

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Management and Administration) Rules, 2014]



Annual Return (other than OPCs and Small Companies)

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

U63033DL2006PLC146936

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AACCD3570F

(ii) (a) Name of the company

DELHI INTERNATIONAL AIRPORT

(b) Registered office address

New Udaan Bhawan, Opp. Terminal-3,
Indira Gandhi International Airport,
New Delhi
Delhi
110037

(c) *e-mail ID of the company

DIAL-CS@gmrgroup.in

(d) *Telephone number with STD code

01147197433

(e) Website

www.newdelhiairport.in

(iii) Date of Incorporation

01/03/2006

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes No

(vi) *Whether shares listed on recognized Stock Exchange(s)

Yes No

(b) CIN of the Registrar and Transfer Agent

U74900TN2015PTC101466

Pre-fill

Name of the Registrar and Transfer Agent

INTEGRATED REGISTRY MANAGEMENT SERVICES PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

2nd Floor Kences Towers ,1 Ramakrishna Street
North Usman Road T Nagar

(vii) *Financial year From date (DD/MM/YYYY) To date (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held Yes No

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	H	Transport and storage	H5	Services incidental to land, water & air transportation	44.63
2	L	Real Estate	L1	Real estate activities with own or leased property	27.88

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	GMR ENTERPRISES PRIVATE LIM	U74900TN2007PTC102389	Holding	0
2	GMR AIRPORTS INFRASTRUCTU	L45203HR1996PLC113564	Holding	0
3	GMR AIRPORTS LIMITED	U65999HR1992PLC101718	Holding	64
4	CELEBI DELHI CARGO TERMINA	U74900DL2009FTC191359	Associate	26
5	DELHI AVIATION SERVICES PRI	U24233DL2007PTC165308	Associate	50
6	DELHI AVIATION FUEL FACILIT	U74999DL2009PTC193079	Associate	26

7	DELHI AIRPORT PARKING SERV	U63030DL2010PTC198985	Associate	49.9
8	TRAVEL FOOD SERVICES (DELH	U55101DL2009PTC196639	Associate	40
9	DELHI DUTY FREE SERVICES PR	U52599DL2009PTC191963	Associate	49.9
10	TIM DELHI AIRPORT ADVERTISI	U74999DL2010PTC203419	Associate	49.9
11	GMR BAJOLI HOLI HYDROPOW	U40101HP2008PTC030971	Associate	20.14
12	DIGI YATRA FOUNDATION	U63030DL2019NPL346327	Associate	14.8

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of equity shares	3,000,000,000	2,450,000,000	2,450,000,000	2,450,000,000
Total amount of equity shares (in Rupees)	30,000,000,000	24,500,000,000	24,500,000,000	24,500,000,000

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	3,000,000,000	2,450,000,000	2,450,000,000	2,450,000,000
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	30,000,000,000	24,500,000,000	24,500,000,000	24,500,000,000

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
Equity shares						
At the beginning of the year	0	2,450,000,0	2450000000	24,500,000,	24,500,000,	
Increase during the year	0	0	0	0	0	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0

iv. Others, specify						
At the end of the year	0	2,450,000,0	2450000000	24,500,000,	24,500,000	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

(ii) Details of stock split/consolidation during the year (for each class of shares)

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

Nil
 [Details being provided in a CD/Digital Media] Yes No Not Applicable

Separate sheet attached for details of transfers Yes No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting	
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Date of registration of transfer (Date Month Year)	
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Type of transfer		1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	
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Ledger Folio of Transferor	
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Transferor's Name			
	Surname	middle name	first name

Ledger Folio of Transferee	
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Transferee's Name			
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	
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Type of transfer		1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	
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Ledger Folio of Transferor			
[Redacted]			
Transferor's Name	[Redacted]	[Redacted]	[Redacted]
	Surname	middle name	first name
Ledger Folio of Transferee			
[Redacted]			
Transferee's Name	[Redacted]	[Redacted]	[Redacted]
	Surname	middle name	first name

(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	32,570,994,700	1 and 1000000	42,570,984,700
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			42,570,984,700

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	32,570,984,700	10,000,000,000	0	42,570,984,700
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

2

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
6.125% Senior Secured	2,613	USD200,000	522,600,000	USD 200,000	522,600,000
6.45% Senior Secured	2,500	USD200,000	500,000,000	USD 200,000	500,000,000
Total	5,113		1,022,600,000		1,022,600,000

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

42,542,687,578

(ii) Net worth of the Company

17,755,163,450

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	1,568,000,000	64	0	
10.	Others	0	0	0	
	Total	1,568,000,000	64	0	0

Total number of shareholders (promoters)

5

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage

1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	882,000,000	36	0	
10.	Others	0	0	0	
	Total	882,000,000	36	0	0

Total number of shareholders (other than promoters)

Total number of shareholders (Promoters+Public/
Other than promoters)

**VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	5	5
Members (other than promoters)	2	2
Debenture holders	1	5

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	0	0	0	0	0	0
B. Non-Promoter	4	13	4	13	0	0
(i) Non-Independent	4	9	4	9	0	0
(ii) Independent	0	4	0	4	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	4	13	4	13	0	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date 20

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
MALLIKARJUNA RAO (00574243	Director	0	
BUCHISANYASI RAJU	00061686	Managing Director	0	
PRABHAKARAINDANA	03482239	Whole-time directo	0	
NARAYANA RAO KAD/	00016262	Whole-time directo	0	
KIRAN KUMAR GRANC	00061669	Director	1	
SRINIVAS BOMMIDAL/	00061464	Director	1	
ANIL KUMAR PATHAK	08213061	Director	0	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
RUBINA ALI	08453990	Director	0	
VIDYA VAIDYANATHAN	08366688	Director	0	
SUBBA RAO AMARTHA	00082313	Director	0	
EMANDI SANKARA RAU	05184747	Director	0	
BIJAL TUSHAR AJINKYA	01976832	Director	0	
MUNDAYAT RAMACHANDRAN	01573258	Director	0	
REGIS SEBASTIEN LAURENT	09135168	Director	0	
PHILIPPE PASCAL	08903236	Director	0	
DENITZA LUBOMIROV	07466436	Director	0	
MATTHIAS ENGLER	06363447	Alternate director	0	
Videh Kumar Jaipuria	ADEPJ1638C	CEO	0	
Hari Nagrani	AALPN9287F	CFO	0	
Abhishek Chawla	AGCPC1547J	Company Secretary	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

5

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
Kakatkar Vinayak Rao	00074942	Director	31/10/2022	Cessation
Siva Kameswari Vissa	02336249	Director	05/09/2022	Cessation
Bijal Tushar Ajinkya	01976832	Director	06/09/2022	Appointment
Vidya Vaidyanathan	08366688	Additional director	14/11/2022	Appointment
Vidya Vaidyanathan	08366688	Director	06/02/2023	Change in designation

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

2

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
ANNUAL GENERAL MEETI	05/09/2022	7	7	100
EXTRA - ORDINARY GEN	06/02/2023	7	7	100

B. BOARD MEETINGS

*Number of meetings held

7

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	27/04/2022	16	13	81.25
2	27/05/2022	16	12	75
3	29/07/2022	16	14	87.5
4	01/09/2022	16	15	93.75
5	14/11/2022	16	15	93.75
6	14/02/2023	16	14	87.5
7	24/03/2023	16	12	75

C. COMMITTEE MEETINGS

Number of meetings held

12

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	AUDIT COMM	27/04/2022	7	6	85.71
2	AUDIT COMM	27/05/2022	7	5	71.43
3	AUDIT COMM	28/07/2022	7	6	85.71
4	AUDIT COMM	14/11/2022	7	6	85.71
5	AUDIT COMM	14/02/2023	7	6	85.71
6	CORPORATE	27/04/2022	3	3	100
7	CORPORATE	18/10/2022	3	3	100
8	STAKEHOLDE	30/03/2023	6	3	50

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
9	RISK MANAG	18/10/2022	5	4	80
10	RISK MANAG	30/03/2022	5	3	60

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	14/09/2023
								(Y/N/NA)
1	MALLIKARJUN	7	6	85.71	0	0	0	No
2	BUCHISANYA	7	5	71.43	3	0	0	No
3	PRABHAKAR	7	7	100	9	9	100	No
4	NARAYANA R	7	6	85.71	4	4	100	Yes
5	KIRAN KUMA	7	4	57.14	2	0	0	No
6	SRINIVAS BO	7	6	85.71	0	0	0	No
7	ANIL KUMAR	7	5	71.43	6	0	0	No
8	RUBINA ALI	7	5	71.43	1	1	100	No
9	VIDYA VAIDY	3	3	100	0	0	0	Yes
10	SUBBA RAO	7	7	100	10	10	100	Yes
11	EMANDI SAN	7	7	100	8	8	100	Yes
12	BIJAL TUSHA	3	3	100	2	2	100	Yes
13	MUNDAYAT R	7	7	100	6	6	100	Yes
14	REGIS SEBAS	7	6	85.71	2	2	100	No
15	PHILIPPE PAS	7	4	57.14	0	0	0	No
16	DENITZA LUE	7	2	28.57	9	1	11.11	No
17	MATTHIAS EN	5	4	80	8	7	87.5	Yes

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

4

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	GRANDHI MALLIK	EXECUTIVE CH	55,663,660	0	0	0	0
2	BUCHISANYASI R	MANAGING DIR	47,413,659	0	0	0	0
3	INDANA PRABHAK	EXECUTIVE DIR	27,978,316	0	0	0	0
4	KADA NARAYANA	WHOLE-TIME D	21,220,295	0	0	0	0
	Total		152,275,930	0	0	0	152,275,930

Number of CEO, CFO and Company secretary whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Videh Kumar Jaipur	CEO	35,421,485.6	0	0	0	0
2	Hari Nagrani	CFO	14,282,142.7	0	0	0	0
3	Abhishek Chawla	COMPANY SEC	4,091,009.19	0	0	0	0
	Total		53,794,637.49	0	0	0	53,794,637.49

Number of other directors whose remuneration details to be entered

10

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	GRANDHI KIRAN K	Director	60,000	0	0	0	0
2	SRINIVAS BOMMIE	Director	120,000	0	0	0	0
3	ANIL KUMAR PATH	Director	100,000	0	0	0	0
4	VIDYA VAIDYANAT	Director	60,000	0	0	0	0
5	AMARTHALURU S	Independent Dir	560,000	0	0	0	0
6	EMANDI SANKARA	Independent Dir	540,000	0	0	0	0
7	BIJAL TUSHAR AJI	Independent Dir	200,000	0	0	0	0
8	MUNDAYAT RAMA	Independent Dir	500,000	0	0	0	0
9	KAKATKAR VINAY,	Director	80,000	0	0	0	0
10	SIVA KAMESWARI	Independent Dir	300,000	0	0	0	0
	Total		2,520,000	0	0	0	0

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year Yes No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes No

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

MANEESH GUPTA

Whether associate or fellow

Associate Fellow

Certificate of practice number

2945

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- (b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

NARAYANA
RAO KADA

DIN of the director

00016262

To be digitally signed by

ABHISHEK
CHAWLA

- Company Secretary
 Company secretary in practice

Membership number

Certificate of practice number

Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any

Attach
Attach
Attach
Attach

List of attachments

Dial List of Shareholders and Debentures.p
MGT 8-DIAL-2023.pdf
Clarification Letter.pdf

Remove attachment

Modify

Check Form

Pre scrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company

LIST OF SHAREHOLDERS OF DELHI INTERNATIONAL AIRPORT LIMITED (DIAL) AS ON MARCH 31, 2023

First Name	Middle Name	Last Name	Folio Number	DP ID- Client Id Account No.	Number of shares held	Class of Shares
GMR Airports	Infrastructure	Limited	-	IN30061010280921	100	Equity
GMR	Energy	Limited	-	IN30061010582056	100	Equity
GMR	Airports	Limited	-	IN30016710157624 1601390000016674 IN30061010941476	593414803 128793610 845791385	Equity
Fraport AG Frankfurt Airport	Services	Worldwide	--	IN30016710044718	245,000,000	Equity
Airports	Authority	of India	-	IN30154918598256	637,000,000	Equity
GMR Airports Limited	jointly with	Mr. Srinivas Bommidala	-	IN30020611049089	1	Equity
GMR Airports Limited	jointly with	Mr. Grandhi Kiran Kumar	-	IN30020611049097	1	Equity

For and on behalf of
Delhi international Airport Limited



Abhishek Chawla
Company Secretary
Membership No. F8118
Address : Ace Golfshire,
Sector 150, Noida, Uttar Pradesh - 201301



LIST OF DEBENTURE HOLDERS OF DELHI INTERNATIONAL AIRPORT LIMITED (DIAL) AS ON MARCH 31, 2023

First Name	Middle Name	Last Name	Reference Number/Folio Number	Number of debentures	Total amount of debentures
INDIA AIRPORT		INFRA	IN30362210045193	32570984700	32570984700
AXIS	FINANCE	LIMITED	IN30048417383339	1,000	1,000,000,000
ASEEM INFRASTRUCTURE	FINANCE	LIMITED	IN30133040237416	5,000	5,000,000,000
TATA CLEANTECH	CAPITAL	LIMITED	IN30133040877189	1,500	1,500,000,000
ADITYA BIRLA	FINANCE	LIMITED	IN30169611778422	2,500	2,500,000,000

For and on behalf of
Delhi international Airport Limited



Abhishek Chawla
Company Secretary
Membership No. F8118
Address –Ace Golfshire,
Sector 150, Noida, Uttar Pradesh - 201301



Maneesh Gupta

Company Secretary
18/15, Shakti Nagar, Delhi-110 007
Ph: 9871208877

FORM NO. MGT-8

[Pursuant to section 92(2) of the Companies Act, 2013 and Rule 11(2) of Companies
(Management and Administration) Rules, 2014]

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

I have examined the registers, records and books and papers of Delhi International Airport Limited (CIN: U63033DL2006PLC146936) ("the Company") as required to be maintained under the Companies Act, 2013 (Act) and the rules made there under for the financial year ended on March 31, 2023.

In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the company, its officers and agents,

I CERTIFY THAT:

A. The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.

B. During the aforesaid financial year, the Company has complied with provisions of the Act & Rules made there under in respect of following:

1. Its status under the Act; The Company is Public Limited Company, having CIN: U63033DL2006PLC146936, having Authorized Share Capital amounting to Rs. 30,000,000,000 & Paid-Up Capital amounting to Rs. 24,500,000,000 and registered under the Companies Act, 1956 and having its registered office at New Udaan Bhawan, Opp. Terminal-3, Indira Gandhi International Airport, New Delhi- 110037.

2. Maintenance of the registers/records & made entries therein within the time prescribed thereof; According to information and details provided, the Company has maintained Registers/Records & made entries therein within the time prescribed thereof.

3. Filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within/beyond the prescribed time; The Company has filed forms and returns as stated with the Registrar of Companies, Regional Director, Central Government, the Tribunal or Court or other authorities within the prescribed time during the period under review with and without additional fees;

4. Calling/ convening/ holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed; calling/ convening/ holding meetings of Board of Directors or its committees and the meetings of the members of the Company has been done on time and the

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Company Secretary
18/15, Shakti Nagar, Delhi-110 007
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same has been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed.

The Meetings held during the reporting period are stated below:-

S No.	Name of Meeting	Date of Meeting	Strength of Directors	Directors Present	% of Attendance
1.	Board Meeting	April 27, 2022	16	13	81.25
2.	Board Meeting	May 27, 2022	16	12	75
3.	Board Meeting	July 29, 2022	16	14	87.5
4.	Board Meeting	September 01, 2022	16	15	93.75
5.	Board Meeting	November 14, 2022	16	15	93.75
6.	Board Meeting	February 14, 2023	16	14	93.75
7.	Board Meeting	March 24, 2023	16	12	75
8.	Audit Committee	April 27, 2022	7	6	85.71
9.	Audit Committee	May 27, 2022	7	5	71.42
10.	Audit Committee	July 28, 2022	7	6	85.71
11.	Audit Committee	November 14, 2022	7	6	85.71
12.	Audit Committee	February 14, 2022	7	6	85.71
13.	Nomination and Remuneration Committee	July 28, 2022	8	7	87.5
11.	Risk Management (RM) and Environment, Social & Governance (ESG) Committee	October 18, 2022	5	4	80
12.	Risk Management (RM) and Environment, Social & Governance (ESG) Committee	March 30, 2023	5	3	60
13.	Stakeholders' Relationship Committee	March 30, 2023.	6	3	50

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14.	Corporate Social Responsibility Committee	April 27, 2022	3	3	100
15.	Corporate Social Responsibility Committee	October 18, 2022	3	3	100
16.	Investor Committee Meeting	June 21, 2022	4	4	100
17.	Annual General Meeting	September 05, 2022	7	7	100
18.	Extra Ordinary General Meeting	February 02, 2023	7	7	100

5. Closure of Register of Members / Security holders, as the case may be;

During the period under review, the Company has not Proposed any Dividend as the Company is in expansion stage.

Thus, closure of the Register of Members and Share Transfer Books of the Company is not required.

6. Advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act; As per the details provided and evident from the audited financial statements and on the basis of information furnished in Auditors Report, the Company has not advanced any amount to its directors/ persons/ firms/ Companies as referred in section 185 of the Act for the reporting period ended March 31, 2023.

7. Contracts/arrangements with related parties as specified in section 188 of the Act; As per the details provided and evident from the audited financial statements and Board's Report, all the Contracts/ arrangements with the related parties were at arm's length price and are in compliance with Section 177 and 188 of the Act, wherever applicable and are in the ordinary course of business and forms part of notes to audited financial statements for the reporting period ended March 31, 2023.

8. Issue or allotment or transfer or transmission or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances; During the period under review the Company has raised INR 1,000 crores on 22 June, 2022 by issuing unsecured (for the purposes of Companies Act, 2013 and applicable SEBI regulations), listed, rated, redeemable, Non-Convertible Debentures (NCDs) (ISIN: INE657H08019), due in 2027.

The ISIN number of the equity shares issued by the Company is INE657H01014.

Post closure of the financial year 2022-2023 till the date of this Report, Company has raised:

- A. ₹ 1,200 crores in April, 2023 by issuing unsecured (for the purposes of Companies Act, 2013 and applicable SEBI regulations), listed, rated, redeemable, Non-Convertible

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Debentures (NCDs) due in 2030. The ISIN number of such NCDs issued by the Company is INE657H08027.

- B. ₹ 744 crores in August, 2023 by issuing unsecured (for the purposes of Companies Act, 2013 and applicable SEBI regulations), listed, rated, redeemable, Non-Convertible Debentures (NCDs) due in August, 2030. The ISIN number of such NCDs issued by the Company is INE657H08035.

9. Keeping in abeyance the rights to dividend in compliance with the provisions of the Act; there was no transaction necessitating Company to keep in abeyance right to dividend, rights shares and bonus shares pending registration of transfer of shares during the period under review.

10. Declaration/ payment of dividend; transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act; During the period under review and as per the details provided, no amount was required to be transferred to the Investor Education and Protection Fund in accordance with Section 125 of the Act.

11. Signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof; During the period under review, the Audited Financial Statements for the Financial Year ended March 31, 2023 were signed by Mr. G.B.S Raju (Managing Director), Mr. Indana Prabhakara Rao (Executive Director), Mr. Videh Kumar Jaipurkar (Chief Executive Officer), Mr. Hari Nagrani (Chief Financial Officer) and Mr. Abhishek Chawla (Company Secretary) of the Company on 26th May, 2023 and the Audited Financial Statements was also signed by the Statutory Auditors of the Company Mr. Sudarshana Gupta M S, partner of M/s. K. S. Rao & Co. and Mr. Danish Ahmed, Partner of M/s. Walker Chandiook & Co. LLP., Chartered Accountants on 26th May, 2023. The Board's Report of the Company for the Financial Year ended March 31, 2023 were signed by Mr. G.B.S Raju (Managing Director) and Mr. Kada Narayana Rao (Whole time Director) of the Company on 14th August, 2023.

12. constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them; During the period under review, following changes took place on the Board of Directors of the Company:-

1. Ms. Bijal Tushar Ajinkya (DIN: 01976832) was appointed as an Independent Director of the Company w.e.f. September 06, 2022
2. Mr. Kakatkar Vinayak Rao [DIN: 00074942] has resigned as a Director of the Company with effect from October 31, 2022.
3. Ms. Siva Kameswari Vissa [DIN: 02336249] ceased to be an Independent Director of the Company, owing to the expiry of her 2nd term as Independent Director w.e.f. September 05, 2022.
4. Ms. Vidya Vaidyanathan (DIN: 08366688) was appointed as an Additional Director of the Company with effect from November 14, 2022, and regularized in the 18th Extraordinary General Meeting of the Company held on February 06, 2023.

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Structure of Board of Directors and KMPs of the Company as on March 31, 2023:-

S No	Name of Director & KMP	DIN/PAN	Designation	Date of Appointment
1	Mr. G.M. Rao	00574243	Executive Chairman	19/04/2006
2	Mr. G.B.S. Raju	00061686	Managing Director	19/04/2006
3	Mr. Indana Prabhakara Rao	03482239	Executive Director	01/04/2018
4	Mr. Kada Narayana Rao	00016262	Whole Time Director	17/04/2007
5	Mr. Grandhi Kiran Kumar	00061669	Director	19/04/2006
6	Mr. Srinivas Bommidala	00061464	Director	19/04/2006
7	Mr. Philippe Pascal	08903236	Director	24/05/2021
8	Mr. Regis Lacote	09135168	Director	24/05/2021
9	Mr. Anil Kumar Pathak	08213061	Director	29/01/2019
10	Ms. Rubina Ali	08453990	Director	06/06/2019
11	Ms. Vidya Vaidyanathan	08366688	Director	14/11/2022
12	Ms. Bijal Tushar Ajinkya	01976832	Independent Director	06/09/2022
13	Dr. Mundayat Ramachandran	01573258	Independent Director	13/10/2016
14	Mr. Amarthaluru Subba Rao	00082313	Independent Director	20/09/2021
15	Dr. Emandi Sankara Rao	05184747	Independent Director	20/09/2021
16	Ms. Denitza Weismantel	07466436	Director	28/04/2016
17	Mr. Matthias Engler	06363447	Alternate Director to Ms. Denitza Weismantel	16/10/2012
18	Mr. Videh Kumar Jaipuria	ADEPJ1638C	Chief Executive Officer	01/04/2018
19	Mr. Hari Nagrani	AALPN9287F	Chief Financial Officer	01/02/2019
20	Mr. Abhishek Chawla	AGCPC1547J	Company Secretary	09/11/2021

Remuneration paid to Executive Directors:-

S. No	Name of Director & KMP	DIN/PAN	Designation	Total Amount Paid (Amount in INR Crores)
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Company Secretary
18/15, Shakti Nagar, Delhi-110 007
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1	Mr. G.M. Rao	00574243	Executive Chairman	5,56,63,660
2	Mr. K. Narayana Rao	00016262	Whole Time Director	2,12,20,295
3	Mr. G.B.S Raju	00061686	Managing Director	4,74,13,659
4	Mr. Indana Prabhakara Rao	03482239	Executive Director	2,79,78,316

Remuneration paid to Director as Sifting Fees/Commission:-

Details of payments made in form of Sitting Fees for attending Board Meetings and Committee Meetings, to the Independent Directors during the financial year ended 31st March, 2023 are as under:

S. No	Name of Director	DIN	Designation	Total Amount Paid (Amount in INR)
1	Mr. Grandhi Kiran Kumar	00061669	Director	60,000
2	Mr. Srinivas Bommidala	00061464	Director	1,20,000
3	Mr. Anil Kumar Pathak	08213061	Director	1,00,000
4	Mr. G. Subba Rao	00064511	Director	
5	Mr. Kakatkar Vinayak Rao	00074942	Director	80,000
6	Ms. Vidya Vaidyanathan	08366688	Director	60,000
7	Ms. Siva Kameswari Vissa	02336249	Independent Director	3,00,000
8	Mr. Amarthaluru Subba Rao	00082313	Independent Director	5,60,000
9	Mr. M. Ramachandran	01573258	Independent Director	5,00,000
10	Dr. Emandi Sankara Rao	05184747	Independent Director	5,40,000
11	Ms. Bijal Tushar Ajinkya		Independent Director	2,00,000

13. appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act; During the period under review, there was no appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act.

14. approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act; According to information and details provided, the Company, wherever applicable, has

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taken appropriate approval from Registrar of Companies or any other authority under the provisions of the act during the period under review.

15. acceptance/ renewal/ repayment of deposits; As per detailed provided and evident from the auditor's report, the company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and hence any provisions of the said Section are not applicable to the Company.

16. borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable; As per the information provided and details available in the Audited Financial Statements of the Company, the Company has taken Loan from Banks and Created, Modified and Satisfied the Charges wherever required on time.

17. loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act; The Company being an Infrastructure Company, the provisions of Section 186 of the Act [except sub-section (1)] related to Loans and Guarantees are not applicable to the Company.

The details of Investments already made by the Company form part of the notes to the Financial Statements in the Annual Report and there were no other investments made by the Company, except Treasury Investments in Deposits, Mutual Funds, Commercial Papers etc.

18. alteration of the provisions of the Memorandum and/ or Articles of Association of the Company; during the financial year 2022-2023, the Company has not Altered its Memorandum and/ or Articles of Association.

Place: New Delhi
Date: 28th August, 2023
UDIN: F004982E000878745

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GUPTA

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by MANEESH
GUPTA
Date: 2023.08.28
15:59:55 +05'30'

Maneesh Gupta
C.P. No.: 2945
Peer Review No.: 2314/2022

November 06, 2023

To,
Ministry of Corporate Affairs,
A Wing, Shastri Bhawan,
Rajendra Prasad Road,
New Delhi - 110 001

Sub: Clarification with regards to filing of E- Form MGT-7- Annual Return for FY 2022 -2023.

Respected Sir/ Ma'am,

This is with reference to the E- Form MGT-7 of the Company to be filed with Ministry of Corporate Affairs (MCA). In this respect, we would like to clarify the following:

1. In point No. III 'Particulars of Holding, Subsidiary and Associate companies (Including Joint Ventures)', we have classified all the Joint Venture Companies as Associate Companies, as the definition of Associate Company in terms of Section 2(6) of the Companies Act, 2013 includes Joint Venture Company as well.
2. The Company has issued Foreign Currency Bonds. In point No. IV 'Share Capital, Debentures and Other Securities of the Company', sub point (V) 'Securities (other than shares and debentures)', we have mentioned the details in US\$ of such Foreign Currency Bonds issued. The INR details regarding the same, as appearing in the Standalone Financials of the Company as on March 31, 2023, is reproduced below:

(in INR)

Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value*	Paid up Value of each Unit	Total Paid up Value*
6.125% Senior Secured Notes Due 2026	2,613	-	42,79,68,98,113.65/-	-	42,79,68,98,113.65/-
6.45% Senior Secured Notes Due 2029	2,500	-	41,35,73,72,241.56/-	-	41,35,73,72,241.56/-
Total	5,113	-	84,15,42,70,355.21/-	-	84,15,42,70,355.21/-

* Fx Conversion rate – INR 82.17/- as on March-31, 2023.

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3. In point No. VIII 'Details of Directors and Key Managerial Personnel', sub point (A) "Composition of Board of Directors", we included both Original Director and the Alternate Director in the Composition of Board of Directors. If we do not include the Alternate Director in the Composition of Board the Directors, his attendance in point IX – D attendance of directors automatically gets removed.
4. In point No. VIII 'Details of Directors and Key Managerial Personnel', sub point (B)(i) Details of directors and Key of managerial personnel as on the closure of financial year, we have mentioned that 1 (One) share each is held by Mr. Srinivas Bommidala and Mr. Grandhi Kiran Kumar. This 1 share each is held by Mr. Srinivas Bommidala and Mr. Grandhi Kiran Kumar jointly with GMR Airports Limited. The Beneficial interest remains with GMR Airports Limited.
5. In point No. VIII (B) (i) "Details of directors and Key of managerial personnel as on the closure of financial year", the designation of Mr. Grandhi Mallikarjuna Rao is "Executive Chairman" and Mr. Indana Prabhakara Rao is "Executive Director", however, since the form does not have any option of placing such designation, therefore, designation of Mr. Grandhi Mallikarjuna Rao is shown as a "Director" and Mr. Indana Prabhakara Rao is shown as a "Whole-time Director".
6. In point No. IX. (C) "Committee Meetings", in the heading Number of meetings held, we have mentioned the number as 12. However, since not more than 10 fields are appearing, hence, we are unable to enter the details of more than 10 Committee Meetings in said section of the form. Accordingly, further to the committee meeting details as mentioned in the form, following are the details of the remaining 2 Committee Meetings held in the financial year in 2022 – 2023:

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance.	
				Number of members attended	% of attendance
1.	Nomination and Remuneration Committee	28/07/2022	8	7	87.5
2.	Investor Committee Meeting.	21/06/2022	4	4	100

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7. Further, in our case, one of the Foreign Director (Ms. Denitza Weismantel) has an Alternate Director (Mr. Matthias Engler). Therefore, some of the Board /Committee Meetings were attended by Original Director and some by Alternate Director. In this case, for the purpose of filling information in Point IX (B), (C) and (D), we have considered the entitlement of the Alternate Director limited to the Meetings attended by him in the absence of Original Director, based on the logic that alternate Director will be considered as entitled to attend the meeting only when the Original Director is not attending the meeting.

Kindly take the above explanations on record and consider the same as part of the information in MGT – 7 in compliance with the provisions of Companies Act, 2013.

Thanking You,
For Delhi International Airport Limited



Abhishek Chawla
Company Secretary
Membership No. F8118
Address –Ace Golfshire,
Sector 150, Noida, Uttar Pradesh - 201301



 