

Delhi International Airport Limited  
(Formerly known as Delhi International Airport (P) Limited)

Registered Office:  
New Udaan Bhawan, Opp. Terminal 3  
Indira Gandhi International Airport  
New Delhi – 110 037  
CIN U63033DL2006PLC146936  
T +91 11 4719 7000 F +91 11 4719 7181  
W www.newdelhiairport.in  
E DIAL-CS@gmrgroup.in

Date: July 21, 2025

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

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

Dear Sir/ Ma'am,

Subject: Submission of Corporate Governance Report for the quarter ended June 30, 2025 pursuant to the Regulation 27(2) read with Regulation 62Q of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Please find enclosed herewith the Corporate Governance Report ["CGR"] of the Company for the quarter ended June 30, 2025 in terms of the provisions of Regulation 27(2) and Regulation 62Q of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Master Circular dated July 29, 2022 as amended from time to time, issued by Securities and Exchange Board of India with respect to format specifying disclosure of Corporate Governance by High Value Debt Listed Entities.

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

Submitted for your information and records please.

Thanking you,

For Delhi International Airport Limited



Abhishek Chawla  
Company Secretary and Compliance Officer



Encl: As above

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### General information about company

Scrip code	974004
NSE Symbol	Not Listed
MSEI Symbol	Not Listed
ISIN	INE657H08019
Name of the entity	Delhi International Airport Limited
Date of start of financial year	01-04-2025
Date of end of financial year	31-03-2026
Reporting Quarter	Quarterly
Date of Report	30-06-2025
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Any other

Enter the quarter  
ended date only

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Annexure I																											
Annexure I to be submitted by listed entity on quarterly basis																											
I. Composition of Board of Directors																											
Disclosure of roles on composition of board of directors (mandatory)										Add Notes																	
Whether the listed entity has a Regular Chairperson										Yes																	
Whether Chairperson is related to listed entity or CEO										Yes																	
Disqualification of Directors under section 161 of the Companies Act, 2013																											
Sl.	Trn (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? (Under Reg. 17(3)(a) of Listing Regulations)	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Term of director (in months)	No. of Directorships in listed entities including the listed entity (Under Regulation 17(3)(a) of Listing Regulations)	No. of Directorships in listed entities including the listed entity (Under Regulation 17(3)(a) of Listing Regulations)	No. of Directorships in listed entities including the listed entity (Under Regulation 17(3)(a) of Listing Regulations)	No. of Directorships in listed entities including the listed entity (Under Regulation 17(3)(a) of Listing Regulations)	No. of Directorships in listed entities including the listed entity (Under Regulation 17(3)(a) of Listing Regulations)	No. of Directorships in listed entities including the listed entity (Under Regulation 17(3)(a) of Listing Regulations)	No. of Directorships in listed entities including the listed entity (Under Regulation 17(3)(a) of Listing Regulations)	No. of Directorships in listed entities including the listed entity (Under Regulation 17(3)(a) of Listing Regulations)
Add Notes																											
1	Mr	Gyanesh Mathurajana Rao	AJUL7Q836C	0072343	Executive Director	Chairperson		01-07-1969	No				Active	NA		10-04-2006		01-04-2024		230.13	3	0	3	0			
2	Mr	S.R.S. Raja	ADW51137G	00061085	Executive Director	Not Applicable	MD	22-06-1974	No				Active	NA		10-04-2006		01-04-2024		230.13	3	0	3	0			
3	Mr	Srinivas Borensiddhi	ADW92895L	00061464	Non Executive - Non Independent Director	Not Applicable		09-09-1963	No				Active	NA		10-04-2006		01-04-2024		230.13	3	0	3	0			
4	Mr	Gyanesh Kisan Kumar	ADW52647G	00061665	Non Executive - Non Independent Director	Not Applicable		13-08-1975	No				Active	NA		10-04-2006		01-04-2024		230.13	3	0	3	0			
5	Mr	Indira Prithvika Rao	AAC79833K	0548225	Executive Director	Not Applicable		15-07-2009	No				Active	NA		01-04-2019		01-04-2024		87.00	3	0	4	0			
6	Mr	Rishi Laksh	BUD51620N	06195368	Non Executive - Non Independent Director	Not Applicable		25-04-1972	No				Active	NA		04-05-2021				48.24	3	0	0	0			
7	Mr	Shah Narasara Rao	ADW52522N	00036262	Executive Director	Not Applicable		06-06-1955	No				Active	NA		12-04-2007		01-04-2025		218.00	2	0	2	0			
8	Mr	Subrah HS	ADW42847D	08453995	Non Executive - Non Independent Director	Not Applicable		18-12-1985	No				Active	NA		06-06-2019				72.80	0	0	1	1			
9	Mr	Ravi Tathar Acharya	ADW53883G	0370382	Non Executive - Independent Director	Not Applicable		22-07-1976	No				Active	NA		06-09-2022				33.80	0	0	0	0			
10	Mr	Arvind Sankara Rao	ADW51081K	05181247	Director	Not Applicable		31-12-1980	No				Active	NA		20-09-2021		10-09-2024		45.34	1	1	1	1			
11	Mr	Subra Rao Ananthachari	ADW51102T	05092111	Director	Not Applicable		11-04-1980	No				Active	NA		10-09-2021		10-09-2024		45.34	1	1	1	1			
12	Mr	Manikant Bannachari	ADW57241D	05122458	Non Executive - Independent Director	Not Applicable		14-06-1970	No				Active	Yes	17-09-2021	13-10-2016	13-10-2024			188.64	0	0	0	0		Others	10
13	Mr	Devika Wintemont	DEE22995T	0748643K	Non Executive - Non Independent Director	Not Applicable		06-12-1979	No				Active	NA		28-09-2016		22-05-2019		108.80	1	0	2	0			
14	Mr	Fahim Akshay Laxmi Jayaram	ADW51803N	05300081	Non Executive - Non Independent Director	Not Applicable		14-06-1979	No				Active	NA		09-10-2023				20.00	1	0	0	0			
15	Mr	Prithvi Mahesh	ADW54819T	06110643	Non Executive - Non Independent Director	Not Applicable		26-12-1987	No				Active	NA		09-12-2023				18.71	0	0	0	0			
16	Mr	Srinivas Venkatesh	ADW50508N	07707015	Non Executive - Non Independent Director	Not Applicable		26-11-1985	No				Active	NA		01-10-2023				20.00	0	0	0	0			
17	Mr	Aravind Kumar	ADW50508N	06404042	Non Executive - Non Independent Director	Not Applicable		23-09-1970	No				Active	NA		23-09-2023				1.48	0	0	0	0			4
18	Mr	Prerna Chandra Mahapatra	ADW52999D	10300054	Alternate Director	Not Applicable		24-05-2008	No				Active	NA		20-10-2023				20.00	0	0	0	0			6

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## Annexure 1

## II. Composition of Committees

Disclosure of notes on composition of committees explanatory

Add Notes

For this quarter kindly note the following points:

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

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

## Audit Committee Details

Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00082313	Subba Rao Amarthaluru	Non-Executive - Independent Director	Chairperson	12-10-2021		
2	03482239	Indana Prabhakara Rao	Executive Director	Member	24-05-2021		
3	05184747	Emandi Sankara Rao	Non-Executive - Independent Director	Member	12-10-2021		
4	01573258	Mundayat Ramachandran	Non-Executive - Independent Director	Member	13-10-2016		
5	07466436	Denitza Weismantel	Non-Executive - Non Independent Director	Member	28-04-2016	22-05-2025	1
6	10419629	Pankaj Malhotra	Non-Executive - Non Independent Director	Member	29-12-2023		
7	01976832	Bijal Tushar Ajinkya	Non-Executive - Independent Director	Member	19-09-2022		
8							
9							
10							

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

## Nomination and remuneration committee

Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	01573258	Mundayat Ramachandran	Non-Executive - Independent Director	Chairperson	13-10-2016		
2	00061669	Grandhi Kiran Kumar	Non-Executive - Non Independent Director	Member	24-05-2021		
3	00082313	Subba Rao Amarthaluru	Non-Executive - Independent Director	Member	12-10-2021		
4	05184747	Emandi Sankara Rao	Non-Executive - Independent Director	Member	12-10-2021		
5	08453990	Rubina Ali	Non-Executive - Non Independent Director	Member	06-06-2019		
6	09135168	Regis Lacote	Non-Executive - Non Independent Director	Member	24-05-2021		
7	07466436	Denitza Weismantel	Non-Executive - Non Independent Director	Member	28-04-2016	22-05-2025	
8	01976832	Bijal Tushar Ajinkya	Non-Executive - Independent Director	Member	19-09-2022		
9							
10							

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

## Stakeholders Relationship Committee

Whether the Stakeholders Relationship Committee has a Regular Chairperson							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00061669	Grandhi Kiran Kumar	Non-Executive - Non Independent Director	Chairperson	04-12-2007		
2	07466436	Denitza Weismantel	Non-Executive - Non Independent Director	Member	28-04-2016	22-05-2025	
3	00082313	Subba Rao Amarthaluru	Non-Executive - Independent Director	Member	29-07-2022		
4	00016262	Kada Narayana Rao	Executive Director	Member	04-12-2007		
5	00061686	G.B.S. Raju	Executive Director	Member	08-02-2018		
6	10303016	Srinivas Hanumankar	Non-Executive - Non Independent Director	Member	01-10-2023		
7							
8							
9							
10							

## Risk Management Committee

Whether the Risk Management Committee has a Regular Chairperson							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00061686	G.B.S. Raju	Executive Director	Chairperson	29-07-2022		
2	07466436	Denitza Weismantel	Non-Executive - Non Independent Director	Member	29-07-2022	22-05-2025	
3	03482239	Indana Prabhakara Rao	Executive Director	Member	29-07-2022		
4	00082313	Subba Rao Amarthaluru	Non-Executive - Independent Director	Member	29-07-2022		
5	03097753	Videh Kumar Jaipurkar	CEO	Member	29-07-2022		
6							
7							
8							
9							
10							

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

## Corporate Social Responsibility Committee

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



6							
7							
8							
9							
10							

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks
1						
2						
3						
4						
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## Annexure 1

## III. Meeting of Board of Directors

Disclosure of notes on meeting of board of directors explanatory

[Add Notes](#)

Sr	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
	<a href="#">Add</a> <a href="#">Delete</a>						
1	28-01-2025			Yes	16	14	3
2	22-05-2025	113		Yes	16	15	4

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



Annexure 1										
IV. Meeting of Committees										
Disclosure of notes on meeting of committees explanatory							Add Notes			
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
	<a href="#">Add</a> <a href="#">Delete</a>									
1	Audit Committee	28-01-2025				Yes	7	6	3	0
2	Nomination and remuneration committee	28-01-2025				Yes	8	5	4	0
3	Risk Management Committee	28-01-2025				Yes	4	2	1	1
4	Audit Committee	22-05-2025	113			Yes	6	6	4	0
5	Nomination and remuneration committee	22-05-2025				Yes	7	5	4	0
6	Corporate Social Responsibility Committee	22-05-2025				Yes	3	3	1	0
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\* to be filled in only for the current quarter meetings

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

*Arunabha*





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

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

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



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Signatory Details	
Name of signatory	Abhishek Chawla
Designation of person	Company Secretary and Compliance Officer
Place	Delhi
Date	21-07-2025

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## Notes to Corporate Governance Report for the quarter ended June 30, 2025

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

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

1. As per the explanation given under Regulation 17A read with Regulation 62E of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), only the directorship in equity listed entities and high value debt listed entities have been considered for the purpose of counting the number of directorships. Accordingly, Delhi International Airport Limited ("Reporting Company"), which is a High Value Debt Listed entity (Not an Equity Listed Company) is also considered for calculating the number of directorships for all the directors.
2. In terms of Regulation 16 read with Regulation 62B of Listing Regulations, all the Non-Executive Directors of the Company have been treated as Independent Directors. Accordingly the following have been categorised as Independent Directors:
  - i. Mr. Grandhi Kiran Kumar.
  - ii. Mr. Srinivas Bommidala.
  - iii. Mr. Srinivas Hanumankar.
  - iv. Ms. Rubina Ali.
  - v. Mr. Pankaj Malhotra.
  - vi. Mr. Regis Lacote.
  - vii. Mr. Fabien Alain Camille Lawson.
  - viii. Mr. Matthias Engler.
  - ix. Mr. Pierre Etienne Mathely (Alternate Director to Mr. Regis Lacote).
3. The total number of Directors of the Company is 16 as on June 30, 2025. However, Mr. Pierre Etienne Mathely has been appointed as an Alternate Director to Mr. Regis Lacote, his name has also been included in the list of the Directors of the Company.
4. Private Limited Companies which are subsidiaries of Public Limited Companies are also included in the list of number of Audit Committee/ Stakeholders Relationship Committee, since they are also categorized as public company as per the provisions of Companies Act, 2013. Further, Public Limited Companies and High Value Debt Listed entities are also included in the list of number of Audit Committee/ Stakeholders Relationship Committee.
5. While calculating the number of Memberships in Audit Committee/ Stakeholders Relationship Committee for Alternate Director, we have considered it as it is held by Original Director.
6. Since, the Foreign Directors is not having Permanent Account Number ("PAN"), hence we have mentioned in the PAN column dummy PAN as ZZZZZ9999Z.
7. During the quarter ended on June 30, 2025, Ms. Denitza Weismantel (DIN: 07466436) has resigned from the Directorship of the Company w.e.f. May 22, 2025, consequently Mr. Matthias Engler (DIN: 00000000) has been appointed as an Alternate Director to Ms. Denitza Weismantel.

06363447) Alternate Director to Ms. Denitza Weismantel has also ceased as an Alternate Director of the Company.

8. Further, Mr. Matthias Engler (DIN: 06363447) has been appointed as an Additional Director in the category of Non-Executive Director of the Company w.e.f. May 22, 2025.

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

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

Annexure-1: (VI). Affirmations

The Corporate Governance report for the quarter ended March 31, 2025 was placed before the Board of Directors of the Company in its meeting held on May 22, 2025. This Corporate Governance Report for the quarter ended June 30, 2025 will be placed before the Board of Directors in the next Board meeting.

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