

Date: August 01, 2025

BSE Limited
1st Floor, Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400 001.

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

Kind Attn.: Corporate Relationship Department
Subject : Notice of 19th Annual General Meeting of Delhi International Airport Limited

Dear Sir/ Ma'am,

Pursuant to Regulations 50(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), we are enclosing a copy of the Notice of convening the 19th Annual General Meeting of the Company to be held on August 20, 2025 at a shorter notice.

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

Submitted for your information and records please.

Thanking you,

For Delhi International Airport Limited



Abhishek Chawla
Company Secretary and Compliance Officer



Encl.: As above



DELHI INTERNATIONAL AIRPORT LIMITED
CIN No. U63033DL2006PLC146936

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

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

E: DIAL-CS@gmrgroup.in

NOTICE TO THE MEMBERS

Notice is hereby given that the Nineteenth (19th) Annual General Meeting ("AGM") of the Members of Delhi International Airport Limited (the "Company") will be held on Wednesday on August 20, 2025, at 03:00 P.M. (IST) through Video Conferencing ('VC')/ other Audio-Visual Means ('OAVM'), the venue of the meeting shall be deemed to be the registered office of the Company at New Udaan Bhawan, Opposite Terminal - 3, Indira Gandhi International Airport, New Delhi - 110037, at shorter notice to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - (a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2025, together with annexures thereto and the Reports of the Directors and Auditors thereon.
 - (b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2025, together with annexures thereto and the Report of the Auditors thereon.
2. To appoint a director in place of Mr. Kada Narayana Rao (DIN: 00016262), who retires by rotation and, being eligible, offers himself for re-appointment.
3. To appoint a director in place of Mr. Fabien Alain Camille Lawson (DIN: 10360063), who retires by rotation and, being eligible, offers himself for re-appointment.
4. To appoint a director in place of Dr. Srinivas Hanumankar (DIN: 10303016), who retires by rotation and, being eligible, offers himself for re-appointment.
5. To appoint a director in place of Mr. Pankaj Malhotra (DIN: 10419629), who retires by rotation and, being eligible, offers himself for re-appointment.

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SPECIAL BUSINESS:

6. Ratification of remuneration of Cost Auditors of the Company for the financial year ending on March 31, 2026.

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

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 (“Act”), read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions of the Companies Act, 2013 or any other act or regulations, if any (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration payable to M/s. Narasimha Murthy & Co. - Cost Accountants, [Firm Registration No. 000042], Cost Auditors of the Company, of an amount ₹ 8,50,000/- (Rupees Eight Lakh Fifty Thousand Only) plus applicable taxes and reimbursement of out of pocket expenses that may be incurred by them in connection with the cost audit, for the financial year ending on March 31, 2026, be and is hereby ratified.

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

7. Appointment of Mr. Matthias Engler (DIN: 06363447) as Director of the Company.

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

“RESOLVED THAT pursuant to the provisions of Sections 152, 161 and other applicable provisions of the Companies Act, 2013 (“Act”), read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable Rules made under the Act, the applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and other applicable provisions, including any statutory modifications or re-enactments thereof for the time being in force, if any, of the Companies Act, 2013 and any other act(s) or Regulation(s) and as per the provisions of Nomination and Remuneration policy and Articles of Association of the

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Company, and as recommended by the Nomination & Remuneration Committee and Board of Directors of the Company, Mr. Matthias Engler (DIN: 06363447), who was appointed as an Additional Director of the Company by the Board of Directors with effect from May 22, 2025, subject to the approval of Members of the Company and who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Non-Executive Director of the Company, liable to retire by rotation.

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

8. Appointment of Mr. Maneesh Gupta, Practicing Company Secretary as Secretarial Auditor of the Company.

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

"RESOLVED THAT pursuant to the provisions of Sections 179, 204 and other applicable provisions of the Companies Act, 2013 ("Act"), read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable rules made under the Act and as per the provisions of Regulation 24A (as may be applicable) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, including any statutory modifications or re-enactments thereof for the time being in force, if any, of the Act and any other act(s) or Regulation(s), and as recommended by the Audit Committee and the Board of Directors of the company, Mr. Maneesh Gupta Practicing Company Secretaries (Membership Number: FCS-4982) (Peer Review certificate no. 2314/2022), be and is hereby appointed as Secretarial Auditor of the Company for a term of 5 (Five) consecutive years, who shall hold office from the conclusion of this 19th Annual General Meeting till the conclusion of 24th Annual General Meeting of the Company (to be held in calendar year 2030) on such remuneration and terms and conditions as may be determined by the Board of Directors of the Company and he may also provide other services, including certificates, opinions or reports as may be permissible under applicable laws.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms or submission of documents with any authority or accepting any modifications to the clauses as required by such authorities, for the purpose of giving effect to this resolution and for matters connected therewith, or incidental thereto."



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

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

"RESOLVED THAT pursuant to the provisions of Section 42, 71 and other applicable provisions of the Companies Act, 2013 ("the Act"), read with Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures Rules, 2014) and other applicable rules of the Act and as per the provisions of Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations 2021 read with the Securities and Exchange Board of India's Master Circular for Issue and Listing of Non-convertible Securities, Securitised Debt Instruments, Security Receipts, Municipal Debt Securities and Commercial Paper dated May 22, 2024, as amended and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and other applicable provisions of Act & rules made thereunder or any other applicable statute, Rules, Regulations, Guidelines, Notifications and Circulars (including any circulars, clarifications, statutory modifications or re-enactments thereof for the time being in force, if any), the Memorandum and Articles of Association of the Company, subject to the applicable provisions of International Laws, Rules and Regulations in case of Foreign Issues/ Bonds/ Notes/ any other Debt Instrument by whatever name called and subject to such other approvals as may be required from regulatory authorities (either Domestic or Foreign, as applicable) from time to time, the consent of the Members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the "Board", which term shall be deemed to include any committee which the Board may have constituted or may hereinafter constitute to exercise one or more of its powers including the powers conferred hereunder) to offer, issue and allot Secured or Unsecured Non-convertible Debentures/ Bonds/ or any other form of Debt Securities or instrument by whatever name called (hereinafter referred as "Debt Securities"), either in domestic market or international market, in one or more tranches within the overall borrowing limits of the Company as approved by the Members from time to time on private placement basis, on such terms and conditions as the Board determine and consider proper and most beneficial to the Company including as to when the said 'Debt Securities' to be issued, the consideration for the issue, utilization of the issue proceeds and all matters connected therewith or incidental thereto.

RESOLVED FURTHER THAT any Director, the Chief Executive Officer, the Chief Financial Officer and the Company Secretary of the Company be and are hereby severally authorized to file necessary forms or returns with the Registrar of Companies or the Ministry of Corporate Affairs



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and to do all such acts, deeds and things, as may be considered necessary or incidental thereto for giving effect to this resolution.”

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



Abhishek Chawla
Company Secretary
Mem. No. F8118
Address: Sector-150, Noida-201301

Date: July 29, 2025
Place: New Delhi

NOTES:

1. Ministry of Corporate Affairs ("MCA") has, vide its circular dated January 13, 2021 read together with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, May 5, 2022 September 25, 2023 and September 19, 2024 (collectively referred to as "MCA Circulars") and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 issued by the Securities Exchange Board of India ("SEBI Circular") and other applicable circular(s)/ notification issued by MCA/ Securities and Exchange Board of India (SEBI), permitted convening the General Meeting ("GM") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without physical presence of the members at a common venue.
2. In accordance with the MCA/ SEBI Circulars and the provisions of the Companies Act, 2013 ("the Act") and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015 ("Listing Regulations"), the 19th Annual General Meeting ("AGM" / "the Meeting") of Delhi International Airport Limited ("DIAL" or "the Company") is scheduled to be held on Wednesday, August 20, 2025, at 03.00 P.M. (IST), at Shorter Notice through VC / OAVM.
3. The deemed venue for the 19th AGM is the Registered Office of the Company i.e., New Udaan Bhawan, Opposite Terminal - 3, Indira Gandhi International Airport, New Delhi-110 037.
4. As per the provisions of the Act and aforesaid MCA Circulars, the Company is not required to provide the facility of e-voting. The MCA Circulars prescribe that at least half of the total numbers, who represent not less than seventy-five percent of the paid-up share capital of the Company and gives a right to vote in the meeting, the AGM of such Company may be conducted through VC facility or OAVM only. The Company has in its records, the email addresses of all the Members of the Company representing hundred percent of the total paid-up share capital of the Company and gives right to the vote at the meeting. However, the Company is required to comply with the framework prescribed by the MCA Circulars for conducting the AGMs through VC facility or OVAM and issue of AGM Notice and subject to the fulfillment of the requirements which are covered hereunder in this Notice.
5. A Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on a poll instead of himself/ herself and such proxy need not be a member of the Company. However, in view of the specific circumstances (due to prevailing COVID-19 pandemic) during which this AGM is being held, pursuant to MCA Circulars on holding of AGM through VC / OAVM, the requirement of physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this AGM Notice.
6. Notice of convening the 19th AGM along with the 19th Annual Report for the financial year 2024-2025 (including financial statements, auditors report, directors report and other relevant

documents) is being sent only through electronic mode i.e., by email to all the Members and others who are entitled to receive such Notice, to their e-mail addresses registered with the Company. The Notice convening the 19th AGM has been uploaded on the website of the Company at www.newdelhairport.in.

7. The relevant details of Directors retiring by rotation/ seeking appointment/re-appointment at this Meeting are provided in the Annexure to the Notice as per the provisions of the Act and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India. Requisite declarations and disclosures have been received from Director(s) for seeking appointment.
8. The Board of Directors has considered and decided to include item numbers 6 to 9 given above as Special Business in the Notice to the 19th AGM, as they consider it unavoidable in nature.
9. The explanatory statement pursuant to Section 102(1) of the Act in respect of Special Business is annexed hereto.
10. All documents referred to in the accompanying Notice and the Explanatory Statement in respect of Special Business, Annual Report and Statutory registers which are to be kept open for inspection by the Members of the Company shall be available for inspection electronically during 11.00 A.M. - 5.00 P.M. (IST) on all working days till the completion of the ensuing AGM. Members seeking to inspect such documents can send an email to DIAL-CS@gmrgroup.in. Further, the Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to DIAL-CS@gmrgroup.in, on or before August 15, 2025 and response for the same will be sent by the Company accordingly.
11. The attendance of the Members attending the AGM through VC/ OAVM will be considered for the purpose of reckoning the quorum under Section 103 of the Act.
12. Corporate members intending to send their authorized representative to attend the Meeting are requested to send to the Company, the Authorization Letter along with a certified copy of the Board Resolution authorizing their representative to attend and vote thereat, on their behalf at the AGM. The scan copy of Authorization Letter along with Board Resolution shall be sent by e-mail from their registered e-mail id to DIAL-CS@gmrgroup.in.
13. The instructions or details of the AGM i.e. access link to the VC or OAVM, login id, passwords, helpline numbers, e-mail id of a designated person who shall provide assistance for easy access to the AGM, is as follows:
 - ✓ Link to join the meeting: <https://gmrgroup-in.zoom.us/j/97555477970>
 - ✓ Meeting ID: 975 5547 7970 Passcode: 12345

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- ✓ The Member has to click on the Link and the same will take to the User Id and password option.
 - ✓ The Member has to add the password and Press on the Join Meeting Button.
 - ✓ The Member has the option to join with Video or Without Video.
 - ✓ The Member has the feature to speak by pressing 'Unmute'. It is advisable that during the proceedings, the Members to keep on Mute and whenever want to say anything, then only Unmute.
 - ✓ Contact details of the Company Secretary in case of any connection issues is as below:
Mr. Abhishek Chawla: + 91 98913 44243.
14. Facility for joining the AGM will be kept open 15 minutes before the scheduled time of the AGM and may close not earlier than 15 minutes after the commencement of the meeting.
15. The Chairman of the Board will preside as the Chairman of AGM. In case the Chairman is not present due to other preoccupation, the Directors present will elect an acting Chairman from the other nominee Directors of the Private Participants or, if none of the nominee Directors of the Private Participants are present, any Director present at the meeting to be Chairman of the AGM. If no director is willing to act as Chairman or if no director is present within 15 minutes after the time appointed for holding the AGM, the members present shall choose one among themselves to be the Chairman of AGM.
16. The Chairman of the AGM may conduct a vote on the Resolutions by show of hands unless a demand for poll is made by a member in accordance with the provisions of section 109 of the Act. Where a poll on any item is required, the members shall cast their votes on the resolutions only by sending e-mails to the email ID [\[DIAL-CS@gmrgroup.in\]](mailto:DIAL-CS@gmrgroup.in) through their email addresses which are registered with the Company.
17. This AGM is being held through VC/ OAVM, as such the route map to the venue is not annexed to this Notice.

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



Abhishek Chawla
Company Secretary

Mem. No. F8118

Address: Sector-150, Noida-201301

Date: July 29, 2025

Place: New Delhi





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ANNEXURE-I TO THE NOTICE

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

Item No. 6:

As per the provisions of Section 148 of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014 and pursuant to the recommendation of Audit Committee of the Company, the Board of Directors had re-appointed M/s. Narasimha Murthy & Co. - Cost Accountants [Firm Registration No. 000042] as Cost Auditor for the financial year ending on March 31, 2026.

The Audit Committee recommended, and the Board of Directors have approved the remuneration of the Cost Auditor of ₹ 8,50,000/- (Rupees Eight Lakh Fifty Thousand Only) plus applicable taxes and reimbursement of out of pocket expenses for the financial year ending on March 31, 2026.

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

Accordingly, the consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 6 of the Notice for ratification of the remuneration of ₹ 8,50,000/- (Rupees Eight Lakh Fifty Thousand Only) plus applicable taxes and reimbursement of out of pocket expenses payable to the Cost Auditors for the financial year ending on March 31, 2026.

None of the Directors and/ or Key Managerial Personnel of the Company and/ or their relatives are concerned or interested, financially or otherwise, in the resolution set out in Item No. 6 of the accompanying notice.

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

Item No. 7

Fraport AG Frankfurt Airport Services Worldwide ("Fraport") has ceased to be the shareholder of the Delhi International Airport Limited ["DIAL" or "Company"] with effect from March 7, 2025, and consequently Ms. Denitza Weismantel has resigned from the Directorship and Mr. Matthias Engler Alternate Director to Ms. Denitza Weismantel has also resigned from the directorship of the Company w.e.f. May 22, 2025.



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In terms of Section 161 of Companies Act 2013 ("Act"), the articles of a company may confer on its Board of Directors the power to appoint any person, other than a person who fails to get appointed as a director in a general meeting, as an additional director at any time who shall hold office up to the date of the next annual general meeting or the last date on which the annual general meeting should have been held, whichever is earlier.

Further, as per Regulation 17 (1C) of SEBI (Listing Obligations and Disclosure Requirements) 2015 ("Listing Regulations"), the listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Accordingly, the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee ("NRC") and subject to the approval of the Members of the Company, appointed Mr. Matthias Engler (DIN: 06363447) as an Additional Director of the Company with effect from May 22, 2025.

In accordance with the proviso to Section 160 (1), the NRC and the Board of Directors of the Company has recommended to the Members, appointment of Mr. Matthias Engler as a Non-Executive Director of the Company, liable to retire by rotation.

The Company have received a notice in writing from a Member under section 160(1) of the Act proposing his candidature for the office of Director of the Company and Mr. Matthias Engler has consented to act as a Director of the Company.

Mr. Matthias Engler is not disqualified from being appointed as a director in terms of Section 164 of the Companies Act, 2013 ("the Act") and has given his consent to act as a director. He is not debarred by SEBI or any other authority from holding the office of Director.

The Company have also received required disclosures/ declarations under the provisions of the Companies Act, 2013 and Listing Regulations in the prescribed forms from Mr. Matthias Engler.

Details of Mr. Matthias Engler are enclosed in the Notice, pursuant to the provisions of Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India. He shall be paid reimbursement of expenses for participating in the Board and other meetings.



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The Brief Profile of Mr. Matthias Engler (DIN: 06363447) is as under:

Mr. Matthias Engler, born in 1970, is working as Senior Asset Manager for Fraport's Global Investments & Management division. He is holding additional positions in several supervisory boards within the Fraport Group.

Matthias Engler joined Fraport in 1995. During his tenure of more than 25 years in the aviation business with Fraport, he gained extensive experience in project management and airport operation. Matthias Engler has a longstanding international exposure as he was heading several M&A projects and was responsible for asset management and business development in different countries mainly in Asia and South America.

Except Mr. Matthias Engler, being the appointee and his relatives, none of the other Directors / Key Managerial Personnel of the Company / their respective relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the accompanying notice.

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

Item No. 8

The Board of Directors at its meeting held on July 29, 2025, based on recommendation of the Audit Committee, after evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc., has approved the appointment of Mr. Maneesh Gupta, Practicing Company Secretary, a peer reviewed Practicing Company Secretary (Membership Number: FCS4982) (Peer Review certificate no. 2314/2022) as Secretarial Auditor of the Company for a term of 5 (Five) consecutive years, who shall hold office from the conclusion of this 19th Annual General Meeting till the conclusion of 24th Annual General Meeting of the Company (to be held in calendar year 2030) .

The appointment of Secretarial Auditor shall be in terms of the amended Regulation 24A (as may be applicable) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") vide SEBI Notification dated December 12, 2024 and provisions of Section 204 of the Act and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. While the Company being a High Value Debt Listed Entity ("HVDL") is following the regulations 15 to 27 as stated in Chapter IV of Listing Regulations, however recently a new 'Chapter VA' was introduced by SEBI for entities having Listed Non-Convertible Debt securities. In terms of applicability of newly introduced chapter, there is a



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gray area in terms of applicability of certain Regulations, therefore we are placing this item before the members of the Company on a precautionary note.

The Brief Profile of Mr. Maneesh Gupta is as under:

Mr. Maneesh Gupta is a Fellow member of Institute of Company Secretaries of India having more than 29 years of post-qualification experience and employs 4 Company Secretaries along with other staff which includes management trainees. He is also assisted by prudent and proficient lawyers (2 in Nos) who help in organizing and monitoring the affairs and also in advising with particular emphasis on legal aspects for setting up of units/ industries/ business houses.

Mr. Gupta has been Peer Reviewed (certificate no. 2314/2022) by the Institute of Company Secretaries of India (ICSI), a testament to his adherence to the highest benchmarks of professional integrity and competence. He has experience of general commercial problems as well as practical approaches and solutions to handle transactions in various fields viz. Company Formation; Partnership Formation, Foreign Exchange Laws and Regulations Cyber Law, Intellectual Property Rights etc. He has vast experience in drafting intricate documents including Contracts, MOU's, Power of attorneys, Wills, deeds of different nature, Agreements for Banks and Financial Institutions.

Mr. Maneesh Gupta has confirmed that the firm is not disqualified and is eligible to be appointed as Secretarial Auditor in terms of Regulation 24A (as may be applicable) of the Listing Regulations. The services to be rendered by Mr. Maneesh Gupta as Secretarial Auditor is within the purview of the said regulation read with SEBI circular no. SEBI/ HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024.

The proposed fees in connection with the secretarial audit shall be 1,00,000/- (Rupees One Lakh only) per annum plus applicable taxes and other out-of-pocket expenses for financial year 2025-2026, and for subsequent year(s) of his term, such fees as may be mutually agreed between the Board of Directors and Mr. Maneesh Gupta. In addition to the secretarial audit, Mr. Maneesh Gupta shall provide such other services in the nature of certifications and other professional work, as approved by the Board of Directors.

None of the Directors and/ or Key Managerial Personnel of the Company and/ or their relatives are concerned or interested, financially or otherwise, in the resolution set out in Item No. 8 of the accompanying notice.

The Board recommends passing of the resolution set out in Item No. 8 as an Ordinary Resolution.

Item No. 9:

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

It is further provided in the rules that, in case of offer or invitation for non-convertible debentures, where the proposed amount to be raised through such offer or invitation exceeds the limit as specified in clause (c) of sub-section (1) of section 180 of the Act, it shall be sufficient if the company passes a previous special resolution only once in a year for all the offers or invitations for such debentures during the year.

The Members of the Company had given their consent under Section 42 and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014, in the Annual General Meeting held on September 09, 2024, which shall lapse after one year.

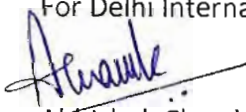
Accordingly, in terms of Section 42 and Section 71 of the Companies Act, 2013, read with the applicable rules, it is required to obtain the approval of the Members to issue Non-convertible Debt Securities including Debentures, Bonds, Notes, Commercial Papers or any other kind of Debt Security falling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

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

None of the Directors and/ or Key Managerial Personnel of the Company and/ or their relatives are concerned or interested, financially or otherwise, in the resolution set out in Item No. 9 of the accompanying notice.

The Board recommends passing of the resolution set out in Item No. 9 as a Special Resolution.

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



Abhishek Chawla, Company Secretary, Mem. No. F8118

Address: Sector-150, Noida-201301

Date: July 29, 2025

Place: New Delhi



DELHI INTERNATIONAL AIRPORT LIMITED
CIN No. U63033DL2006PLC146936

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E: DIAL-CS@gmrgroup.in

**DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT
AT THE 19th ANNUAL GENERAL MEETING,
PURSUANT TO CLAUSE 1.2.5 OF THE SECRETARIAL STANDARD-2 ON GENERAL MEETINGS**

1. Mr. Kada Narayana Rao:

Name of Director	Mr. Kada Narayana Rao			
DIN	00016262			
Age (Years)	~70 Years			
Qualification	B.Com, CA, CS, ICWA and CIMA			
Experience	~45 years			
Terms & Conditions of reappointment including remuneration	Retiring by rotation and being eligible, offers himself for re-appointment. Remuneration will be paid as approved by the members of the company.			
Remuneration Last drawn	The total CTC for the Financial Year 2024-25 as mentioned below:			
	Particulars		Amount	
	Fixed Remuneration		₹ 2,98,67,729/-	
	Performance Linked Incentive Pay (PLIP)		As per group HR PLIP policy.	
Date of first appointment as the Executive Director	April 17, 2007			
Shareholding in the Company	Nil			
Relationship with other Directors, Manager & KMPs	Not Applicable			
No. of Board Meeting Attended during the Year till date (FY 2024-25)	No. of Meetings held - 4			
	No. of Meetings Attended - 4			
Other Directorships	S. No.	Names of the Company	Designation	
	1.	GMR Goa International Airport Limited	Director	
	2.	Geokno India Private Limited	Director	
Committee Chairmanships / Memberships	S. No.	Name of the Company	Name of Committee	Designation
	1.	GMR Goa International Airport Limited	Audit Committee	Member
			Risk Management Committee	Member
	2.	Delhi International Airport Limited	Corporate Social Responsibility Committee	Member
			Stakeholders Relationship Committee	Member

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2. Mr. Fabien Alain Camille Lawson:

Name of Director	Mr. Fabien Alain Camille Lawson			
DIN	10360063			
Age (Years)	52 Years			
Qualification	Graduated from Institut d'Etudes Politiques de Paris			
Experience	~26 years			
Terms & Conditions of Appointment / Re-appointment including remuneration	Retiring by rotation and being eligible, offers himself for re-appointment. No remuneration paid to Mr. Fabien Lawson.			
Remuneration Last drawn	Not applicable			
Date of first appointment as Non- Executive Director	October 30, 2023			
Shareholding in the Company	Nil			
Relationship with other Directors, Manager & KMPs	Not Applicable			
No. of Board Meeting Attended during the Year (FY 2024-25)	No. of Meetings held - 4			
	No. of Meetings Attended - 2			
Other Directorships	S. No.	Names of the Company		Designation
	1.	GMR Vishakhapatnam International Airport Limited		Director
	2.	GMR Airport Developers Limited		Director
Committee Chairmanships / Memberships	S. No.	Name of the Company	Name of Committee	Designation
	1.	GMR Vishakhapatnam International Airport Limited	Nomination and Remuneration Committee	Member

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3. Dr. Srinivas Hanumankar:

Name of Director	Dr. Srinivas Hanumankar			
DIN	10303016			
Age (Years)	59 Years			
Qualification	Bachelor (Hon's), Master's and Doctorate Degree in Earth Sciences, apart from a Post - Graduate Diploma in Management			
Experience	More than 34 years			
Terms & Conditions of Appointment / Re-appointment including Remuneration	Retiring by rotation and being eligible, offers himself for re-appointment. No remuneration paid to Dr. Srinivas Hanumankar. (Sitting fee paid directly to Airports Authority of India for Dr. Hanumankar for attending Board and Committee meetings of the Company.)			
Remuneration Last drawn	Not Applicable.			
Date of first appointment as Non- Executive Director	October 01, 2023			
Shareholding in the Company	Nil			
Relationship with other Directors, Manager & KMPs	Not Applicable			
No. of Board Meeting Attended during the Year (FY 2024-25)	No. of Meetings held – 4			
	No. of Meetings Attended - 4			
Other Directorships	S. No.	Names of the Company		Designation
	1.	Deoghar Airport Limited		Chairman (Nominee Director)
	2.	AAI Cargo Logistics & Allied Services Company Limited		Nominee Director
Committee Chairmanships / Memberships	S. No.	Name of the Company	Name of Committee	Designation
	1.	Delhi International Airport Limited	Stakeholders Relationship Committee	Member
	2.	AAI Cargo Logistics & Allied Services Company Limited	Corporate Social Responsibility Committee	Member

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4. Mr. Pankaj Malhotra:

Name of Director	Mr. Pankaj Malhotra			
DIN	10419629			
Age (Years)	More than 57 Years			
Qualification	Chartered Accountant & Cost Accountant			
Experience	More than 31 Years			
Terms & Conditions of Appointment / Re-appointment including Remuneration	Retiring by rotation and being eligible, offers himself for re-appointment. No remuneration paid to Mr. Pankaj Malhotra. (Sitting fee paid directly to Airports Authority of India for Mr. Pankaj Malhotra for attending Board and Committee meetings of the Company.)			
Remuneration Last drawn	Not Applicable.			
Date of first appointment as Non- Executive Director	December 09, 2023			
Shareholding in the Company	Nil			
Relationship with other Directors, Manager & KMPs	Not Applicable			
No. of Board Meeting Attended during the Year (FY 2024-25)	No. of Meetings held – 4			
	No. of Meetings Attended - 4			
Other Directorships	S. No.	Names of the Company		Designation
	1.	Mumbai International Airport Limited		Director
Committee Chairmanships / Memberships of other boards	S. No.	Name of the Company	Name of Committee	Designation
	1.	Delhi International Airport Limited	Audit Committee	Member

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5. Mr. Matthias Engler:

Name of Director	Mr. Matthias Engler			
DIN	06363447			
Age (Years)	~55 years			
Qualification	Engineering and Management (from TH Darmstadt)			
Experience	More than 25 years			
Terms & Conditions of Appointment / Re-appointment including Remuneration	As explained in the Resolution			
Remuneration Last drawn	Not Applicable			
Date of first appointment as the Non-Executive Director	May 22, 2025			
Shareholding in the Company	Nil			
Relationship with other Directors, Manager & KMPs	Not Related			
No. of Board Meeting Attended during the Year (FY 2024-25) as Non-Executive Director	Not Applicable			
	Not Applicable			
Other Directorships (Company incorporated outside India)	S. No.	Name of the Company	Designation	
	1.	Fraport Asia Ltd.	Director	
	2.	Pantares Tradeport Asia Ltd.	Director	
	3.	Tradeport Hang Kong Ltd.	Director	
Committee Chairmanships / Memberships	S. No.	Name of the Company	Committee	Designation
	Not Applicable			
