Director of the Company by the Board of Directors with effect from October 30, 2023, subject to the approval of Members of the Company 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 any director 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.”

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

Abhishek Chawla
Company Secretary & Compliance Officer
Membership No. F8118
Address: Ace Golfshire, Sector-150, Noida-201301
Date: November 30, 2023
Place: New Delhi





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NOTES:

1. Ministry of Corporate Affairs ("MCA") has, vide its circular dated January 13, 2021 read together with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, May 5, 2022 and September 25, 2023 (collectively referred to as "MCA Circulars") and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 issued by the Securities Exchange Board of India ("SEBI Circular") and other applicable circular(s)/ notification issued by MCA/ Securities and Exchange Board of India (SEBI), permitted convening the General Meeting ("AGM") 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/ SEBI Circulars and the provisions of the Companies Act, 2013 ("the Act") and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015 ("Listing Regulations"), the 19th Extraordinary General Meeting ("EGM" or "the Meeting") of Delhi International Airport Limited ("DIAL" or "the Company") is scheduled to be held on Friday, December 22, 2023, at 03.00 P.M. (IST), through VC / OAVM.
2. The deemed venue for the 19th EGM is the Registered Office of the Company i.e. New Udaan Bhawan, Opposite Terminal - 3, Indira Gandhi International Airport, New Delhi - 110037.
3. As per the 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 General Meeting 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 General Meeting through VC facility or OVAM and issue of General Meeting 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 EGM 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, pursuant to MCA Circulars on holding of General Meeting 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 EGM and hence the Proxy Form, and Attendance Slip are not annexed to this EGM Notice.



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5. Notice convening the 19th EGM is being sent only through electronic mode i.e. by email to all the Members and others who are entitled to receive such Notice, to their e-mail addresses registered with the Company. The Notice convening the 19th EGM has been uploaded on the website of the Company at www.newdelhiairport.in.
6. The explanatory statement pursuant to Section 102(1) of the Act in respect of Special Business is annexed hereto.
7. All documents referred to in the accompanying Notice and the Explanatory Statement in respect of Special Business 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. - 5.00 P.M. (IST) on all working days till the completion of the ensuing EGM. Members seeking to inspect such documents can send an email to DIAL-CS@gmrgroup.in. Further, the Members seeking any information with regard to any matter as placed in the EGM are requested to write to DIAL-CS@gmrgroup.in at least 10 days before the EGM and response for the same will be provided accordingly.
8. The attendance of the Members attending the EGM through VC/ OAVM will be considered for the purpose of reckoning the quorum under Section 103 of the Act.
9. 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 EGM. The scan copy of Authorization Letter along with Board Resolution shall be sent by e-mail from their registered e-mail id to DIAL-CS@gmrgroup.in.
10. The instructions or details of the EGM 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 EGM, is as follows:
 - ✓ **Link to join the meeting:**
<https://gmrgroup-in.zoom.us/j/91570418726?pwd=MFpQbDVJY1lFZ1RBMjFpQS8za1NsZz09>
 - ✓ **Meeting ID:** 915 7041 8726 **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.



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- ✓ 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.
 - ✓ Contact details of the Company Secretary in case of any connection issues is as below:
Mr. Abhishek Chawla: + 91-9891344243.
11. Facility for joining the EGM will be kept open 15 minutes before the scheduled time of the EGM and may close not earlier than 15 minutes after the commencement of the meeting.
 12. The Chairman of the Board will preside as the Chairman of EGM. In case the Chairman is not present due to other preoccupation, the Directors present will elect an acting Chairman from the other nominee Directors of the Private Participants or, if none of the nominee Directors of the Private Participants are present, any Director present at the meeting to be Chairman of the EGM. 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 EGM, the members present shall choose one among themselves to be the Chairman of EGM.
 13. The Chairman of the EGM 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 resolutions only by sending e-mails to the email ID [\[DIAL-CS@gmrgroup.in\]](mailto:DIAL-CS@gmrgroup.in) through their email addresses which are registered with the Company.
 14. This EGM 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**



Abhishek Chawla

**Company Secretary & Compliance Officer
Membership No. F8118**

Address: Ace Golfshire, Sector-150, Noida-201301

Date: November 30, 2023

Place: New Delhi





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ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND / OR APPLICABLE REGULATIONS OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.

Item No. 1

In terms of Section 161 of Companies Act 2013 ("Act"), the articles of a company may confer on its Board of Directors the power to appoint any person, other than a person who fails to get appointed as a director in a general meeting, as an additional director at any time who shall hold office up to the date of the next annual general meeting or the last date on which the annual general meeting should have been held, whichever is earlier.

Further, as per Regulation 17 (1C) of SEBI (Listing Obligation and Disclosure Requirements) 2015 ("Listing Regulations"), the listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Accordingly, the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee (NRC) and subject to the approval of the Members of the Company, appointed Dr. Srinivas Hanumankar [DIN: 10303016] as an Additional Director of the Company with effect from October 01, 2023.

In accordance with the proviso to Section 160 (1), the NRC and the Board of Directors of the Company has recommended to the Members, appointment of Dr. Srinivas Hanumankar as a Non-Executive Director of the Company, liable to retire by rotation.

The Company have 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 Dr. Srinivas Hanumankar has consented to act as a Director of the Company.



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The Company have also received required disclosures/ declarations under the provisions of the Companies Act, 2013 and Listing Regulations in the prescribed forms from Dr. Srinivas Hanumankar.

The Brief Profile of Dr. Srinivas Hanumankar [DIN: 10303016] is as under:

Dr. Srinivas Hanumankar is an officer of the 'Indian Railway Personnel Service (IRPS)' belonging to the Indian Civil Service Examination 1991. He took over the charge of Member (Human Resources) on March 10, 2023 on the Board of Airports Authority of India (AAI). Prior to appointment in AAI, Dr. Srinivas was serving as Chief Personnel Officer in Indian Railways.

Dr. Srinivas is overall in-charge of managing the Human Resources, Statutory/ Legal and Industrial Relations, General Administration and Commercial functions in Airports Authority of India. He is currently holding the additional charge of Member (Finance) looking after Finance, Joint Ventures and Strategic Investment also.

Dr. Srinivas core areas of expertise range from Policy Making to Managing and Developing Human Resources and Relations of large organizations having diverse skill sets; Strategizing and Managing Change in large organizations through Training, Skilling/Upskilling, IT and Organization Development interventions etc. He has worked in various capacities in three different Zones of the Indian Railways each with around a lakh manpower strength and as Director General in one of the institutions of Ministry of Labour & Employment, GoI.

Dr. Srinivas has had an illustrious Academic and Professional career and a vast array of accomplishments to his credit. He has represented India at various national and international fora viz. BRICS, International Labour Organization (ILO), World Skills Conference, International Training Centre of ILO etc. and widely travelled to countries like Italy, France, Russia, South Africa, Singapore, Malaysia, United Kingdom and United States of America. He is also a recipient of the "Silver Star Award" from the Hon'ble President of India in the year 2013.

Dr. Srinivas holds a Bachelor (Hon's), Master's and Doctorate Degree in Earth Sciences, apart from a Post – Graduate Diploma in Management.



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Except Dr. Srinivas Hanumankar, being the appointee, and his relatives, none of the Director 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. 1 of the accompanying notice.

The Board of Directors recommends the resolution in relation to appointment of Dr. Srinivas Hanumankar as a Non-Executive Director of the Company, as set out in Item No. 1 for the approval of the members by way of an Ordinary Resolution.

Information pursuant to 1.2.5 of the Secretarial Standard on General Meetings (SS-2) regarding Director seeking appointment/ re-appointment:

Name	Dr. Srinivas Hanumankar			
DIN	10303016			
Age	57 Years			
Qualification	Bachelor (Hon's), Master's and Doctorate Degree in Earth Sciences, apart from a Post - Graduate Diploma in Management			
Experience	More than 32 Years			
Terms & Conditions of re-appointment	As explained in the resolution			
Details of remuneration sought to be paid	Not applicable			
Last drawn remuneration	Not applicable			
Date of first appointment on the board	October 01, 2023			
Relationship with directors, managers & KMP	Not related			
Number of shares held	NIL			
Number of Board meeting attended during the Year till date (2023-2024)	1 out of 1			
Other directorships	1. Deoghar Airport Limited 2. AAI Cargo Logistics & Allied Services Company Limited			
Chairman/member of the committees of Boards of other companies	S. No.	Company	Name of the committee	Chairman/ Member
	1	Deoghar Airport Limited	NIL	NIL
	2	AAI Cargo Logistics & Allied Services Company Limited	NIL	NIL



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Item No. 2

In terms of Section 161 of Companies Act 2013 ("the Act"), the articles of a company may confer on its Board of Directors the power to appoint any person, other than a person who fails to get appointed as a director in a general meeting, as an additional director at any time who shall hold office up to the date of the next annual general meeting or the last date on which the annual general meeting should have been held, whichever is earlier.

Further as per Regulation 17 (1C) of SEBI (Listing Obligation and Disclosure Requirements) 2015 ("Listing Regulations"), the listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Accordingly, the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee (NRC) and subject to the approval of the Members of the Company, appointed Mr. Fabien Alain Camille Lawson (DIN: 10360063) as an Additional Director of the Company with effect from October 30, 2023.

In accordance with the proviso to Section 160 (1), the NRC and the Board of the Company has recommended to the Members, appointment of Mr. Fabien Alain Camille Lawson as a Non-Executive Director of the Company, liable to retire by rotation.

The Company have 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. Fabien Alain Camille Lawson has consented to act as a Director of the Company.

The Company have also received required disclosures/ declarations under the provisions of the Companies Act, 2013 and Listing Regulations in the prescribed forms from Mr. Fabien Alain Camille Lawson.



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The Brief Profile of Mr. Fabien Alain Camille Lawson [DIN:- 10360063] is as under:

Mr. Fabien Alain Camille Lawson graduated from Institut d'Etudes Politiques de Paris in 1996. He has a solid experience of 24 years in managing airport operations teams and airport projects within Groupe ADP and is since November 2022 the Global COO of GMR Airports.

He was previously the Asset management director for TAV Airports at Groupe ADP and the former General Manager of terminal 1/3 of Paris CDG airport. He has additional international experience as the former head of Groupe ADP Beijing office, dedicated to consulting services. During his carrier within Groupe ADP, he has led various operations teams in terminal and landside and took over various strategic and commercial positions.

Except Mr. Fabien Lawson, being the appointee, and his relatives, none of the Director 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. 2 of the accompanying notice.

The Board of Directors recommends the resolution in relation to appointment of Mr. Fabien Lawson as a Non-Executive Director of the Company, as set out in Item No. 2 for the approval of the members by way of an Ordinary Resolution.

Information pursuant to 1.2.5 of the Secretarial Standard on General Meetings (SS- 2) regarding Director seeking appointment / re-appointment

Name	Mr. Fabien Alain Camille Lawson
DIN	10360063
Age	50 Years
Qualification	Graduated from Institut d'Etudes Politiques de Paris in 1996
Experience	More than 24 Years
Terms & Conditions of re-appointment	As explained in the resolution
Details of remuneration sought to be paid	Not Applicable



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Last drawn remuneration	Not Applicable			
Date of first appointment on the Board	October 30, 2023			
Relationship with directors, managers & KMP	Not related			
Number of shares held	NIL			
Number of Board meeting attended during the Year till date (2023-2024)	NIL			
Other directorships	Nil			
Chairman/member of the committees of boards of other companies	S. no	Company	Name of the committee	Chairman/Member
	1	NIL	NIL	NIL

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

Abhishek Chawla

Company Secretary & Compliance Officer

Membership No. F8118

Address: Ace Golfshire, Sector-150, Noida-201301



Date: November 30, 2023

Place: New Delhi