



DELHI INTERNATIONAL AIRPORT LIMITED

Regd. Office: New Udaan Bhawan, Opp. Terminal 3, IGI Airport, New Delhi-110 037
CIN No.U63033DL2006PLC146936

NOTICE TO THE MEMBERS

Notice is hereby given that the Eleventh Annual General Meeting of the Company will be held on September 05, 2017 at 11:30 a.m. at **First Floor, New Udaan Bhawan, Opp. Terminal - 3, Indira Gandhi International Airport, New Delhi - 110 037**, to transact the following business(s) on Shorter Notice:

ORDINARY BUSINESS

1. To consider and adopt:
 - (a) the Audited Financial Statements as at March 31, 2017, 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, 2017, together with annexures thereto and Auditors report thereon.
2. To declare final Dividend of Rs. 0.65 per equity share for the financial year ended March 31, 2017.
3. To appoint a director in place of Mr. G.M. Rao (DIN 00574243), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a director in place of Mr. G. Subba. Rao (DIN 00064511), who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint a director in place of Ms. Gargi Kaul (DIN 07173427), who retires by rotation and being eligible, offers herself for re-appointment.
6. To appoint a director in place of Mr. Suresh Goyal (DIN 02721580), who retires by rotation and being eligible, offers himself for re-appointment.
7. To consider and approve the re-appoint/appoint M/s. S.R. Batliboi & Associates, L.L.P Chartered Accountants (Firm Registration No. 101049W/E40000W) and M/s. K.S. Rao & Co. (Firm Registration No. 003109S) as the Joint Statutory Auditors of the Company and

authorize Board of Directors to fix their remuneration by passing the following resolution as a Special Resolution:

7(A) "RESOLVED THAT M/s. S.R. Batliboi & Associates, L.L.P Chartered Accountants (Firm Registration No. 101049W/E40000W) be and are hereby re-appointed as Joint Statutory Auditors of the Company to hold office from the conclusion of this Meeting till the conclusion of the 13th Annual General Meeting, at such remuneration as may be determined by the Board of Directors".

7(B) "RESOLVED THAT pursuant to Section 139 of the Companies Act, 2013 (Act, also includes any re-enactment or modification thereof), any other applicable provisions of the Act and rules made thereunder, M/s. K.S. Rao & Co., Chartered Accountants (Firm Registration No. 003109S) are hereby appointed as Joint Statutory Auditors of the Company to hold office from the conclusion of this Meeting till the conclusion of the 16th Annual General Meeting, at such remuneration as may be determined by the Board of Directors".

SPECIAL BUSINESS

8. **Re - appointment of Ms. V. Siva Kameswari (DIN : 02336249) as an Independent Director for a term of 5 years**

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

"RESOLVED THAT pursuant to the provisions of Section 149, 152, 160 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the said act, (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms. V. Siva Kameswari (DIN - 02336249), Independent Director of the Company, who has submitted a declaration that she meets the criteria for independence as provided under Section 149(7) of the Companies Act, 2013 and rules made thereunder and in respect of whom the Company has received a notice in writing from a Member proposing her candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013 be and is hereby re-appointed as an Independent Director of the Company for 5 consecutive years starting from the conclusion of 11th AGM."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds and things as it may be deemed necessary in this regard, including filing of necessary statutory forms with Registrar of Companies, Ministry of Corporate Affairs, as may be required from time to time".

9. **Ratification of remuneration of M/s Narasimha Murthy & Co., Cost Accountants as Cost Auditors of the Company for F.Y 2017-18**

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

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the Financial year ending March 31, 2018, be paid the remuneration as set out in the Statement annexed to the Notice convening this Meeting.

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

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

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

"RESOLVED THAT pursuant to the provisions of Section 42 and 71 of the Companies Act, 2013 ('the Act'), read with Companies (Prospectus and Allotment of Securities) Rules, 2014, The Companies (Share Capital and Debentures Rules, 2014) and other applicable provisions, if any, of the Act and Rules made thereunder (including any circulars, clarifications, statutory modifications or re-enactments thereof for the time being in force) and in accordance with the provisions of Securities and Exchange Board of India (Issue & Listing of Debt Securities) Regulations, 2008 as applicable (including any circulars, clarifications, statutory modifications or re-enactments thereof for the time being in force), any other applicable statute, Rules, Regulations, Guidelines, Notifications and Circulars, as amended from time to time, the Memorandum and Articles of Association of the Company, subject to the applicable provisions of International Laws, Rules and Regulations in case of Foreign Issues/Bonds/Notes/any other Debt Instrument by whatever name called and subject to such other approvals as may be required from regulatory authorities (either Domestic or Foreign, as applicable) from time to time, the consent of the Company, be and is hereby accorded to the Board to offer, issue and allot Secured or Unsecured Non-convertible Debentures/Bonds/Or any other form of Debt Securities or instrument by whatever name called (hereinafter referred as 'Debt Securities'), either in domestic market or international market, in one or more tranches within the overall borrowing limits of the Company, as approved by the Members, from time to time on private placement basis, on such terms and conditions as the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee which the Board may have constituted or may hereinafter constitute to exercise one or more of its powers including the powers conferred hereunder) determine and consider proper and most beneficial to the Company including as to when the said 'Debt Securities' to be issued, the consideration for the issue, utilization of the issue proceeds and all matters connected with or incidental thereto.

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

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

Place: New Delhi
Date: August 09, 2017

S/d
Saurabh Jain
Company Secretary

NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

- 2. THE RELEVANT EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF SPECIAL BUSINESS UNDER THE ITEM NO. 8 TO 10 ARE ANNEXED HERETO.**
- 3. ATTENDENT SLIP IS ANNEXED**
- 4. DETAILS OF DIRECTORS APPOINTED/RE-APPOINTED AS REQUIRED BY SECRETARIAL STANDARDS ON GENERAL MEETING IS ALSO ATTACHED**
- 5. ROUTE MAP ATTACHED**

ANNEXURE TO NOTICE

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

Item No. 8

Ms. V. Siva Kameswari was appointed as Independent Director(s) of the Company at the 9th Annual General Meeting held on September 18, 2015 for a term of 2 years till the conclusion of 11th AGM.

Pursuant to the provision of section 149(10) of the Companies Act 2013, an independent director shall hold office for a term upto 5 consecutive years on the board of the company, but shall be eligible for re - appointment on passing a special resolution by the company.

The company has received notice under Section 160 of the Companies Act, 2013, from a member, along with the necessary deposit of Rs. 1,00,000/- proposing the candidature of the said the Directors, to be re-appointed as such under the provisions of section 149 of the Companies Act, 2013.

The Company has received (i) consent in writing to act as director pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014 (ii) intimation to the effect that she is not disqualified under section 164(2) of the Companies Act, 2013 and (iii) a declaration of Independence as required under Section 149(7) of the Companies Act, 2013.

The Nomination and Remuneration Committee at its Meeting held on July 20, 2017 recommended the re-appointment of said Director, as Independent Director to hold office for a second term for a period 5 years from the conclusion of this AGM.

The Board of Directors of the Company at its Meeting held on August 09, 2017 also accorded its consent to the re-appointment of the said Director as Independent Director for the second term for a period 5 years from the conclusion of this AGM, subject to approval of Members at the ensuing Annual General Meeting.

In the opinion of the Board, she fulfills the conditions specified in the Act and the rules made thereunder for the re-appointment as Independent Director of the Company

In Compliance with provision of Section 149 read with Schedule IV of the Companies Act, 2013, the resolution for the re-appointment of the said Director as the Independent Director of the Company for a second term of 5 years is placed before the members for their approval. The said Director will not be liable to retire by rotation.

As per the provisions of the Companies Act, 2013, the re-appointment of Independent Director shall be on the basis of performance evaluation. The performance of the Independent Director has been evaluated by the Board on the following broad parameters and the result of which is as follows:

S. No.	Parameters	Overall Rating		
		Ms. Kameswari	V. Siva	
1	Understands governance, regulatory, legal, financial, fiduciary and ethical requirements of the board.		5	
2	Adheres to high standards of personal integrity and gives high priority to ethical standards		5	
3	Has adequate knowledge of the company's key activities, financial condition and key developments		5	
4	Attendance at meetings		5	
5	Asks probing questions focused on policy and strategy rather than tactics and details		5	

Except Ms. V. Siva Kameswari, being appointee, 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.

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

Item No. 9

As per the provisions of Section 148 of the Companies Act, 2013, and Companies (Audit and Auditors) Rules, 2014, on the recommendation of Audit Committee, the Board of Directors have appointed M/s. M/s. Narasimha Murthy & Co. Cost Accountants as Cost Auditor for the Financial Year 2017 -18.

The Audit Committee and the Board has recommended and approved the remuneration of Rs 7 lacs for the financial year 2017 - 18 and out of pocket expenses (excluding of taxes) for the Cost Auditor.

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. 9 of the Notice for ratification of the remuneration of Rs. 7 lacs and out of

pocket expenses (excluding of taxes) payable to the Cost Auditors for the financial year ending March 31, 2018.

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.

The Board recommends the Ordinary Resolution set out at Item No. 9 of the Notice for approval by the members.

Item No. 10

The existing borrowing of the company consists of USD 288.75 Mn of Foreign Currency Bonds 2022, USD 522.60 Mn of Foreign Currency Bonds 2026 and Rs. 384 crore Working Capital Facility. The Company may raise funds from time to time from various Debt Securities for the purpose of re-financing of existing Debt or for any other purpose, during the year.

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

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

The members of the Company has given its consent for the above purpose in the Annual General Meeting held on September 20, 2016, which shall lapse after one year.

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

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. 10

The Board recommends passing of the resolution set out in Item No. 10 as a special resolution.

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

Place: New Delhi
Date: August 09, 2017

S/d
Saurabh Jain
Company Secretary



FORM NO MGT-11

PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014)

CIN : U63033DL2006PLC146936

Name of the Company : Delhi International Airport Limited

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

Name of the Member(s) :	
Registered Address	
E mail Id :	
Folio No / Client Id	
DP ID :	

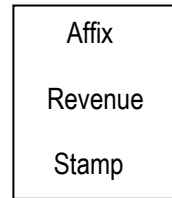
I/We, being the member(s) of shares of the above named company, hereby appoint:

- (1) Mr. r/o
Having email ID failing him;
- (2) Mr. r/o
Having email ID failing him;
- (3) Mr. r/o
Having email ID failing him;

as my / our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on September 05, 2017 at 11.30 a.m. at , **New Udaan Bhawan, Opp. Terminal - 3, Indira Gandhi International Airport, New Delhi - 110 037** and at any adjournment thereof in respect of all the resolutions as are mentioned in the Notice of AGM.

Signed this _____ day of _____, 2017.

Signature of the Shareholder.....



Signature of Proxy holder(s)

- (1) Name
- (2) Name
- (3) Name

Notes: This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.



DELHI INTERNATIONAL AIRPORT LIMITED

Regd. Office: New Udaan Bhawan, Opp. Terminal 3, IGI Airport, New Delhi-110 037
CIN No.U63033DL2006PLC146936

Attendance Slip

11th Annual General Meeting on September 05, 2017 at 11.30 A.M

Regd. Folio No. / DP ID & Client ID

I certify that I am a Registered Shareholder / Proxy for the Registered Shareholder of the Company.

I hereby record my presence at the 11th Annual General Meeting of the Company held on September 05, 2017 at 11.30 AM at , New Udaan Bhawan, Opp. Terminal - 3, Indira Gandhi International Airport, New Delhi - 110 037.

Member's / Proxy name in BLOCK letters

Member's / Proxy's Signature

THE COMPANIES ACT, 2013
Consent of shareholder for shorter notice
[pursuant to section 101(1)]

To,

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

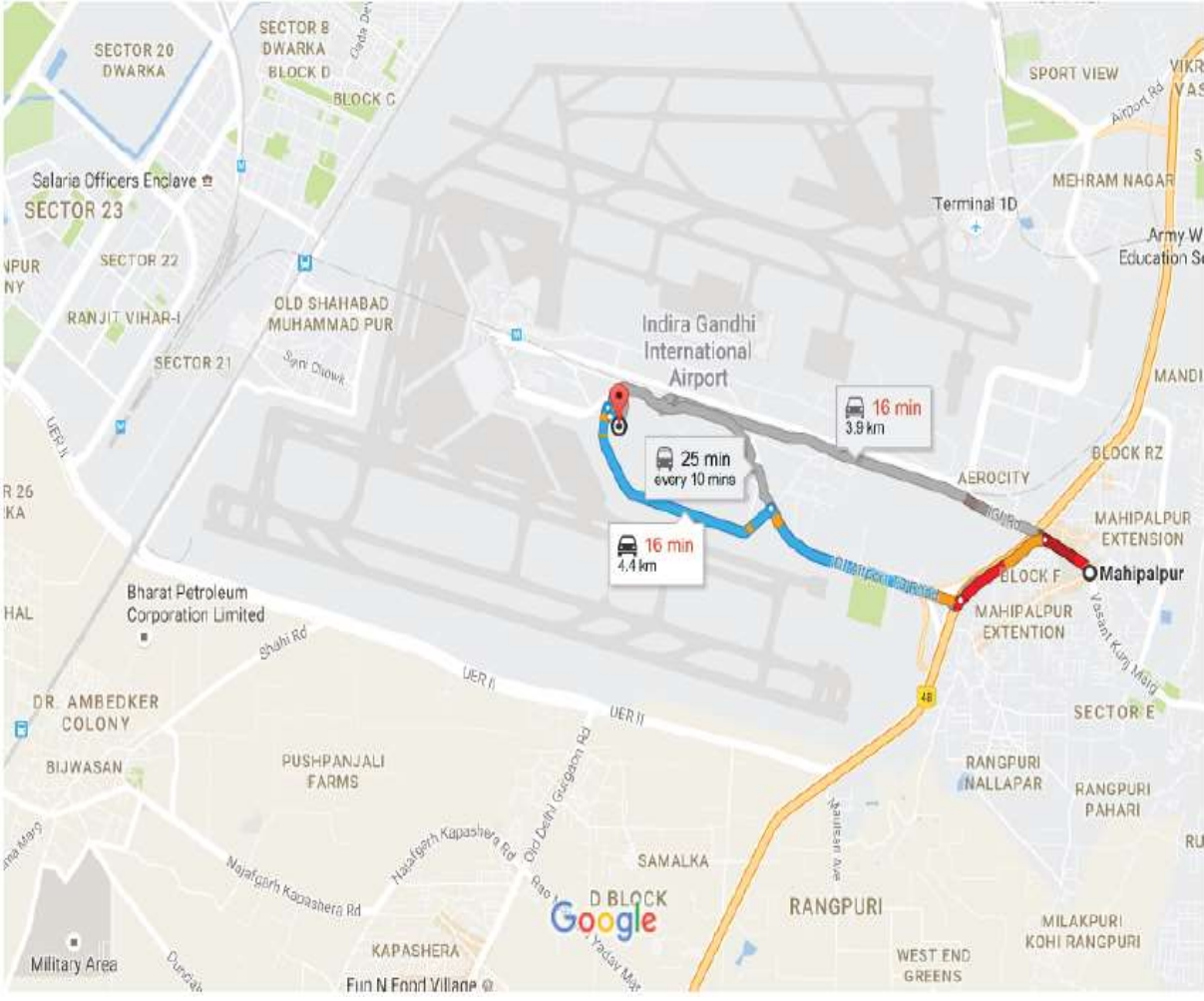
I/We, _____

[Name of the Shareholder] being the holder of _____ nos of
equity/preference shares of Rs.10/- each in the company, having Client Id
_____, D.P. Id _____ hereby give consent, pursuant to
section 101(1) of the Companies Act, 2013, to hold the annual general meeting on September
05, 2017 at **11:30 am** at a shorter notice.

Signature
Shareholder/Authorised Representative in case of Corporate

Name
(In Block Letters)

Date:.....



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

S. No.	Name of Director	DIN No.	Age (Years)	Qualification	Experience	Terms & Condition of Appointment	Remuneration Details	Date of 1st Appointment on Board	Shareholding in the Company	Relationship with other Director	Manager & KMP of other company	No. of Board		Other Directorships and Committee	Memberships / Chairmanships in Committee
												No. of meetings held	No. of meetings attended		
1	Mr. G.M. Rao	00574243	68	B.Tech-M.E	More than 40 years	retiring by rotation and being eligible, offers himself for re-appointment.	NA	4/19/2006	Nil	Father of Mr. Grandhi Kiran Kumar & Mr. GBS Raju, Father in law of Mr. Srinivas Bommidala	NIL	6	6	1. GMR INFRASTRUCTURE LIMITED - Whole time director 2. GMR AIRPORTS LIMITED -Whole Time Director 3. AMG HEALTHCARE DESTINATION PRIVATE LIMITED - Director 4. ANDHRA PRADESH STATE SKILL DEVELOPMENT CORPORATION - Director	GMR Infrastructure Limited- Chairman-Management Committee
2	Mr. G. Subba Rao	00064511	66	B.Com, CA	37 years	retiring by rotation and being eligible, offers himself for re-appointment.	NIL	4/19/2006	Nil	No Relationship	NIL	6	6	1. Delhi Aerotropolis Private Limited - Director 2. GMR Sports Private Limited - Director 3. GMR League Games Private Limited - Director 4. Badrinath Hydropower Generation Private Limited - Director 5. GMR Bajoli Holi Hydropower Private Limited - Director 6. GMR (Badrinath) Hydro Power Generation Private Limited - Director 7. GMR Indo-Nepal Energy Links Limited - Director 8. GMR Indo-Nepal Power Corridors Limited - Director 9. Hantal Hydropower Company Private Limited, Nepal - Director 10. GMR Upper Karnali Hydropower Limited, Nepal - Director 11.GMR Infra Developers Limited-Director 12.Delhi International Airport Private Limited-Director	1. GMR Upper Karnali Hydropower Limited, Nepal- ACM Chairman 2. GMR (Badrinath) Hydro Power Generation Private Limited- Member- Executive Committee 3.Delhi International Airport Private Limited-ACM Chairman 4.Delhi International Airport Private Limited- Nomination & Remuneration Committee Chairman 5.Delhi International Airport Private Limited- Share Allotment, Transfer & Grievance Committee Chairman 6.Delhi International Airport Private Limited-Member CSR 7.GMR Aviation Private Limited-Member - Allotment Committee
3	Ms. Gargi Kaul	07173427	57	M.Phil, IAS	30 years	Non-executive Director nominated by the Airport Authority of India	NA	7/23/2015	Nil	No Relationship	NIL	6	5	1. Pawan Hans Limited - Director 2. Air India Air Transport Services Limited - Director 3. Hotel Corporation of India Limited - Director 4. Air India Limited - Director 5.Air India Engineering Services Limited - Director	Nil
4	Mr. Suresh Goyal	02721580	49	B.E, MBA-IIM	21 Years	retiring by rotation and being eligible, offers himself for re-appointment.	NA	5/10/2012	Nil	No Relationship	NIL	6	2	1. MB Power (Madhya Pradesh) Limited - Director 2. SBI Macquarie Infrastructure Management Private Limited - Director 3. ATC Telecom Infrastructure Private Limited - Director 4. GMR Airports Limited -Director 5. Ashoka Concessions Limited - Director 6. GMR Jadhcheria Expressways Ltd. - Director 7. Gujarat Road And Infrastructure Company Limited - Director	GMR Airports Limited- 1.Member- ACM MB Power (Madhya Pradesh) Limited- Member- ACM Ashoka Concessions Limited- Member Nomination & Remuneration Committee ATC Telecom Infrastructure Private Limited- Member- CSR Committee MB Power (Madhya Pradesh) Limited- Member- Project Management Committee MB Power (Madhya Pradesh) Limited- Member- Banking Committee GMR Airports Limited- member- Nomination & Remuneration Committee GMR Airports Limited- Member Share Allotment & Transfer Committee SBI Macquarie Infrastructure Management Private Limited-Member CSR Committee
5	Mr. Siva Kameswari Vissa	02336249	53	CA	More than 24 years	Independent Director appointed for a term of 2 years as per the terms and conditions mentioned in the Letter of Appointment available for inspection at the Registered office of the Company during business hours on any working day, same is also available on the website of the Company i.e. http://www.newdelhiairport.in/our-company.aspx	NA	3/4/2015	Nil	No Relationship	Nvision Management Solutions (P) Ltd - Managing Director	6	5	1. NVISION MANAGEMENT SOLUTIONS PRIVATE LIMITED - Director 2. GMR INFRASTRUCTURE LIMITED - Director 3. GMR HYDERABAD INTERNATIONAL AIRPORT LIMITED - Director 4. VST Tilers Tractors Limited - Director 5. GMR Airports Limited - Director 6. GMR KRISHNAGIRI SEZ LIMITED - Director 7. DELHI DUTY FREE SERVICES PRIVATE LIMITED - Director 8.Delhi International Airport Private Limited-Director 9.L & T Values Limited-Director 10.Madhura Micro Finance Limited-Director	GMR INFRASTRUCTURE LIMITED - Member Audit Committee GMR HYDERABAD INTERNATIONAL AIRPORT LIMITED -Member Audit Committee

	VST Tilers Tractors Limited -Member Audit Committee
	GMR Airports Limited-Member Audit Committee GMR Krishnagiri SEZ Limited - Member - Nomination and Remuneration Committee
	GMR Krishnagiri SEZ Limited - Member - Audit Committee
	DELHI DUTY FREE SERVICES PRIVATE LIMITED- Member Audit Committee
	Delhi International Airport Private Limited-Member Audit Committee
	L & T Values Limited-Member Audit Committee
	Madhura Micro Finance Limited-Member Audit Committee
	GMR KRISHNAGIRI SEZ LIMITED -Member - Nomination and Remuneration Committee
	L & T Values Limited-Member - Nomination and Remuneration Committee & Member of CSR Committee
	Delhi International Airport Private Limited-Member - Nomination and Remuneration Committee & Member of Sub Committee of Board for Selection of Power Supplier