



DELHI INTERNATIONAL AIRPORT LIMITED

CIN No.U63033DL2006PLC146936

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

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

NOTICE TO THE MEMBERS

Notice is hereby given that the 14th Annual General Meeting of the Company will be held on Friday, 25th day of September, 2020 at 11.30 A.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, Opp. Terminal - 3, Indira Gandhi International Airport, New Delhi - 110 037**, on shorter notice to transact the following business(s):

ORDINARY BUSINESS

1. To consider and adopt:

(a) the Financial Statements as at March 31, 2020, 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, 2020, together with annexures thereto and Auditors report thereon.

2. 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.
3. To appoint a director in place of Mr. Srinivas Bommidala (DIN 00061464), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a director in place of Mr. Kada Narayana Rao (DIN 00016262), who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint a director in place of Ms. Denitza Weismantel (DIN 07466436), who retires by rotation and being eligible, offers herself for re-appointment.



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SPECIAL BUSINESS

6. Ratification of remuneration of M/s Narasimha Murthy & Co., Cost Accountants as Cost Auditors of the Company for F.Y 2020-21

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

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration payable to the Cost Auditors upto ₹ 8.00 lakh, 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 March 31st, 2021 be and is hereby ratified.

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

7. Approve the Issue of Non-Convertible Debentures, Bonds on Private Placement Basis

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

"RESOLVED THAT pursuant to the provisions of Section 42 and 71 of the Companies Act, 2013 ('the Act'), read with Companies (Prospectus and Allotment of Securities) Rules, 2014, The Companies (Share Capital and Debentures Rules, 2014) and other applicable provisions, if any, of the Act and Rules made thereunder (including any circulars, clarifications, statutory modifications or re-enactments thereof for the time being in force) and in accordance with the provisions of Securities and Exchange Board of India (Issue & Listing of Debt Securities) Regulations, 2008 as applicable (including any circulars, clarifications, statutory modifications or re-enactments thereof for the time being in force), any other applicable statute, Rules, Regulations, Guidelines, Notifications and Circulars, as amended from time to time, the Memorandum and Articles of Association of the Company, subject to the applicable provisions of International Laws, Rules and Regulations in case of Foreign Issues/Bonds/Notes/any other Debt Instrument by whatever name called and subject to such other approvals as



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

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

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

Sd/-
Saurabh Jain
Company Secretary
Mem. No. A18964

Place: New Delhi

Date: 20th August, 2020



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NOTES:

- 1.** In view of the prevailing Covid-19 pandemic and to maintain the social distancing norms, the Ministry of Corporate Affairs ("MCA") has vide its General Circular dated May 05, 2020 read with General Circulars dated April 08, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM or Meeting") through Video Conferencing ("VC") facility or Other Audio Visual Means ("AVM"), during calendar year 2020, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act") and the aforesaid MCA Circulars, the 14th Annual General Meeting ("AGM" of "the Meeting") of Delhi International Airport Limited ("DIAL" or "the Company") is scheduled to be held on Friday, September 25, 2020, at 11:30 a.m. (IST) through VC / OAVM.
- 2.** As per provisions of the Act and aforesaid MCA Circulars, the Company is not required to provide the facility of e-voting. The MCA Circulars prescribe that at least half of the total numbers, who represent not less than seventy-five percent of the paid-up share capital of the Company and gives a right to vote in the meeting, the AGM of such Company may be conducted through VC facility or OAVM only. The Company has in its records, the email addresses of all the Members of the Company representing hundred percent of the total paid-up share capital of the Company and gives right to the vote at the meeting. However, the Company is required to comply with the framework prescribed by the MCA vide its Circulars dated April 08, 2020 and April 13, 2020 for conducting the AGMs through VC facility or OVAM and issue of AGM Notice and subject to the fulfillment of the requirements which are covered hereunder in this Notice.
- 3.** The deemed venue for the 14th AGM is the address of Registered Office of the Company i.e. New Udaan Bhawan, Opp. Terminal 3, IGI Airport, New Delhi-110 037.
- 4.** Shorter notice consent is attached.
- 5.** 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



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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.

- 6.** Notice convening the 14th AGM along with the 14th Annual Report for FY 2019-20 (including financial statements, auditors report, board's report and relevant documents) is being sent only through electronic mode i.e. by email to all the Members and others entitled to their e-mail addresses registered with the Company. The Notice convening the 14th AGM has been uploaded on the website of the Company at www.newdelhiairport.in.
- 7.** Brief details of the directors, who are being re-appointed, are annexed hereto as per the provisions of the Act.
- 8.** The Board of Directors have considered and decided to include item nos. 6 & 7 given above as Special Business in the Notice to the 14th AGM, as they consider it unavoidable in nature.
- 9.** The explanatory statement pursuant to Section 102(1) of the Act in respect of Special Business is annexed hereto.
- 10.** All documents referred to in the accompanying Notice and the Explanatory Statement in respect of special business, Annual Report as well as Annual Accounts of the subsidiary companies and Statutory registers which are to be kept open for inspection by the Members of the Company shall be available for inspection electronically during 11.00 A.M. and 5.00 P.M. on all working days till the completion of the ensuing AGM. Members seeking to inspect such documents can send an email to Saurabh.Jain@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 Saurabh.Jain@gmrgroup.in, on or before 20th September, 2020 and response for the same will be sent by the Company accordingly.
- 11.** The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- 12.** Corporate members intending to send their authorised representative to attend the Meeting are requested to send to the Company, the Authorisation Letter along with a certified copy of the Board Resolution authorising their



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representative to attend and vote thereat, on their behalf at the AGM. The scanned copy of Authorization Letter along with Board Resolution shall be sent by email from their registered email id to Saurabh.Jain@gmrgroup.in.

13. 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://gmrgroupin.zoom.us/j/99121390125?pwd=QkNDN3JPNkI1S3ZpRU12dU9RV2I2Zz09>

✓ Meeting ID: **991 2139 0125**, Passcode: **532924**

✓ The Shareholder has to click on the Link and the same will take to the User Id and password option.

✓ The shareholder has to add the password and Press on the Join Meeting Button.

✓ The Shareholder has the option to join with Video or Without Video.

✓ The Shareholder has the feature speak by pressing 'Unmute'. It is advisable that during the proceedings, the shareholder to keep on Mute and whenever want to say anything, then only Unmute.

✓ Mobile Number of the Company Secretary in case of any connection issues is as below:

- Mr. Saurabh Jain – M – 9899155867 {Company Secretary}

14. Facility for joining the AGM will be kept open 15 minutes before the scheduled time of the AGM and shall not be closed till the expiry of 15 minutes after the scheduled time of the AGM.

15. The Chairman of the Board will preside as the Chairman of AGM. In case the Chairman is not present due to other occupation, the Directors present will elect one among themselves to be Chairman of the AGM. If no director is willing to act as Chairman or if no director is present within 15 minutes after the time appointed for holding the AGM, the members present shall choose one of their members to be Chairman of AGM.

16. 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



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members shall cast their votes on the resolutions only by sending e-mails to the email ID [Saurabh.Jain@gmrgroup.in] through their email addresses which are registered with the Company.

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

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

Sd/-
Saurabh Jain
Company Secretary
Mem. No. A18964

Place: New Delhi
Date: 20th August, 2020



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ANNEXURE TO NOTICE

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

Item No. 6

As per the provisions of Section 148 of the Companies Act, 2013, and Companies (Audit and Auditors) Rules, 2014, on the recommendation of Audit Committee, the Board of Directors has appointed M/s. Narasimha Murthy & Co. Cost Accountants as Cost Auditor for the Financial Year 2020-21.

The Audit Committee and the Board has recommended and approved the remuneration for the Cost Auditor of upto ₹ 8.00 lakh and out of pocket expenses (excluding of taxes) for the financial year 2020-21.

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

Accordingly, the consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 6 of the Notice for ratification of the remuneration of upto ₹ 8.00 lakh and out of pocket expenses (excluding of taxes) payable to the Cost Auditors for the financial year ending March 31, 2021.

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. 6.

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

Item No. 7

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



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

The members of the Company has given its consent for the above purpose in the Annual General Meeting held on September 25, 2019, which shall lapse after one year.

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

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

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise, in the resolution set out in Item No. 7.

The Board recommends the Special Resolution set out at Item No. 7 of the Notice for approval by the members.

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

Sd/-
Saurabh Jain
Company Secretary
Mem. No. A18964

Place: New Delhi
Date: 20th August, 2020



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THE COMPANIES ACT, 2013

Consent of shareholder for shorter notice

[pursuant to section 101(1)]

To,

The Board of Directors
Delhi International Airport Ltd
New Udaan Bhawan,
Opp. Terminal-3, IGI Airport,
New Delhi-110037

I/We,

_____ [Name of the Shareholder] being the holder of _____ nos. of equity/preference shares of Rs.10/- each in the company, having Client Id _____, D.P. Id _____ hereby give consent, pursuant to section 101(1) of the Companies Act, 2013, to hold the annual general meeting on September 25, 2020 at a shorter notice.

Signature
Shareholder/Authorised Representative in case of Corporate

Name
(In Block Letters)

Date:

14th AGM - Details of Director (s) appointed or re-appointed as per clause 1.2.5 of Secretarial Standards on General Meeting

S.No.	Name of Director	DIN	Age	Qualifications	Experience	Terms and Conditions of Appointment/Re-appointment	Remunerati on Last drawn [p.a.]	Date of 1st Appointment on Board	Shareholding in the Company	Relationship with other Director	Manager and KMP of other company	No. of Board Meeting Attended during the Year		Other Director Ship	Memberships/Chairmanships in Committee
												No. of Meetings Held	No. of Meetings Attended		
1	Mr. Srinivas Bommidala	00061464	57 Years	Commerce Graduate	more than 36 years	Retiring by rotation and being eligible, offers himself for re-appointment.	INR 60,000 (Sitting Fee)	19-Apr-06	1*	Son in Law of Mr. GM Rao, Brother in Law of Mr. Grandhi Kiran Kumar and Mr. G.B.S. Raju	Yes	4	3	1.GMR Infrastructure Limited 2.Bommidala Tobacco Exporters Private limited 3.GMR Warora Energy Limited 4.GMR Kamalanga Energy Limited 5.Bommidala Exports Private Limited 6.Delhi Duty Free Services Private Limited 7.GMR Hyderabad International Airport limited 8.GMR Goa International Airport Limited 9.GMR Airports Limited 10.GMR Enterprises Private Limited 11.BSR Holdings Private Limited 12.GMR Varalakshmi Foundation 13.GMR Energy Limited 14.AMG Healthcare Destination Private limited 15.JSW GMR Cricket Private Limited	1. AMG Health care destination private limited- Audit Committee- Member 2. GMR Infrastructure Limited- Management Committee- Member 3. GMR Infrastructure Limited- Debenture Allotment Committee- Member 4. GMR Airport Limited- CSR committee- Member 5.GMR Goa International Airport Limited- Nomination and Remuneration Committee- Chairman 6.GMR Kamalanga Energy Limited- Managment Committee -Member 7. GMR Energy Limited - Audit Committee- Member 8. GMR Energy Limited - Managment Committee- Member
2	Mr. Grandhi Kiran Kumar	00061669	45 Years	Commerce Graduate	more than 22 years	Retiring by rotation and being eligible, offers himself for re-appointment.	INR 20,000 (Sitting Fee)	19-Apr-06	1*	Son of Mr. GM Rao, Brother of Mr. G.B.S. Raju and Brother in Law of Mr. Srinivas Bommidala	Yes	4	1	1. GMR Infrastructure Limited 2.Kakinada SEZ Limited 3. GMR Hyderabad Aerotropolis Limited 4.GMR Hyderabad International Airport limited 5.GMR Goa International Airport Limited 6.GMR Airports Limited 7.GKR Holdings Private Limited 8.GMR Enterprises Private Limited 9.GMR Varalakshmi Foundation 10.JSW GMR Cricket Private Limited	1. GMR Enterprises Private Limited- Management Committee - Member 2.Delhi International Airport Limited-Share Allotment, Transfer & Grievance Committee- Member 3.GMR Infrastructure Limited- Management Committee- Member 4.GMR Infrastructure Limited- Risk Management Committee- Member 5.GMR Enterprises Private Limited- Nomination and Remuneration Committee- Member 6. GMR Enterprises Private Limited- CSR Committee- Member
3	Mr. Narayana Rao Kada	00016262	65 Years	B.COM, CA, CS, ICWA, CIMA	more than 40 years	Retiring by rotation and being eligible, offers himself for re-appointment.	INR 165.08 Lacs	17/04/2007	NIL	No Relationship	No	4	4	1. Delhi Aerotropolis Private Limited 2.GMR Goa International Airport Limited 3.GMR Airports Limited 4. JSW GMR Cricket Private Limited 5.Geokno India Private Limited	1. JSW GMR Cricket Private Limited- Audit Committee- Chairman 2. GMR Goa International Airport Limited-Audit Committee- Member 3.Delhi International Airport Limited-Share Allotment, Transfer & Grievance Committee- Member 4.JSW GMR Cricket Private Limited- CSR Committee- Member 5.Delhi International Airport Limited-CSR Committee- Member 6.GMR Goa International Airport Limited-Share Allotment and Transfer Committee- Member 7.Geokno India Private Limited-CSR Committee- Member
4	Ms. Denitza Waismantel	07466436	45 Years	holds degrees in business administration and degree in Banking and Finance	more than 20 years	Retiring by rotation and being eligible, offers herself for re-appointment.	NA	28/04/2016	NIL	No Relationship	No	4	3	1. Antalya Havalimani Uluslararası Terminal İşletmeciliği A.Ş. 2. Fraport Asia Limited, Hong Kong 3. Fraport Twin Star airport Management AG, Varna 4. Fraport IC İctas Havalimani İşletme A.Ş. 5. Northern Capital Gateway OOO. St. Petersburg 6. Fraport IC İctas Antalya Havalimani Terminal Yatırım ve İşletmeciliği A.Ş. 7. Thalita Trading Ltd. 8. Fraport Malta Investment Limited 9. Fraport Bulgaria EAD 10. Xi'an Xianyang Int'l Airport Co. Ltd. 11. Panteras Tradeport Asia Limited, Hong Kong	1.Delhi International Airport Limited-Audit Committee - Member 2. Delhi International Airport Limited-Nomination & Remuneration committee- Member. 3. Delhi International Airport Limited-Share Allotment, Transfer & Grievance Committee- Member

* Jointly with GMR Airports Limited