

Date: January 21, 2025

BSE Limited  
1<sup>st</sup> Floor, New Trading Ring,  
P.J. Towers, Dalal Street,  
Mumbai - 400 001.

BSE Scrip Code: 974004, 974763, 975037, 975533, 975854  
ISIN: INE657H08019, INE657H08027, INE657H08035, INE657H08043, INE657H08050

Dear Sir/ Ma'am,

Subject: Submission of Corporate Governance Report for the quarter ended December 31, 2024 pursuant to the Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Please find enclosed herewith the Corporate Governance Report ["CGR"] of the Company for the quarter ended December 31, 2024 in terms of the provisions of Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Master Circular dated July 29, 2022 as amended from time to time, issued by Securities and Exchange Board of India with respect to format specifying disclosure of Corporate Governance by High Value Debt Listed Entities.

The Company has five series of NCDs with BSE Scrip Codes: 974004, 974763, 975037, 975533 and 975854. However, in the format of CGR only one Scrip Code i.e. 974004 is prefilled. Hence, the five scrip codes are mentioned in the covering letter.

Submitted for your information and records please.

Thanking you,

For Delhi International Airport Limited



Abhishek Chawla  
Company Secretary and Compliance Officer



Encl: As above

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### General information about company

Scrip code	974004
NSE Symbol	Not Listed
MSEI Symbol	Not listed
ISIN	INE657H08019
Name of the entity	Delhi International Airport Limited
Date of start of financial year	01-04-2024
Date of end of financial year	31-03-2025
Reporting Quarter	Quarterly
Date of Report	31-12-2024
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Any other

Enter the quarter ended date only

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Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Disclosure of roles on composition of board of directors/regulatory		Not Applicable		Whether the listed entity has a Regular Chairperson																							
				Yes																							
				Whether Chairperson is related to MNC or GSD																							
				Yes																							
Disqualification of Directors under section 161 of the Companies Act, 2013																											
Sl. No.	Title (MFI / MFI)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the Director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? (Under Reg. 173A of Listing Regulations)	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Terms of office (in months)	No. of Directorships in listed entities including the listed entity (Under Regulation 173 of Listing Regulations)	NO OF VIGNETTES/ Shareholding in listed entities including the listed entity (Under Regulation 173A of Listing Regulations)	Shareholding in listed entities including the listed entity (Under Regulation 173 of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee/ including the listed entity (Under Regulation 173 of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee/ including the listed entity (Under Regulation 173 of Listing Regulations)	Reason for Cessation	Notes for not providing PAN	Notes for not providing DIN
Sl. No.	Code																										
1	MD	Sydebi Mathurajee Rao	AJUP5866C	00272423	Executive Director	Chairperson		01-07-1949	No				Active	NA		10-04-2006	01-04-2021		224.04	1	0	1	0				
2	MD	G.R. Raja	A24M1131G	00061086	Executive Director	Not Applicable	MD	22-06-1974	No				Active	NA		10-04-2006	01-04-2021		224.04	1	0	1	0				
3	MD	Srinivas Boonilakshmi	A24M9286L	00061464	Not Applicable - Non Independent Director	Not Applicable		01-03-1963	No				Active	NA		10-04-2006	01-04-2021		224.04	1	0	1	0				
4	MD	Srinivas Kiran Kumar	A24M9284T	00061466	Not Applicable - Non Independent Director	Not Applicable		13-09-1975	No				Active	NA		10-04-2006	01-04-2021		224.04	1	0	1	0				
5	MD	Indira Prathibha Rao	A4CP3863X	05481235	Executive Director	Not Applicable		15-07-1959	No				Active	NA		01-04-2018	01-04-2021		81.07	1	0	1	0				
6	MD	Rishi Lavanya	B4P54281X	06181448	Not Applicable - Non Independent Director	Not Applicable		25-04-1977	No				Active	NA		04-06-2021			43.30	0	0	0	0				
7	MD	Shri Narayana Rao	A3R8C922H	00046382	Executive Director	Not Applicable		04-04-1955	No				Active	NA		17-04-2007	01-04-2021		212.65	0	0	0	0				
8	MD	Rudra AI	A24M9284D	00061395	Not Applicable - Non Independent Director	Not Applicable		18-11-1986	No				Active	NA		06-06-2019			66.90	0	0	1	1				
9	MD	Ravi Tushar Acharya	A3R8C922H	00046382	Not Applicable - Independent Director	Not Applicable		22-07-1976	No				Active	NA		06-09-2021			22.88	1	1	1	0				
10	MD	Chinnell Sankaran Rao	A88P1406X	05181371	Not Applicable - Independent Director	Not Applicable		31-12-1980	No				Active	NA		10-09-2021			39.39	1	1	1	0				
11	MD	Sudha Anu Anantharaman	A88P1402T	00091311	Not Applicable - Independent Director	Not Applicable		11-04-1980	No				Active	NA		10-09-2021			39.39	1	1	1	0				
12	MD	Manikant Reddy Chandran	A24M9281B	05172424	Not Applicable - Non Independent Director	Not Applicable		14-06-1970	No				Active	NA		13-10-2016	13-10-2021		58.64	1	1	1	0			92	
13	MD	Devika Venkatesh	22222991T	07466436	Not Applicable - Non Independent Director	Not Applicable		26-12-1974	No				Active	NA		28-05-2016			104.10	0	0	0	0				
14	MD	Vishnu Anil Laxmi Jayaram	8P8P1403D	05191004	Not Applicable - Non Independent Director	Not Applicable		14-06-1979	No				Active	NA		30-10-2021			14.07	0	0	0	0				
15	MD	Prithvi Maheshwar	A24M9281P	05172423	Not Applicable - Non Independent Director	Not Applicable		26-12-1987	No				Active	NA		09-12-2021			14.76	0	0	0	0				
16	MD	Srinivas Chinnell	A88P1406X	05181371	Not Applicable - Non Independent Director	Not Applicable		26-11-1986	No				Active	NA		01-10-2021			21.05	0	0	0	0				
17	MD	Manjula Engal Rajanatha Director (in the Directorship)	22222991T	07466436	Not Applicable	Not Applicable		13-05-1975	No				Active	NA		14-10-2021			148.40	0	0	0	0			93	
18	MD	Renu Chandra Mohanty (Alternate Director to Mr. Ravi Jayaram)	22222991T	07466436	Alternate Director	Not Applicable		14-05-1988	No				Active	NA		30-10-2021			14.07	0	0	0	0			64	

*Aruna*



Annexure 1

II. Composition of Committees

Disclosure of notes on composition of committees explanatory

Add Notes

For this quarter kindly note the following points:  
 1. Date of Appointment and Date of Cessation (if applicable) must be mandatorily filled for every Committee.  
 2. Date of Appointment can be any day upto September 30, 2022.  
 3. Date of Cessation must be for the current quarter only, i.e. July 1, 2022 to September 30, 2022

Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be pre-filled automatically

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson				Yes			
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	0082312	Subba Rao Amarthakuru	Non-Executive - Independent Director	Chairperson	12-10-2021		
2	03482239	Indana Prabhakara Rao	Executive Director	Member	24-05-2021		
3	05184747	Emandi Sankara Rao	Non-Executive - Independent Director	Member	12-10-2021		
4	01573258	Mundayy Ramachandran	Non-Executive - Independent Director	Member	13-10-2016		
5	07466436	Devitza Weismantel	Non-Executive - Non Independent Director	Member	28-04-2016		
6	10419629	Pankaj Malhotra	Non-Executive - Non Independent Director	Member	29-11-2023		
7	01976832	Bijal Tushar Ajinkya	Non-Executive - Independent Director	Member	19-09-2022		
8							
9							
10							

Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be pre-filled automatically

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson				Yes			
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	01573258	Mundayy Ramachandran	Non-Executive - Independent Director	Chairperson	13-10-2016		
2	00061669	Grandhi Kiran Kumar	Non-Executive - Non Independent Director	Member	24-05-2021		
3	00082313	Subba Rao Amarthakuru	Non-Executive - Independent Director	Member	12-10-2021		
4	05184747	Emandi Sankara Rao	Non-Executive - Independent Director	Member	12-10-2021		
5	08453990	Rubina Ali	Non-Executive - Non Independent Director	Member	06-06-2019		
6	09135168	Regis Lacote	Non-Executive - Non Independent Director	Member	24-05-2021		
7	07466436	Devitza Weismantel	Non-Executive - Non Independent Director	Member	28-04-2016		
8	01976832	Bijal Tushar Ajinkya	Non-Executive - Independent Director	Member	19-09-2022		
9							
10							

Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be pre-filled automatically

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson				Yes			
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00061669	Grandhi Kiran Kumar	Non-Executive - Non Independent Director	Chairperson	04-12-2007		
2	07466436	Devitza Weismantel	Non-Executive - Non Independent Director	Member	28-04-2016		
3	00082313	Subba Rao Amarthakuru	Non-Executive - Independent Director	Member	29-07-2022		
4	00016262	Kada Narayana Rao	Executive Director	Member	04-12-2007		
5	00061686	G.S.S. Raju	Executive Director	Member	08-02-2018		
6	10303016	Srinivas Hanumantkar	Non-Executive - Non Independent Director	Member	01-10-2023		
7							
8							
9							
10							

Risk Management Committee

Whether the Risk Management Committee has a Regular Chairperson							
Yes				No			
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00061686	G.S.S. Raju	Executive Director	Chairperson	29-07-2022		
2	07466436	Devitza Weismantel	Non-Executive - Non Independent Director	Member	29-07-2022		
3	03482239	Indana Prabhakara Rao	Executive Director	Member	29-07-2022		
4	0082312	Subba Rao Amarthakuru	Non-Executive - Independent Director	Member	29-07-2022		
5	03097752	Videth Kumar Jaipuria	CEO	Member	29-07-2022		4
6							
7							
8							
9							
10							

Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be pre-filled automatically

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson				Yes			
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	05184747	Emandi Sankara Rao	Non-Executive - Independent Director	Chairperson	12-10-2021		
2	00016262	Kada Narayana Rao	Executive Director	Member	07-05-2014		
3	03482239	Indana Prabhakara Rao	Executive Director	Member	24-05-2021		
4							
5							
6							
7							
8							
9							
10							

Other Committee

Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks
1						
2						
3						
4						
5						
6						
7						
8						
9						
10						



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Annexure 1

III. Meeting of Board of Directors

Disclosure of notes on meeting of board of directors explanatory

Add Notes

Sr	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	13-08-2024			Yes	16	13	4
2	24-10-2024	71		Yes	16	13	4

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\* to be filled in only for the current quarter meetings

*A. K. Singh*  


Annexure 1										
IV. Meeting of Committees										
Disclosure of notes on meeting of committees explanatory							Add Notes			
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
		Add Delete								
1	Audit Committee	12-08-2024				Yes	7	6	4	0
2	Nomination and Remuneration committee	12-08-2024				Yes	8	5	3	0
3	Risk Management Committee	12-08-2024				Yes	4	2	1	1
4	Audit Committee	24-10-2024	72			Yes	7	6	4	0
5	Corporate Social Responsibility Committee	24-10-2024				Yes	3	2	1	0
6	Stakeholders Relationship Committee	24-10-2024				Yes	6	3	1	0

\* to be filled in only for the current quarter meetings

*A. Chandra*



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Details of Cyber security incidence	
Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter	No
Other details of cyber security incidence or breaches or loss of data event	<a href="#">Add Notes</a>
Number of cyber security incidence or breaches or loss of data event occurred during the quarter	
<b>Sr.</b>	<b>Date of the event</b>
	<b>Brief details of the event</b>

*A. K. Singh*



Annexure 1			
V. Related Party Transactions			
Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	
Disclosure of notes on related party transactions			<a href="#">Add Notes</a>
Disclosure of notes of material transaction with related party			<a href="#">Add Notes</a>

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Annexure 1		
VI. Affirmations		
Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 <b>a. Audit Committee</b>	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <b>b. Nomination &amp; remuneration committee</b>	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <b>c. Stakeholders relationship committee</b>	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <b>d. Risk management committee (applicable to the top 1000 listed entities)</b>	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes
9	<b>Any comments/observations/advice of Board of Directors may be mentioned here:</b>	<a href="#">Add Notes</a>

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Annexure 1		
Sr	Subject	Compliance status
1	Name of signatory	Abhishek Chawla
2	Designation	Company Secretary and Compliance Officer

  


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### Signatory Details

Name of signatory	Abhishek Chawla
Designation of person	Company Secretary and Compliance Officer
Place	New Delhi
Date	21-01-2025

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## Notes to Corporate Governance Report for the quarter ended December 31, 2024

The Company has five series of NCDs with BSE Scrip Codes: 974004, 974763, 975037, 975533 and 975854. However, in the format of Corporate Governance report (CGR) only one Scrip Code (974004) is prefilled. Hence, the five scrip codes are mentioned in the covering letter.

### Annexure-1: (I). Composition of Board of Directors, and (II). Composition of Committees

1. As per the explanation given under Regulation 17A of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), only the directorship in equity listed entities has been considered for the purpose of counting the number of directorship. Accordingly, Delhi International Airport Limited ("Reporting Company"), which is a High Value Debt Listed entity (Not an Equity Listed Company) is NOT considered for calculating the number of directorships for all the directors.
2. In terms of Regulation 16 of Listing Regulations all the Non-Executive Directors of the Company have been treated as Independent Directors. Accordingly the following have been categorised as Independent Directors:
  - i. Mr. Grandhi Kiran Kumar.
  - ii. Mr. Srinivas Bommidala.
  - iii. Mr. Srinivas Hanumankar.
  - iv. Ms. Rubina Ali.
  - v. Mr. Pankaj Malhotra.
  - vi. Mr. Regis Lacote.
  - vii. Mr. Fabien Alain Camille Lawson.
  - viii. Ms. Denitza Weismantel.
  - ix. Mr. Matthias Engler (Alternate Director to Ms. Denitza Weismantel).
  - x. Mr. Pierre Etienne Mathely (Alternate Director to Mr. Regis Lacote).
3. The total number of Directors of the Company is 16 as on December 31, 2024. However, Mr. Matthias Engler is appointed as an Alternate Director to Ms. Denitza Weismantel and Mr. Pierre Etienne Mathely is appointed as an Alternate Director to Mr. Regis Lacote, their name has also been included in the list of the Directors of the Company.
4. Private Limited Companies which are subsidiaries of Public Limited Companies are also included in the list of number of Audit Committee / Stakeholders Relationship Committee, since they are also categorized as public company as per the provisions of Companies Act, 2013. Further, Public Companies which are High Value Debt Listed entities are also included, on account of being Public Limited Companies and not High Value Debt Listed Entities.
5. While calculating the number of Memberships in Audit Committee/ Stakeholders Relationship Committee for Alternate Director, we have considered it as it is held by Original Director.
6. Since, the Foreign Directors is not having Permanent Account Number ("PAN"), hence we have mentioned in the PAN column dummy PAN as ZZZZZ9999Z.

Annexure-1: (III). Meeting of Board of Directors, and (IV). Meeting of Committees:

1. In the Column of "Number of Directors Present", the presence of Alternate Director is included in case the Original Director has not attended the Meeting.
2. While calculating "No. of Independent Directors attending the meeting", we have not considered all Non-Executive Directors, however we have only considered Independent Directors who are meeting the independence criteria as per the provisions of the Companies Act, 2013.
3. While calculating the number of Memberships in Audit Committee/ Stakeholders Relationship Committee for Alternate Director, we have considered it as it is held by Original Director.
4. Mr. Videh Kumar Jaipurkar - member of the Risk Management Committee is the CEO of the Company and not a Director on the Board of the Company

Annexure-1: (VI). Affirmations

The Corporate Governance report for the quarter ended September 30, 2024 was placed before the Board of Directors of the Company in its meeting held on October 24, 2024. This Corporate Governance Report for the quarter ended December 31, 2024 will be placed before the Board of Directors in the next Board meeting.

