

FORM NO. MGT-7

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



सत्यमेव जयते

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

| 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 01/04/2023 (DD/MM/YYYY) To date 31/03/2024 (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 2

| 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 | 30.51 |
| 2 | L | Real Estate | L1 | Real estate activities with own or leased property | 28.17 |

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

*No. of Companies for which information is to be given 11

Pre-fill All

| 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 | 64 |
| 3 | CELEBI DELHI CARGO TERMINA | U74900DL2009FTC191359 | Associate | 26 |
| 4 | DELHI AVIATION SERVICES PRI | U24233DL2007PTC165308 | Associate | 50 |
| 5 | DELHI AVIATION FUEL FACILIT | U74999DL2009PTC193079 | Associate | 26 |
| 6 | DELHI AIRPORT PARKING SERV | U63030DL2010PTC198985 | Associate | 49.9 |

| | | | | |
|----|--|-----------------------|-----------|-------|
| 7 | TRAVEL FOOD SERVICES (DELHI) | U55101DL2009PTC196639 | Associate | 40 |
| 8 | DELHI DUTY FREE SERVICES PRIVATE LIMITED | U52599DL2009PTC191963 | Associate | 49.9 |
| 9 | TIM DELHI AIRPORT ADVERTISING | U74999DL2010PTC203419 | Associate | 49.9 |
| 10 | GMR BAJOLI HOLI HYDROPOWER | U40101HP2008PTC030971 | Associate | 20.14 |
| 11 | 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 | 24,500,000,0 | 24,500,000,0 | |
| | | + | | + | + | |
| 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 | 24,500,000,0 | 24,500,000,0 | |
| 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 | | <input style="width:100%;" type="text"/> | |
| Date of registration of transfer (Date Month Year) | | <input style="width:100%;" type="text"/> | |
| Type of transfer | <input style="width:50px;" type="text"/> | 1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock | |
| Number of Shares/ Debentures/ Units Transferred | <input style="width:100px;" type="text"/> | Amount per Share/ Debenture/Unit (in Rs.) | <input style="width:100px;" type="text"/> |
| Ledger Folio of Transferor | | <input style="width:100%;" type="text"/> | |
| Transferor's Name | <input style="width:150px;" type="text"/> | <input style="width:150px;" type="text"/> | <input style="width:150px;" type="text"/> |
| | Surname | middle name | first name |
| Ledger Folio of Transferee | | <input style="width:100%;" type="text"/> | |
| Transferee's Name | <input style="width:150px;" type="text"/> | <input style="width:150px;" type="text"/> | <input style="width:150px;" type="text"/> |
| | Surname | middle name | first name |
| Date of registration of transfer (Date Month Year) | | <input style="width:100%;" type="text"/> | |
| Type of transfer | <input style="width:50px;" type="text"/> | 1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock | |
| Number of Shares/ Debentures/ Units Transferred | <input style="width:100px;" type="text"/> | Amount per Share/ Debenture/Unit (in Rs.) | <input style="width:100px;" type="text"/> |

| | | | | | | |
|----------------------------|----------------------|--|----------------------|----------------------|----------------------|--|
| Ledger Folio of Transferor | | | | <input type="text"/> | | |
| Transferor's Name | <input type="text"/> | | <input type="text"/> | | <input type="text"/> | |
| | Surname | | middle name | | first name | |
| Ledger Folio of Transferee | | | | <input type="text"/> | | |
| Transferee's Name | <input type="text"/> | | <input type="text"/> | | <input type="text"/> | |
| | 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 | 25,130,753,355.13 | 1, 1000000 and 100000 | 62,570,468,955.13 |
| Partly convertible debentures | 0 | 0 | 0 |
| Fully convertible debentures | 0 | 0 | 0 |
| Total | | | 62,570,468,955.13 |

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 | 42,570,984,700 | 27,440,000,000 | 7,440,515,744.87 | 62,570,468,955.13 |
| 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 <input type="checkbox"/> | 2,613 | USD200,000 | 522,600,000 | USD 200,000 | 522,600,000 |
| 6.45% Senior Secured <input type="checkbox"/> | 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

50,948,600,000

(ii) Net worth of the Company

14,897,100,000

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)

2

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

7

**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 | 5 | 19 |








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 | 14 | 0 | 0 |
| (i) Non-Independent | 4 | 13 | 4 | 14 | 0 | 0 |
| (ii) Independent | 0 | 0 | 0 | 0 | 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 | 14 | 0 | 0 |

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date 21

(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 | Whole-time director | 0 | |
| BUCHISANYASI RAJU  | 00061686 | Managing Director | 0 | |
| PRABHAKARAINDAN  | 03482239 | Whole-time director | 0 | |
| NARAYANA RAO KAD  | 00016262 | Whole-time director | 0 | |
| KIRAN KUMAR GRANT  | 00061669 | Director | 1 | |
| SRINIVAS BOMMIDAL  | 00061464 | Director | 1 | |
| SRINIVAS HANUMANI  | 10303016 | 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 | |
| PANKAJ MALHOTRA | 10419629 | Director | 0 | |
| SUBBA RAO AMARTH | 00082313 | Director | 0 | |
| EMANDI SANKARA R | 05184747 | Director | 0 | |
| BIJAL TUSHAR AJINK | 01976832 | Director | 0 | |
| MUNDAYAT RAMACH | 01573258 | Director | 0 | |
| REGIS SEBASTIEN LA | 09135168 | Director | 0 | |
| FABIEN ALAIN CAMIL | 10360063 | Director | 0 | |
| DENITZA LUBOMILOV | 07466436 | Director | 0 | |
| MATTHIAS ENGLER | 06363447 | Alternate director | 0 | |
| PIERRE ETIENNE MA | 10360054 | Alternate director | 0 | |
| Videh Kumar Jaipuria | ADEPJ1638C | CEO | 0 | |
| Hari Nagrani | AALPN9287F | CFO | 0 | |
| Abhishek Chawla | AGCPC1547J | Company Secretar | 0 | |

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

10

| 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) |
|------------------------|----------|--|---|--|
| ANIL KUMAR PATHI | 08213061 | Director | 30/09/2023 | Cessation |
| PHILIPPE PASCAL | 08903236 | Director | 26/10/2023 | Cessation |
| VIDYA VAIDYANATH | 08366688 | Director | 29/11/2023 | Cessation |
| SRINIVAS HANUMANTH | 10303016 | Additional director | 01/10/2023 | Appointment |
| SRINIVAS HANUMANTH | 10303016 | Director | 22/12/2023 | Change in Designation |
| FABIEN ALAIN CAMBRESI | 10360063 | Additional director | 30/10/2023 | Appointment |
| FABIEN ALAIN CAMBRESI | 10360063 | Director | 22/12/2023 | Change in Designation |
| PIERRE ETIENNE MATHIEU | 10360054 | Alternate director | 30/10/2023 | Appointment |
| PANKAJ MALHOTRA | 10419629 | Additional director | 09/12/2023 | Appointment |
| PANKAJ MALHOTRA | 10419629 | Director | 27/02/2024 | 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

3

| Type of meeting | Date of meeting | Total Number of Members entitled to attend meeting | Attendance | |
|----------------------------------|-----------------|--|----------------------------|-------------------------|
| | | | Number of members attended | % of total shareholding |
| ANNUAL GENERAL MEETING | 14/09/2023 | 7 | 7 | 100 |
| EXTRA - ORDINARY GENERAL MEETING | 22/12/2023 | 7 | 7 | 100 |
| EXTRA - ORDINARY GENERAL MEETING | 27/02/2024 | 7 | 7 | 100 |

B. BOARD MEETINGS

*Number of meetings held

5

| S. No. | Date of meeting | Total Number of directors associated as on the date of meeting | Attendance | |
|--------|-----------------|--|------------------------------|-----------------|
| | | | Number of directors attended | % of attendance |
| 1 | 26/05/2023 | 16 | 15 | 93.75 |

| S. No. | Date of meeting | Total Number of directors associated as on the date of meeting | Attendance | |
|--------|-----------------|--|------------------------------|-----------------|
| | | | Number of directors attended | % of attendance |
| 2 | 14/08/2023 | 16 | 10 | 62.5 |
| 3 | 30/10/2023 | 16 | 14 | 87.5 |
| 4 | 31/01/2024 | 16 | 16 | 100 |
| 5 | 27/03/2024 | 16 | 11 | 68.75 |

C. COMMITTEE MEETINGS

Number of meetings held

13

| 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 | 25/05/2023 | 7 | 5 | 71.43 |
| 2 | AUDIT COMM | 14/08/2023 | 7 | 4 | 57.14 |
| 3 | AUDIT COMM | 26/10/2023 | 7 | 7 | 100 |
| 4 | AUDIT COMM | 30/01/2024 | 7 | 7 | 100 |
| 5 | AUDIT COMM | 27/03/2024 | 7 | 7 | 100 |
| 6 | CORPORATE | 25/05/2023 | 3 | 2 | 66.67 |
| 7 | CORPORATE | 26/10/2023 | 3 | 3 | 100 |
| 8 | STAKEHOLDER | 30/01/2024 | 6 | 3 | 50 |
| 9 | RISK MANAG | 22/09/2023 | 5 | 4 | 80 |
| 10 | RISK MANAG | 30/01/2024 | 5 | 4 | 80 |

D. ATTENDANCE OF DIRECTORS

| S. No. | Name of the director | Board Meetings | | | Committee Meetings | | | Whether attended AGM held on (Y/N/NA) |
|--------|----------------------|--|-----------------------------|-----------------|--|-----------------------------|-----------------|--|
| | | 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 | |
| 1 | MALLIKARJU | 5 | 5 | 100 | 0 | 0 | 0 | |
| 2 | BUCHISANYA | 5 | 3 | 60 | 3 | 0 | 0 | |

| | | | | | | | | |
|----|-------------|---|---|-------|----|----|-------|--|
| 3 | PRABHAKAR | 5 | 4 | 80 | 9 | 6 | 66.67 | |
| 4 | NARAYANA R | 5 | 5 | 100 | 3 | 2 | 66.67 | |
| 5 | KIRAN KUMA | 5 | 4 | 80 | 4 | 1 | 25 | |
| 6 | SRINIVAS BO | 5 | 4 | 80 | 0 | 0 | 0 | |
| 7 | SRINIVAS HA | 3 | 2 | 66.67 | 2 | 2 | 100 | |
| 8 | RUBINA ALI | 5 | 4 | 80 | 3 | 2 | 66.67 | |
| 9 | PANKAJ MAL | 2 | 2 | 100 | 2 | 2 | 100 | |
| 10 | SUBBA RAO | 5 | 5 | 100 | 11 | 11 | 100 | |
| 11 | EMANDI SAN | 5 | 5 | 100 | 10 | 10 | 100 | |
| 12 | BIJAL TUSHA | 5 | 5 | 100 | 8 | 8 | 100 | |
| 13 | MUNDAYAT F | 5 | 5 | 100 | 8 | 8 | 100 | |
| 14 | REGIS SEBAS | 5 | 3 | 60 | 3 | 0 | 0 | |
| 15 | FABIEN ALAI | 2 | 2 | 100 | 0 | 0 | 0 | |
| 16 | DENITZA LUE | 5 | 1 | 20 | 11 | 4 | 36.36 | |
| 17 | MATTHIAS ET | 5 | 3 | 60 | 5 | 5 | 100 | |
| 18 | PIERRE ETIE | 2 | 0 | 0 | 0 | 0 | 0 | |

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 | 50,689,857 | 0 | 0 | 0 | 0 |
| 2 | BUCHISANYASI R/ | MANAGING DIF | 51,882,464 | 0 | 0 | 0 | 0 |
| 3 | INDANA PRABHAK | EXECUTIVE DII | 43,621,248 | 0 | 0 | 0 | 0 |
| 4 | KADA NARAYANA | WHOLE-TIME C | 28,704,811 | 0 | 0 | 0 | 0 |
| | Total | | 174,898,380 | 0 | 0 | 0 | 0 |

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 |
|--------|------|-------------|--------------|------------|-------------------------------|--------|-----------------|
|--------|------|-------------|--------------|------------|-------------------------------|--------|-----------------|

| S. No. | Name | Designation | Gross Salary | Commission | Stock Option/ Sweat equity | Others | Total Amount |
|--------|--------------------|-------------|--------------|------------|-------------------------------|--------|-----------------|
| 1 | Videh Kumar Jaipur | CEO | 38,699,778 | 0 | 0 | 0 | 0 |
| 2 | Hari Nagrani | CFO | 16,695,001 | 0 | 0 | 0 | 0 |
| 3 | Abhishek Chawla | COMPANY SEC | 4,917,573 | 0 | 0 | | 0 |
| | Total | | 60,312,352 | 0 | 0 | 0 | 0 |

Number of other directors whose remuneration details to be entered

9

| S. No. | Name | Designation | Gross Salary | Commission | Stock Option/ Sweat equity | Others | Total Amount |
|--------|-----------------|-----------------|--------------|------------|-------------------------------|--------|-----------------|
| 1 | GRANDHI KIRAN K | Director | 100,000 | 0 | 0 | 0 | 0 |
| 2 | SRINIVAS BOMMID | Director | 80,000 | 0 | 0 | 0 | 0 |
| 3 | SRINIVAS HANUM | Director | 80,000 | 0 | 0 | 0 | 0 |
| 4 | PANKAJ MALHOTR | Director | 80,000 | 0 | 0 | 0 | 0 |
| 5 | AMARTHALURU S | Independent Dir | 520,000 | 0 | 0 | 0 | 0 |
| 6 | EMANDI SANKARA | Independent Dir | 500,000 | 0 | 0 | 0 | 0 |
| 7 | BIJAL TUSHAR AJ | Independent Dir | 460,000 | 0 | 0 | 0 | 0 |
| 8 | MUNDAYAT RAMA | Independent Dir | 460,000 | 0 | 0 | 0 | 0 |
| 9 | VIDYA VAIDYANAT | Director | 60,000 | 0 | 0 | 0 | 0 |
| | Total | | 2,340,000 | 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

Whether associate or fellow Associate Fellow

Certificate of practice number

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:

- 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.
- 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

DIN of the director

00016262

To be digitally signed by

Company Secretary

Company secretary in practice

Membership number

8118

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 Attachement(s), if any

Attach

Attach

Attach

Attach

List of attachments

Remove attachment

Modify

Check Form

Prescrutiny

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, 2024

| 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 IN30061010941476 | 473118575 1094881223 | 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, 2024

| First Name | Middle Name | Last Name | Reference Number/Folio Number | Number of debentures | Total amount of debentures |
|----------------------|-----------------|-----------|-------------------------------|----------------------|----------------------------|
| INDIA AIRPORT | | INFRA | IN30362210045193 | 25130468955 | 25130468955 |
| 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 |
| INDIA INFRASTRUCTURE | FINANCE COMPANY | LIMITED | IN30133020015622 | 60000 | 6,000,000,000 |
| TATA | CAPITAL | LIMITED | IN30133021716964 | 6000 | 600,000,000 |
| ASEEM INFRASTRUCTURE | FINANCE | LIMITED | IN30133040237416 | 7500 | 750,000,000 |
| ICICI | BANK | LIMITED | IN30134820000065 | 16, 500 | 1,650,000,000 |
| THE FEDERAL | BANK | LIMITED | IN30151610000012 | 20,000 | 2,000,000,000 |
| ADITYA BIRLA | FINANCE | LIMITED | IN30169611778422 | 10,000 | 1,000,000,000 |
| CITYCORP | FINANCE INDIA | LIMITED | IN30005410006976 | 13,000 | 1,300,000,000 |
| AXIS | BANK | LIMITED | IN30048410820765 | 27,300 | 2,730,000,000 |
| AXIS | FINANCE | LIMITED | IN30048417383339 | 5800 | 580,000,000 |
| ASEEM INFRASTRUCTURE | FINANCE | LIMITED | IN30133040237416 | 6000 | 600,000,000 |
| ICICI | BANK | LIMITED | IN30134820000065 | 22,300 | 2,230,000,000 |
| AXIS | BANK | LIMITED | IN30048410820765 | 30,000 | 3,000,000,000 |
| INDIA INFRASTRUCTURE | FINANCE COMPANY | LIMITED | IN30133020015622 | 20,000 | 2,000,000,000 |
| ICICI | BANK | LIMITED | IN30134820000065 | 30,000 | 3,000,000,000 |

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, 2024.

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 and 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, Opposite 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 applicable 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 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**

Maneesh Gupta

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

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 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 | May 26, 2023 | 16 | 15 | 93.75% |
| 2. | Board Meeting | August 14, 2023 | 16 | 10 | 62.5% |
| 3. | Board Meeting | October 30, 2023 | 16 | 14 | 87.5% |
| 4. | Board Meeting | January 31, 2024 | 16 | 16 | 100% |
| 5. | Board Meeting | March 27, 2024 | 16 | 11 | 68.75% |
| 6. | Audit Committee | May 25, 2023 | 7 | 5 | 71.43% |
| 7. | Audit Committee | August 14, 2023 | 7 | 4 | 57.14% |
| 8. | Audit Committee | October 26, 2023 | 7 | 7 | 100% |
| 9. | Audit Committee | January 30, 2024 | 7 | 7 | 100% |
| 10. | Audit Committee | March 27, 2024 | 7 | 7 | 100% |
| 11. | Nomination and Remuneration Committee | August 14, 2023 | 8 | 4 | 50% |
| 12. | Nomination and Remuneration Committee | October 26, 2023 | 8 | 6 | 75% |
| 13. | Nomination and Remuneration Committee | March 27, 2024 | 8 | 7 | 87.5% |
| 14. | Risk Management (RM) and Environment, Social & Governance (ESG) Committee | September 22, 2023 | 5 | 4 | 80% |

Maneesh Gupta

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

| | | | | | |
|-----|---|--------------------|----|---|--------|
| 15. | Risk Management (RM) and Environment, Social & Governance (ESG) Committee | January 30, 2024 | 5 | 4 | 80% |
| 16. | Stakeholders Relationship Committee | January 30, 2024 | 6 | 3 | 50% |
| 17. | Corporate Social Responsibility Committee | May 25, 2023 | 3 | 2 | 66.67% |
| 18. | Corporate Social Responsibility Committee | October 26, 2023 | 3 | 3 | 100% |
| 19. | Annual General Meeting | September 14, 2023 | 16 | 7 | 43.75% |
| 20. | Extra Ordinary General Meeting | December 22, 2023 | 16 | 6 | 37.5% |
| 21. | Extra Ordinary General Meeting | February 27, 2024 | 16 | 5 | 31.25% |

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, 2024.

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 and were 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, 2024.

Maneesh Gupta

Company Secretary
18/15, Shakti Nagar, Delhi-110 007
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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;

Non – Convertible Debentures raised/redeemed during the period under review:

1. The Company has raised ₹ 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 Debentures (NCDs) (ISIN: INE657H08027) due in 2030.
2. The Company has raised ₹ 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), (ISIN: INE657H08035) due in 2030.
3. The Company had redeemed Unlisted NCDs of ₹ 744.05 crores in August 2023, out of the total issue size of ₹ 32,57,09,84,700/- (Rupees Three Thousand Two Hundred and Fifty-Seven Crores, Nine Lakhs, Eighty-Four Thousand, Seven hundred only) issued by the Company in March 2021. Post partial redemption of 2021 NCDs the outstanding value of the 2021 NCDs was ₹ 2,513.05 Crores.
4. The Company has raised ₹800 crores in March, 2024 by issuing unsecured (for the purposes of Companies Act, 2013 and applicable SEBI regulations), listed, rated, redeemable, Non-Convertible Debentures (NCDs), (ISIN: INE657H08043) due in 2034.

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

Non – Convertible Debentures raised/redeemed post closure of the financial year 2023-2024 till the date of this Report:

1. The Company has raised ₹ 2513 Crores in July, 2024 by issuing unsecured (for the purposes of Companies Act, 2013 and applicable SEBI regulations), listed, rated, redeemable, Non-Convertible Debentures (NCDs), (ISIN: INE657H08050) due in 2034.
2. In terms of the Information Memorandum dated March 21, 2021 and the relevant clause in the Debenture Trust Deed the Company has voluntary redeemed 251,304,68,955 Senior, unlisted, redeemable, rupee non-convertible debentures issued by the Company on private placement basis of face value of Rs. 1 /- each, aggregating to Rs. 251,304,68,955 crore held by India Airport Infra on July 26, 2024

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.

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Company Secretary
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- 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;** For the period under review, the Audited Financial Statements for the Financial Year ended March 31, 2024 were signed by Mr. G.B.S Raju (Managing Director), Mr. K. Narayana Rao (Whole Time Director), Mr. Videh Kumar Jaipuriar (Chief Executive Officer), Mr. Hari Nagrani (Chief Financial Officer), and Mr. Abhishek Chawla (Company Secretary) of the Company on May 29, 2024 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 May 29, 2024. The Board's Report of the Company for the Financial Year ended March 31, 2024 were signed by Mr. G.B.S Raju (Managing Director) and Mr. Kada Narayana Rao (Whole time Director) of the Company on August 13, 2024.
- 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. Mr. Anil Kumar Pathak [DIN: 08213061] has resigned as a Director of the Company with effect from September 30, 2023.
 2. Dr. Srinivas Hanumankar (DIN: 10303016) was appointed as an Additional Director of the Company w.e.f. October 01, 2023. Further he was regularized and appointed as Director in Extraordinary General Meeting held on December 22, 2023.
 3. Mr. Philippe Pascal [DIN: 08903236] has resigned as a Director of the Company with effect from October 26, 2023.
 4. Mr. Fabien Alain Camille Lawson (DIN:10360063) was appointed as an Additional Director of the Company w.e.f. October 30, 2023, further he was regularized and appointed as Director in Extraordinary General Meeting held on December 22, 2023.
 5. Mr. Pierre Etienne Mathely (DIN: 10360054) was appointed as an alternate Director to Mr. Regis Lacote w.e.f. October 30, 2023.
 6. Ms. Vidya Vaidyanathan [DIN: 08366688] has resigned as a director of the Company with effect from November 29, 2023.

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Company Secretary

18/15, Shakti Nagar, Delhi-110 007

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7. Mr. Pankaj Malhotra (DIN:10419629) was appointed as an Additional Director of the Company w.e.f December 09, 2023 Further he was regularized and appointed as Director in Extraordinary General Meeting held on February 27, 2024.
8. The current term of Mr. Grandhi Mallikarjuna Rao, as Executive Chairman was expired on March 31, 2024. Further, he was reappointed as an Executive Chairman at the Meeting of Board of Directors held on March 27, 2024 for another term of three years w.e.f. April 01, 2024 to March 31, 2027 and subsequently his remuneration was also approved by the Board of Directors on June 11, 2024. Further, Members of the company had also approved the reappointment and remuneration of Mr. Grandhi Mallikarjuna Rao, as Executive Chairman of the Company in the Extraordinary General Meeting held on June 17, 2024.
9. The current term of Mr. G.B.S. Raju, as Managing Director of the Company was expired on March 31, 2024. Further, he was reappointed as Managing Director at the Meeting of Board of Directors held on March 27, 2024 for a term of three years w.e.f. April 01, 2024 to March 31, 2027 and subsequently his remuneration was also approved by the Board of Directors on June 11, 2024. Further, Members of the company had also approved the reappointment of Mr. G.B.S. Raju, as Managing Director of the Company in the Extraordinary General Meeting held on June 17, 2024.
10. The current term of Mr. Indana Prabhakara Rao, as an Executive Director of the Company was expired on March 31, 2024. Further, he was reappointed as Executive Director at Meeting of Board of Directors held on March 27, 2024, for a term of three years w.e.f. April 01, 2024 to March 31, 2027 and subsequently his remuneration was also approved by the Board of Directors on May 29, 2024. Further, Members of the company had also approved the reappointment of Mr. Indana Prabhakara Rao, as an Executive Director of the Company in the Extraordinary General Meeting held on June 17, 2024.

Post closure of financial year March 31, 2024:

1. Mr. Amarthaluru Subba Rao (DIN: 00082313) was appointed as an Independent Director of the Company w.e.f. September 20, 2021, to hold office for a term of 3 consecutive years or up to the conclusion of 18th Annual General Meeting, whichever is earlier. Since first term of Mr. Amarthaluru Subba Rao is coming to end. Based on the Performance Evaluation and recommendation of Nomination and Remuneration Committee, Board of Directors at its Meeting held on August 13, 2024 approved the reappointment of Mr. Amarthaluru Subba Rao as an Independent Director for a second term w.e.f. September 20, 2024 or from the conclusion of 18th Annual General Meeting, whichever is earlier, to hold office for a term of 5 consecutive years or up to the conclusion of 23rd Annual General Meeting, whichever is earlier, subject to the approval of the Members of the Company at the ensuing AGM.

Maneesh Gupta

Company Secretary
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2. Mr. Emandi Sankara Rao (DIN: 05184747) was appointed as an Independent Director of the Company w.e.f. September 20, 2021, to hold office for a term of 3 consecutive years or up to the conclusion of 18th Annual General Meeting, whichever is earlier. Since first term of Mr. Emandi Sankara Rao is coming to end. Based on the Performance Evaluation and recommendation of Nomination and Remuneration Committee, Board of Directors at its Meeting held on August 13, 2024 approved the re-appointment of Mr. Emandi Sankara Rao as an independent Director for a second term w.e.f. September 20, 2024 or from the conclusion of 18th Annual General Meeting, whichever is earlier, to hold office for a term of 5 consecutive years or up to the conclusion of 23rd Annual General Meeting, whichever is earlier, subject to the approval of the Members of the Company at the ensuing AGM.

Structure of Board of Directors and KMPs of the Company as on March 31, 2024:

| 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. Fabien Alain Camille Lawson | 10360063 | Director | 30/10/2023 |
| 8 | Mr. Regis Lacote | 09135168 | Director | 24/05/2021 |
| 9 | Mr. Pankaj Malhotra | 10419629 | Director | 09/12/2023 |
| 10 | Ms. Rubina Ali | 08453990 | Director | 06/06/2019 |
| 11 | Dr. Srinivas Hanumankar | 10303016 | Director | 01/10/2023 |
| 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. Pierre Etienne Mathely | 10360054 | Alternate Director to Mr. Regis Lacote | 30/10/2023 |

Maneesh Gupta

Company Secretary
18/15, Shakti Nagar, Delhi-110 007
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| | | | | |
|----|--------------------------|------------|-------------------------|------------|
| 19 | Mr. Videh Kumar Jaipuria | ADEPJ1638C | Chief Executive Officer | 01/04/2018 |
| 20 | Mr. Hari Nagrani | AALPN9287F | Chief Financial Officer | 01/02/2019 |
| 21 | 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) |
|--------|---------------------------|----------|---------------------|-----------------------------------|
| 1. | Mr. G.M. Rao | 00574243 | Executive Chairman | 5,06,89,857 |
| 2. | Mr. K. Narayana Rao | 00016262 | Whole Time Director | 2,87,04,811 |
| 3. | Mr. G.B.S Raju | 00061686 | Managing Director | 5,18,82,464 |
| 4. | Mr. Indana Prabhakara Rao | 03482239 | Executive Director | 4,36,21,248 |

Remuneration paid to Director as Sitting 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 March 31, 2024 are as under:

| S. No. | Name of Director | DIN | Designation | Total Amount Paid (Amount in INR) |
|--------|---------------------------|----------|----------------------|-----------------------------------|
| 1. | Mr. Grandhi Kiran Kumar | 00061669 | Director | 1,00,000 |
| 2. | Mr. Srinivas Bommidala | 00061464 | Director | 80,000 |
| 3. | Mr. Pankaj Malhotra | 10419629 | Director | 80,000 |
| 4. | Dr. Srinivas Hanumankar | 10303016 | Director | 80,000 |
| 5. | Ms. Vidya Vaidyanathan | 08366688 | Director | 60,000 |
| 6. | Mr. Amarthaluru Subba Rao | 00082313 | Independent Director | 5,20,000 |
| 7. | Dr. M. Ramachandran | 01573258 | Independent Director | 4,60,000 |
| 8. | Dr. Emami Sankara Rao | 05184747 | Independent Director | 5,00,000 |
| 9. | Ms. Bijal Tushar Ajinkya | 01976832 | Independent Director | 4,60,000 |

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.

Maneesh Gupta

Company Secretary

18/15, Shakti Nagar, Delhi-110 007

Ph: 9871208877

However, M/s. Walker Chandiook & Co. LLP, Chartered Accountants (Firm Registration No. 001076N/ N500013) was appointed as one of the Joint Statutory Auditors by the members of the Company in the 13th Annual General Meeting held on September 25, 2019, for a period of 5 years. Since the term of M/s. Walker Chandiook & Co. LLP, as the Joint Statutory Auditors of the Company is coming to end in the 18th Annual General Meeting of the Company. Therefore, it was recommended by the Board of Directors to re-appoint them as the Joint Statutory Auditors of the Company for another term of 5 years (till the conclusion of 23rd Annual General Meeting of the Company). Accordingly, a resolution seeking approval from the members of the Company is included in the Notice of the ensuing Annual General Meeting.

- 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 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.

Maneesh Gupta

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

18. alteration of the provisions of the Memorandum and/ or Articles of Association of the Company; during the financial year 2023-2024, the Company has not Altered its Memorandum of Association but has altered its Articles of Association.

Place: New Delhi
Date: September 05,, 2024

MANEES Digitally signed by
MANEESH GUPTA
H GUPTA Date: 2024.09.05
13:27:23 +05'30'

UDIN: F004982F001142382

Maneesh Gupta

C.P. No.: 2945

Peer Review No.: 2314/2022

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 2023 -2024.

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.

After the closer of the financial year, GMR Airports Limited, the holding company of Delhi International Airport Limited (DIAL), amalgamated with GMR Airports Infrastructure Limited (GIL). Consequently, GIL has become the new holding company of DIAL.

Further, during the filing process, an error was encountered stating, "The Status of the CIN entered is amalgamated. The form cannot be filled for this status." This error occurs because the CIN for GMR Airports Limited is no longer valid. Hence we have filled name of GIL as the Holding Company of DIAL.

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, 2024, 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 | - | 43,47,71,03,152.73 | - | 43,47,71,03,152.73 |
| 6.45% Senior Secured Notes Due 2029 | 2,500 | - | 41,92,58,42,320.01 | - | 41,92,58,42,320.01 |
| Total | 5,113 | - | 85,40,29,45,472.74 | - | 85,40,29,45,472.74 |

* Fx Conversion rate – INR 83.41/- as on March-31, 2024

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 13. 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 3 Committee Meetings held in the financial year in 2023 – 2024:

| 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 | August 14, 2023 | 8 | 4 | 50 |
| 2. | Nomination and Remuneration Committee | October 26, 2023 | 8 | 6 | 75 |
| 3. | Nomination and Remuneration Committee | March 27, 2024 | 8 | 7 | 87.5% |

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