

Date: August 18, 2024

BSE Limited

1<sup>st</sup> Floor, Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai - 400 001

BSE Scrip Code: 974004, 974763, 975037, 975533, 975854.

Kind Attn.: Corporate Relationship Department

Subject : Notice of 18<sup>th</sup> Annual General Meeting of Delhi International Airport Limited

Dear Sir/ Ma'am,

Pursuant to Regulations 50(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), we are enclosing a copy of the Notice of convening the 18<sup>th</sup> Annual General Meeting of the Company to be held on September 09, 2024.

The said Notice is also being dispatched to the Members of the Company and has been uploaded on the website of the Company at <https://www.newdelhiairport.in/corporate/our-company>.

Submitted for your information and records please.

Thanking you,

For Delhi International Airport Limited



Abhishek Chawla

Company Secretary and Compliance Officer

Encl.: As above



/DelhiAirport



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DELHI INDIRA GANDHI  
INTERNATIONAL AIRPORT

GAR

DELHI INTERNATIONAL AIRPORT LIMITED  
CIN No. U63033DL2006PLC146936

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

T: +91 11 4719 7000 F: +91 11 4719 7181 W: [www.newdelhialairport.in](http://www.newdelhialairport.in)  
E: DIAL-CS@gmrgroup.in

### NOTICE TO THE MEMBERS

Notice is hereby given that the eighteenth (18<sup>th</sup>) Annual General Meeting ("AGM") of the Members of Delhi International Airport Limited (the "Company") will be held on Monday, September 09, 2024, 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 - 110037, to transact the following business:

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#### ORDINARY BUSINESS:

1. To receive, consider and adopt:
  - (a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2024, together with annexures thereto and the Reports of the Directors and Auditors thereon.
  - (b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2024, 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. Srinivas Bommidala (DIN:00061464), who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint a director in place of Mr. Grandhi Kiran Kumar (DIN:00061669), who retires by rotation and being eligible, offers himself for re-appointment.
6. To consider and approve the re-appointment M/s. Walker Chandio & Co. LLP Chartered Accountants (Firm Registration No. 001076N/N500013) as the Joint Statutory Auditors of the Company and authorize Board of Directors to fix their remuneration by passing the following resolution as **Special Resolution**, with or without modification(s):



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**"RESOLVED THAT** pursuant to the provisions of Section 139, 141, 142 and applicable provisions, if any, of the Companies Act, 2013 ("Act") and rules made thereunder (including any statutory modification(s) or re-enactment(s) therefore for the time being in force), if any, and pursuant to the provisions of Articles of Association of the Company, M/s. Walker Chandiook & Co. LLP, Chartered Accountants (Firm Registration No. 001076N/N500013) be and is hereby re-appointed as Joint Statutory Auditors of the Company for a further term of 5 (Five) consecutive years, who shall hold office from the conclusion of this 18<sup>th</sup> Annual General Meeting till the conclusion of 23<sup>rd</sup> Annual General Meeting of the Company (to be held in calendar year 2029) on such remuneration as may be determined by the Board of Directors of the Company."

**SPECIAL BUSINESS:**

7. Ratification of remuneration of Cost Auditors of the Company for the financial year ending on March 31, 2025.

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

**"RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 ("Act"), read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions of the Companies Act, 2013 or any other act or regulations, if any (including any statutory modification(s) or re-enactment thereof for the time being in force), if any, the remuneration payable to M/s. Narasimha Murthy & Co. - Cost Accountants, [Firm Registration No. 000042] Cost Auditors of the Company, of ₹ 8,50,000/- (Rupees Eight Lakh Fifty Thousand 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, 2025, be and is hereby ratified.

**RESOLVED FURTHER THAT** Mr. G.B.S. Raju - Managing Director, Mr. Indana Prabhakara Rao - Executive Director, Mr. Kada Narayana Rao - Whole Time Director, Mr. Videh Kumar Jaipuria - CEO, Mr. Hari Nagrani - CFO and Mr. Abhishek Chawla - Company Secretary of the Company be and are hereby severally authorized to issue the appointment letter, to file necessary intimation/Forms with the Registrar of Companies as required under the Companies Act, 2013, and to do all such acts, deed, thing(s) as maybe required in this regard."



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8. To re-appoint Mr. Subba Rao Amarthaluru (DIN: 00082313) as an Independent Director of the Company.

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act"), read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulations 16, 17 and 25 and other applicable regulation(s) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ["Listing Regulations"], (including any statutory modification(s) or re-enactment thereof for the time being in force), if any and as per the Articles of Association of the Company, as per the Nomination & Remuneration policy of the Company and as recommended by the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Subba Rao Amarthaluru (DIN: 00082313), who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and the rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations and who is eligible for re-appointment and has consented to act as an Independent Director of the Company, be and is hereby re-appointed as an Independent Director of the Company with effect from September 10, 2024, to hold office for a second term of 5 (Five) consecutive years or up to the conclusion of 23<sup>rd</sup> Annual General Meeting, whichever is earlier, and his term shall not be subject to retirement by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are 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."

9. To re-appoint Dr. Emandi Sankara Rao (DIN: 05184747) as an Independent Director of the Company.

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act"), read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulations 16, 17 and 25 and other applicable regulation(s) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ["Listing Regulations"], (including any statutory modification(s) or re-enactment thereof for the time being in force), if any, and as per the Articles of Association of the Company, as per the Nomination & Remuneration policy of the Company and as recommended by the Nomination and Remuneration Committee and the Board of Directors of the Company, Dr. Emandi Sankara Rao (DIN: 05184747), who has



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submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and the rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations and who is eligible for re-appointment and has consented to act as an Independent Director of the Company, be and is hereby re-appointed as an Independent Director of the Company with effect from September 10, 2024, to hold office for a second term of 5 ( Five) consecutive years or up to the conclusion of 23<sup>rd</sup> Annual General Meeting, whichever is earlier, and his term shall not be subject to retirement by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are 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.”

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

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

**"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 and the Companies (Share Capital and Debentures Rules, 2014) and in accordance with the provisions of Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, and other applicable provisions of Act & rules made thereunder or any other applicable statute, Rules, Regulations, Guidelines, Notifications and Circulars (including any circulars, clarifications, statutory modifications or re-enactments thereof for the time being in force, if any), 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 Members of the Company be and is hereby accorded to the Board of Directors (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) 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 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 therewith or incidental thereto.



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**RESOLVED FURTHER THAT** any Director, the Chief Executive Officer, the Chief Financial Officer and the Company Secretary of the Company be and are hereby severally authorized to file necessary forms or returns with the Registrar of Companies or the Ministry of Corporate Affairs and to do all such acts, deeds and things, as may be considered necessary or incidental thereto for giving effect to this resolution."

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

**Abhishek Chawla  
Company Secretary  
Mem. No. FB118**

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



**Date: August 13, 2024  
Place: New Delhi**



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**NOTES:**

1. 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, 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 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/ 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, the 18<sup>th</sup> Annual General Meeting ("AGM" of "the Meeting") of Delhi International Airport Limited ("DIAL" or "the Company") is scheduled to be held on Monday, September 09, 2024, at 03.00 P.M. (IST), through VC / OAVM.
2. The deemed venue for the 18<sup>th</sup> AGM is the Registered Office of the Company i.e., New Udaan Bhawan, Opposite Terminal - 3, Indira Gandhi International Airport, New Delhi-110 037.
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 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 OAVM 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.
5. Notice of convening the 18<sup>th</sup> AGM along with the 18<sup>th</sup> Annual Report for the financial year 2023-2024 (including financial statements, auditors report, directors report and other relevant documents) is being sent only through electronic mode i.e., by email to all the Members and



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others who are entitled to receive such Notice, to their e-mail addresses registered with the Company. The Notice convening the 18<sup>th</sup> AGM has been uploaded on the website of the Company at [www.newdelhairport.in](http://www.newdelhairport.in).

6. The relevant details of Directors retiring by rotation/ seeking re-appointment at this Meeting are provided in the Annexure 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 and disclosures have been received from Director(s) for seeking appointment.
7. The Board of Directors has considered and decided to include item numbers 7 to 10 given above as Special Business in the Notice to the 18<sup>th</sup>-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 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. - 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 [DIAL-CS@gmrgroup.in](mailto:DIAL-CS@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 [DIAL-CS@gmrgroup.in](mailto:DIAL-CS@gmrgroup.in), on or before September 4, 2024 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 Resolution shall be sent by e-mail from their registered e-mail id to [DIAL-CS@gmrgroup.in](mailto:DIAL-CS@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/94826616672>
  - ✓ Meeting ID: 948 2661 6672 Passcode: 123456





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- ✓ 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 Members 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 98913 44243.
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 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 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 among themselves to be the 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 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.
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

Abhishek Chawla  
Company Secretary  
Mem. No. F8118

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



Date: August 13, 2024

Place: New Delhi



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## **ANNEXURE-I TO THE NOTICE**

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

#### **Item No. 7:**

As per the provisions of Section 148 of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014 and pursuant to 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, 2025.

The Audit Committee and the Board have approved and recommended the remuneration of the Cost Auditor of ₹ 8,50,000/- (Rupees Eight Lakh Fifty Thousand Only) plus applicable taxes and reimbursement of out of pocket expenses for the financial year ending on March 31, 2025.

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. 7 of the Notice for ratification of the remuneration of ₹ 8,50,000/- (Rupees Eight Lakh Fifty Thousand Only) plus applicable taxes and reimbursement of out of pocket expenses payable to the Cost Auditors for the financial year ending on March 31, 2025.

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. 7 of the accompanying notice.

The Board recommends passing of the resolution set out in Item No. 7 as an Ordinary Resolution.

#### **Item No. 8**

Mr. Subba Rao Amarthaluru (DIN: 00082313) was appointed as an Independent Director of the Company for first term of 5 consecutive years by the Board of Directors on August 26, 2021, and subsequently, his appointment was approved by the Members of the Company on September 17, 2021. His current term will be expiring in September, 2024.

As per Section 149 read with Schedule IV to the Act and Regulation 25 of the SEBI Listing Regulations, 2015, an Independent Director can be re-appointed for second term of upto 5 (five) consecutive years subject to passing of Special Resolution by the Shareholders of the Company.



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The Nomination and Remuneration Committee ("NRC") of the Board of Directors, based on the report of performance evaluation, has recommended the re-appointment of Mr. Subba Rao Amarthaluru as an Independent Director, for a second term of 5 (five) consecutive years, on the Board of the Company. Performance of Mr. Subba Rao Amarthaluru 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. Further, NRC concluded that qualifications and the rich experience of Mr. Subba Rao Amarthaluru meets the skills and capabilities required for the role of Independent Director of the Company.

The Board, based on the performance evaluation and as per the recommendation of the NRC, considers 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 Mr. Subba Rao Amarthaluru would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director. He has attended all the Board and the Committees Meetings of which he is a Director/ Member during the financial year 2023-2024.

Accordingly, it is proposed to re-appoint Mr. Subba Rao Amarthaluru 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.

Mr. Subba Rao Amarthaluru 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. He is not debarred by SEBI or any other authority from holding the office of Director.

Further, the Company has received declaration from Mr. Subba Rao Amarthaluru that he meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and also received disclosures under section 184 of the Act. He is registered on the Independent Directors' Data Bank maintained by the Institute of Corporate Affairs (ICA).

In the opinion of the Board, Mr. Subba Rao Amarthaluru fulfils the conditions for reappointment as an Independent Director as specified in the Act and rules thereunder and the SEBI Listing Regulation. He is also independent of the management.

Details of Mr. Subba Rao Amarthaluru 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



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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.

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

Mr. Subba Rao Amarthaluru is a commerce graduate and a Chartered Accountant. After 36 years of fulltime fiancé career in various reputed Indian and multinational companies, he chose to retire on 31<sup>st</sup> August 2021. Subsequent to his retirement, he took up Board positions as Independent Director. He is also serving as a member / Chairman of various Board committees.

He has an established and proven track record in Finance Leadership and end to end expertise in various facets of finance function, built over his 36 years of finance career in industry segments such audit practice, manufacturing, financial services and infrastructure.

Among various positions in his finance career, he was the Managing Director-Finance of Sanamar Group, Executive Director – Finance & Strategy at CLP India, Group CFO in RPG Group and Group CFO in GMR Group.

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 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. 8 of the accompanying notice.

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

**Item No. 9:**

Dr. Emandi Sankara Rao (DIN: 05184747) was appointed as an Independent Director of the Company for first term of 5 consecutive years by the Board of Directors on August 26, 2021, and subsequently, his appointment was approved by the Members of the Company on September 17, 2021. His current term will be expiring in September, 2024.

As per Section 149 read with Schedule IV to the Act and Regulation 25 of the SEBI Listing Regulations, 2015, an Independent Director can be re-appointed for second term of upto 5 (five) consecutive years subject to passing of Special Resolution by the Shareholders of the Company.



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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. Emandi Sankara Rao as an Independent Director, for a second term of 5 (five) consecutive years, on the Board of the Company. Performance of Dr. Emandi Sankara Rao 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. Further, NRC concluded that qualifications and the rich experience of Dr. Emandi Sankara Rao meets the skills and capabilities required for the role of Independent Director of the Company.

The Board, based on the performance evaluation and as per the recommendation of the NRC, considered 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. Emandi Sankara Rao would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director. He has attended all the Board and the Committees Meetings of which he is a Director/ Member during the financial year 2023-2024.

Accordingly, it is proposed to re-appoint Dr. Emandi Sankara Rao 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. Emandi Sankara Rao 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. He is not debarred by SEBI or any other authority from holding the office of Director.

Further, the Company has received declaration from Dr. Emandi Sankara Rao that he meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and also received disclosures under section 184 of the Act. He is registered on the Independent Directors' Data Bank maintained by the Institute of Corporate Affairs (ICA).

In the opinion of the Board, Dr. Emandi Sankara Rao fulfils the conditions for reappointment as an Independent Director as specified in the Act and rules thereunder and the SEBI Listing Regulation. He is also independent of the management.



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Details of Dr. Emandi Sankara Rao 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.

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

Dr. Emandi Sankara Rao holds a bachelor's degree in Electrical & Electronics Engineering from Andhra University and has done M. Tech in Systems Reliability Engineering and Quality Engineering & 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 has also done PGDBA from Pondicherry Central University

He is having ~30 years of top management and ~11 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 & Subsidiaries, IDBI, MDI and ILD. He has superannuated as the MD and CEO of IFCI Limited.

Except Dr. Emandi Sankara Rao, 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. 9 of the accompanying notice.

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

**Item No. 10:**

As per Section 42 of the Companies Act, 2013 ("Act"), read with the Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014, a company shall not make an offer or invitation to subscribe to securities through private placement unless the proposal has been previously approved by the Members of the company, by a special resolution for each of the offers or invitations.

It is further provided in the rules that, in case of offer or invitation for non-convertible debentures, where the proposed amount to be raised through such offer or invitation exceeds the limit as specified in clause (c) of sub-section (1) of section 180 of the Act, it shall be sufficient if the company



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passes a previous special resolution only once in a year for all the offers or invitations for such debentures during the year.

The Members of the Company had given its consent under Section 42 and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014, in the Annual General Meeting held on September 14, 2023, which shall lapse after one year.


Accordingly, in terms of Section 42 and Section 71 of the Companies Act, 2013, read with the applicable rules, it is required to obtain the approval of the Members to issue Non-convertible Debt Securities including Debentures, Bonds, Notes, Commercial Papers or any other kind of Debt Security falling in the definition of Security or Debentures under the provisions of the Companies Act, 2013 which shall be valid from the conclusion of this AGM till the conclusion of next AGM.

The current borrowing power limit under section 180 of the Act is INR 19,000 Crores as approved in the Extra Ordinary General Meeting of the Company held on June 17, 2024.

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. 10 of the accompanying notice.

The Board recommends passing of the resolution set out in Item No. 10 as a Special Resolution.

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

  
Abhishek Chawla  
Company Secretary  
Mem. No. FB118



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

Date: August 13, 2024

Place: New Delhi



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**DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT  
AT THE 18<sup>th</sup> ANNUAL GENERAL MEETING,  
PURSUANT TO CLAUSE 1.2.5 OF THE SECRETARIAL STANDARD-2 ON GENERAL MEETINGS**

**1) Mr. Grandhi Mallikarjuna Rao:**

Name of Director	Mr. Grandhi Mallikarjuna Rao		
DIN	00574243		
Age (Years)	Aged over 75 Years		
Qualification	B. Tech (ME)		
Experience	More than 46 years		
Terms & Conditions of Appointment / Re-appointment	Retiring by rotation and being eligible, offers himself for re-appointment.		
Remuneration Last drawn	The total remuneration as approved by the Board and Members, for the financial year 2023-24, as a combination of fixed and variable pay was up to ₹10.60 crores.		
Date of first appointment as the Executive Chairman	April 19, 2006		
Shareholding in the Company	Nil		
Relationship with other Directors, Manager & KMPs	Father of Mr. G. B. S. Raju, Managing Director and Mr. Grandhi Kiran Kumar, Director and Father-in-law of Mr. Srinivas Bommidala, Director.		
No. of Board Meeting Attended during the Year (FY 2023-24)	No. of Meetings held - 5		
	No. of Meetings Attended - 5		
Other Directorships	<b>S. No.</b>	<b>Name of the Company</b>	<b>Designation</b>
	1	GMR Airports Infrastructure Limited (Formerly GMR Infrastructure Limited)	Non-Executive Chairman
	2	GMR Varalakshmi Foundation	Chairman & Member
	3	GMR Hyderabad International Airport Limited	Executive Chairman
	4	GMR Airports Limited	Non-Executive Chairman
	5	AMG Healthcare Destination Private Limited	Director
	6	Parampara Family Business Institute	Chairman and Member
	7	GMR Power and urban Infra Limited	Non-Executive Chairman
	8	GMR Goa International Airport Limited	Chairman
	9	GMR Enterprises Private Limited	Non-Executive Chairman
	10	GMR Nagpur International Airport Limited	Chairman
	11	GMR Visakhapatnam International Airport Limited	Chairman
12	GMR Energy Limited	Non-Executive Chairman	





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Committee Chairmanships / Memberships	S. No.	Name of the Company	Committee	Designation
	1	GMR Airports Infrastructure Limited	Management Committee	Chairman
	2	GMR Power and Urban Infra Limited	Management Committee	Chairman
	3	GMR Enterprises Private Limited	Management Committee	Chairman



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**2. Mr. Indana Prabhakara Rao:**

Name of Director	Mr. Indana Prabhakara Rao			
DIN	03482239			
Age (Years)	~65 Years			
Qualification	B.E., M.E.			
Experience	~40 years			
Terms & Conditions of Appointment / Re-appointment	Retiring by rotation and being eligible, offers himself for re-appointment.			
Remuneration Last drawn	The total CTC for the Financial Year 2023-24 is ₹ 3,20,85,390/-.			
Date of first appointment as the Executive Director	April 01, 2018			
Shareholding in the Company	Nil			
Relationship with other Directors, Manager & KMPs	Not Applicable			
No. of Board Meeting Attended during the Year (FY 2023-24)	No. of Meetings held - 5			
	No. of Meetings Attended - 4			
Other Directorships	S. No.	Names of the Company	Designation	
	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	
Committee Chairmanships / Memberships	S. No.	Name of the Company	Name of Committee	Designation
	1.	GMR Airports Limited	Audit Committee	Member
			Stakeholders Relationship Committee	Member
			Corporate Social Responsibility Committee	Member
	2.	GMR Airport Developers Limited	Corporate Social Responsibility Committee	Member
			Audit Committee	Member
	3.	GMR Vishakhapat	Nomination and Remuneration Committee	Member



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		nam International Airport Limited		
			Corporate Social Responsibility Committee	Member
			Share Allotment & Transfer Committee	Member
	4.	Delhi International Airport Limited-	Corporate Social Responsibility Committee	Member
			Risk Management & Environment Social & Governance Committee	Member
			Audit Committee	Member



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### 3. Mr. Srinivas Bommidala:

Name of Director	Mr. Srinivas Bommidala		
DIN	00061464		
Age (Years)	61 Years		
Qualification	Commerce Graduate		
Experience	More than 38 years		
Terms & Conditions of Appointment / Re-appointment	Retiring by rotation and being eligible, offers himself for re-appointment.		
Remuneration Last drawn	Only sitting fee paid of INR 20,000 per meeting.		
Date of first appointment as the Executive Director	April 19, 2006		
Shareholding in the Company	1 share held jointly with GMR Airports Infrastructure Limited		
Relationship with other Directors, Manager & KMPs	Son in Law of Mr. GM Rao, Brother in Law of Mr. Grandhi Kiran Kumar and Mr. G.B.S. Raju.		
No. of Board Meeting Attended during the Year (FY 2023-24)	No. of Meetings held - 5		
	No. of Meetings Attended - 4		
Other Directorships	S. No.	Names of the Company	Designation
	1.	Bommidala Exports Private Limited	Director
	2.	GMR Airports Infrastructure Limited (Formerly known as GMR Infrastructure Limited)	Group Director
	3.	GMR Power and Urban Infra Ltd.	Managing Director
	4.	GMR Varalakshmi Foundation	Director & Member
	5.	GMR Hyderabad International Airport Limited	Non-Executive Director
	6.	BSR Holdings Private Limited	Director
	7.	AMG Healthcare Destination Private Limited	Director
	8.	Delhi Duty Free Services Private Limited	Non-Executive Director
	9.	GMR Goa International Airport Limited	Director
10.	GMR Enterprises Private Limited	Director	



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Committee Chairmanships / Memberships	S. No.	Name of the Company	Name of Committee	Designation
	11	GMR Energy Limited		Non-Executive Vice-Chairman
	1.	AMG Healthcare Destination Private Limited	Audit Committee	Member
	2.	GMR Energy Limited	Audit Committee	Member
			Management Committee	Member
			Securities Allotment Committee	Member
	3.	GMR Airports Infrastructure Limited (Formerly known as GMR Infrastructure Limited)	Debenture Allotment Committee	Member
	4.	GMR Power and Urban Infra Ltd.	Management Committee	Member
			Risk Management Committee	Member
Environment, Social and Governance Committee			Chairman	
5.	GMR Enterprises Private Limited	Management Committee	Member	
6.	GMR Goa International Airport Limited	Nomination and Remuneration Committee	Chairman	
7.	GMR Kamalanga Energy Limited	Management Committee	Member	
8.	GMR Megawide Cebu Airport Corporation, Philippines	Share Transfer Committee	Chairman	



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#### 4. Mr. Grandhi Kiran Kumar:

Name of Director	Mr. Grandhi Kiran Kumar		
DIN	00061669		
Age (Years)	48 Years		
Qualification	Commerce Graduate		
Experience	More than 26 years		
Terms & Conditions of Appointment / Re-appointment	Retiring by rotation and being eligible, offers himself for re-appointment.		
Remuneration Last drawn	Only sitting fee paid of INR 20,000 per meeting.		
Date of first appointment as the Executive Director	April 19, 2006		
Shareholding in the Company	1 share held jointly with GMR Airports Infrastructure Limited		
Relationship with other Directors, Manager & KMPs	Son of Mr. G.M. Rao, Brother of Mr. G.B.S. Raju and Brother in Law of Mr. Srinivas Bommidala		
No. of Board Meeting Attended during the Year (FY 2023-24)	No. of Meetings held - 5		
	No. of Meetings Attended - 4		
Other Directorships	S. No.	Names of the Company	Designation
	1.	GMR Airports Infrastructure Limited (Formerly known as GMR Infrastructure Limited)	Managing Director & CEO
	2.	GMR Power and Urban Infra Limited	Non-Executive Director
	3.	GMR Hyderabad International Airport Limited	Director
	4.	GMR Varalakshmi Foundation	Director & Member
	5.	GKR Holdings Private Limited	Director
	6.	ISW GMR Cricket Private Limited (formerly known as "GMR Sports Private Limited")	Non-Executive Director
	7.	GMR Goa International Airport Limited	Director
	8.	GMR Hyderabad Aerotropolis Limited	Non-Executive Chairman
	9.	GMR Enterprises Private Limited	Director
10.	GMR Technologies Private Limited	Director	



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	11.	GMR Energy Limited		Director
	12.	GMR Sports Venture Private Limited		Director
Committee Chairmanships / Memberships	S. No.	Name of the Company	Name of Committee	Designation
	1.	Delhi International Airport Limited	Stakeholders Relationship Committee	Chairman
			Nomination and Remuneration Committee	Member
	2.	GMR Enterprises Private Limited	Audit Committee	Member
			Stakeholders Relationship Committee	Member
			Nomination and Remuneration Committee	Member
			Corporate Social Responsibility Committee	Member
			Risk Management Committee	Chairman
			Group Risk Management Committee	Member
			Management Committee	Member
	3.	GMR Airports Infrastructure Limited (Formerly known as GMR Infrastructure Limited)	Management Committee	Member
			Risk Management Committee	Chairman
			Environment Social and Governance Committee	Chairman
	4.	GMR Power and Urban Infra Limited	Management Committee	Member
		Risk Management Committee	Chairman	



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**5. Mr. Amarthaluru Subba Rao:**

<b>Name of Director</b>	Mr. Amarthaluru Subba Rao			
<b>DIN</b>	00082313			
<b>Age (Years)</b>	64 Years			
<b>Qualification</b>	Commerce graduate and a Chartered Accountant.			
<b>Experience</b>	more than 38 years			
<b>Terms &amp; Conditions of Appointment / Re-appointment</b>	Re-appointment as Independent Director for 2nd term of 5 consecutive years			
<b>Remuneration Last drawn</b>	Sitting Fees as approved by the Board from time to time			
<b>Date of first appointment as the Executive Director</b>	September 20, 2021			
<b>Shareholding in the Company</b>	Nil			
<b>Relationship with other Directors, Manager &amp; KMPs</b>	No Relationship			
<b>No. of Board Meeting Attended during the Year (FY 2023-24)</b>	No. of Meetings held - 5			
	No. of Meetings Attended - 5			
<b>Other Directorships</b>	<b>S. No.</b>	<b>Names of the Company</b>	<b>Designation</b>	
	1.	GMR Airports Infrastructure Limited (Formerly known as GMR Infrastructure Limited)	Independent Director	
	2.	GMR Hyderabad International Airport Limited	Independent Director	
	3.	Delhi Duty Free Services Private Limited	Independent Director	
	4.	Gigleji Teknet Private Limited	Director	
	5.	Sobha Limited	Independent Director	
<b>Committee Chairmanships / Memberships</b>	<b>S. No.</b>	<b>Name of the Company</b>	<b>Name of Committee</b>	<b>Designation</b>
	1.	GMR Airports Infrastructure Limited (Formerly known as GMR Infrastructure Limited)	Audit Committee	Chairman
			Stakeholders Relationship Committee	Member
			Nomination and Remuneration Committee	Member





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			Environment, Social and Governance Committee	Member
	2.	GMR Hyderabad International Airport Limited	Audit Committee	Chairman
			Corporate Social Responsibility Committee	Chairman
			Risk Management Committee	Member
			Environment, Social and Governance (ESG) Committee	Member
			Nomination and Remuneration Committee	Member
	3.	Delhi International Airport Limited	Audit Committee	Chairman
			Stakeholders Relationship Committee	Member
			Nomination and Remuneration Committee	Member
			Risk Management Committee	Member
			Environment, Social and Governance (ESG) Committee	Member
	4.	Delhi Duty Free Services Private Limited	Audit Committee	Chairman
	5.	Sobha Limited	Audit Committee	Member
			Nomination and Remuneration Committee	Member
			Risk Management Committee	Chairman



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**S. Dr. Emandi Sankara Rao:**

<b>Name of Director</b>	Dr. Emandi Sankara Rao		
<b>DIN</b>	05184747		
<b>Age (Years)</b>	63 Years		
<b>Qualification</b>	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		
<b>Experience</b>	more than 33 years		
<b>Terms &amp; Conditions of Appointment / Re-appointment</b>	Re-appointment as Independent Director for 2nd term of 5 consecutive years		
<b>Remuneration Last drawn</b>	Sitting Fees as approved by the Board from time to time		
<b>Date of first appointment as the Executive Director</b>	September 20, 2021		
<b>Shareholding in the Company</b>	Nil		
<b>Relationship with other Directors, Manager &amp; KMPs</b>	No Relationship		
<b>No. of Board Meeting Attended during the Year (FY 2023-24)</b>	No. of Meetings held - 5		
	No. of Meetings Attended - 5		
<b>Other Directorships</b>	<b>S. No.</b>	<b>Names of the Company</b>	<b>Designation</b>
	1.	GMR Airports Infrastructure Limited (Formerly known as GMR Infrastructure Limited)	Independent Director
	2.	Coastal Corporation Limited	Independent Director
	3.	Visakha Pharmacity Limited (Formerly known as Ramky Pharma City (India) Limited)	Independent Director
	4.	GMR Power and Urban Infra Limited	Independent Director
	5.	Delhi Duty Free Services Private Limited	Independent Director
	6.	Vizag Profiles Private Limited	Director
	7.	GMR Energy Trading Limited	Independent director



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Committee Chairmanships / Memberships	S. No.	Name of the Company	Name of Committee	Designation
	1.	GMR Airports Infrastructure Limited (Formerly known as GMR Infrastructure Limited)	Audit Committee	Member
	Corporate Social Responsibility Committee		Chairman	
	Risk Management Committee		Member	
	Environment, Social and Governance Committee		Member	
2.	Delhi International Airport Limited	Audit Committee	Member	
		Nomination and Remuneration Committee	Member	
		Corporate Social Responsibility Committee	Chairman	
3.	Delhi Duty Free Services Private Limited	Audit Committee	Member	
		Nomination and Remuneration Committee	Member	
		Corporate Social Responsibility Committee	Member	
4.	Coastal Corporation Ltd.	Audit Committee	Member	
		Stakeholder's Relationship Committee	Member	
		Nomination and Remuneration Committee	Member	
5.	GMR Power and Urban Infra limited	Corporate Social Responsibility Committee	Member	
6.	Visakha Pharma City Ltd	Corporate Social Responsibility Committee	Member	