



DELHI INTERNATIONAL AIRPORT LIMITED
CIN No. U63033DL2006PLC146936

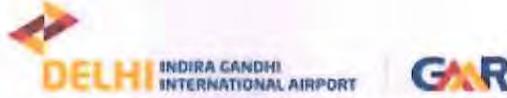
Regd. Office: New Udaan Bhawan, Opp. Terminal 3, Indira Gandhi International Airport,
New Delhi-110 037
T: + 91 11 4719 7000 **F:** +91 11 4719 7181 **W:** www.newdelhiairport.in
E: DIAL-CS@gmrgroup.in

NOTICE TO THE MEMBERS

Notice is hereby given that the seventeenth (17th) Annual General Meeting (“AGM”) of the Members of Delhi International Airport Limited (the “Company”) will be held on Thursday, September 14, 2023, 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, 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, 2023, 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, 2023, together with annexures thereto and the Report of the Auditors thereon.
2. To appoint a director in place of Mr. Philippe Pascal (DIN: 08903236), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a director in place of Mr. Regis Lacote (DIN: 09135168), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a director in place of Mr. Anil Kumar Pathak (DIN: 08213061), who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint a director in place of Ms. Rubina Ali (DIN: 08453990), who retires by rotation and being eligible, offers herself 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, 2024.

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, if any), the remuneration payable to M/s. Narasimha Murthy & Co., [Firm Registration No. 000042] Cost Auditors of the Company, of up to ₹ 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, 2024, 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 Jaipurkar - 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. Amendment of the Articles of Association of the Company.

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 5, Section 14 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the applicable rules framed thereunder and SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021 [“SEBI NCS Regulations”] (including any statutory modification(s) or amendment(s) thereto or re-enactment thereof for the time being in force) if any and all other laws, acts, rules, regulations, guidelines, circulars, directions and notifications issued by the regulatory authorities, as applicable from time to time, the consent of the Members of the Company be and is hereby



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accorded for amendment in the Articles of Association (“AOA”) of the Company, including but not limited to the modification in the numbering and structure of AOA pursuant to the requirements of E-forms to be filed with the Registrar of Companies, aligning the AOA as per the provisions of Companies Act, 2013 and the amended SEBI NCS Regulations and other modifications as per the draft placed before the Members.

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 E- forms or returns with the Registrar of Companies or the Ministry of Corporate Affairs and to do all such acts, deeds and things, as may be considered necessary or incidental thereto for giving effect to this resolution.”

8. To consider and approve the increase in borrowing powers of the company from existing ₹ 15,000 crores to ₹ 17,000 crores.

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

“RESOLVED THAT in supersession of all the earlier resolutions passed in this regard, subject to the provisions contained in Shareholders Agreement, Operation, Management and Development Agreement (OMDA) entered into by the Company with Airports Authority of India dated April 4, 2006, Lease deed dated April 25, 2006, the consent of the shareholders be and is hereby accorded to the Board of Directors in terms of Section 180(1)(c) of the Companies Act, 2013 or other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) or amendment(s) thereto or re-enactment thereof for the time being in force) if any, for borrowing/ availing financial assistance of any sum or sums of money from time to time from any one or more Banks, Financial Institutions, Investors, Lenders or Refinance Lenders, any other persons, firms, Bodies Corporate, Pension Funds, Hedge Funds or any other Funds, either Indian or foreign (hereinafter referred as ‘Lenders’ or ‘Investor’), whether by way of cash credit, advances or deposits, loans or working capital, bill discounting or Bonds, Notes, Non-Convertible Debentures, Foreign Currency Bonds or any other debt, debt instrument, financial assistance / facilities and whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge of the Company’s investment, assets and/or other properties whether movable or immovable or stock in trade (including raw materials, stores, spares parts and components in stock in transit) and work in progress and all or any of the undertakings of the Company, notwithstanding that the money to be borrowed by the Company, apart from working capital borrowings obtained from the Company’s bankers in the ordinary course of business will or may exceed the aggregate of the



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paid up share capital of the Company and its free reserves provided that the total amount upto which the moneys may be borrowed by the Board of Directors outstanding at any time shall not exceed the sum of ₹ 17,000 crores (Indian Rupees Seventeen Thousand Crore only).

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 E-forms or returns with the Registrar of Companies or the Ministry of Corporate Affairs and to do all such acts, deeds and things, as may be considered necessary or incidental thereto for giving effect to this resolution.”

9. To consider and approve the creation of charge/mortgage over the assets of the company upto an aggregate amount not exceeding ₹ 17,000 crores pursuant to Section 180(1)(a) of the Companies Act, 2013.

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

“**RESOLVED THAT** in supersession of all the earlier resolutions passed in this regard, subject to the provisions contained in Shareholders Agreement, Operation, Management and Development Agreement (OMDA) entered into by the Company with Airports Authority of India (AAI) dated April 4, 2006, the first mortgage created on all Transfer Assets (present and future) in favour of AAI as security for payment of amounts due from the Company to AAI under OMDA, Lease deed dated April 25, 2006 and subject to all other approvals as may be required in this regard, consent of the Shareholders be and is hereby accorded to the Board of Directors in terms of Section 180 (1)(a) and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof for the time being in force) if any, to secure the loans, guarantees, working capital facilities, Non-Convertible Debentures, Bonds, Notes, Foreign Currency Bonds or any other debt, debt instrument, financial assistance / facilities, made available or to be made available by the Banks, Financial Institutions, Investors, Lenders or Refinance Lenders, any other persons, firms, Bodies Corporate, Pension Funds, Hedge Funds or any other Funds, either Indian or foreign (hereinafter referred as ‘Lenders’ or ‘Investor’), in any form or instrument, to the Company in one or more tranches up to the aggregate amount not exceeding ₹ 17,000 Crore (Indian Rupees Seventeen Thousand Crore only) together with interest, compound interest and all costs, charges and expenses and all other monies as may be due and payable by the Company in that behalf, by way of mortgage/ hypothecation/ charge over company’s assets, cash flows, book debts, receivables and any other revenues of whatsoever nature, excluding Annual Fee



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payable to AAI as per OMDA, all intangibles including but not limited to goodwill, uncalled capital, present and future; a charge on the Company's share of the Escrow Account / Trust and Retention Account and other reserves, and any other bank accounts of the Company wherever maintained; assignment of non-transfer assets (specifically excluding title over the Airport Site land, Transfer Assets and any of the underlying lands corresponding to the Transfer or Non-Transfer Assets), rights, title and interest of the Company, present and future as per Article 13.1 of the OMDA; pledge of the paid up equity share capital of the Company by its shareholders, excluding AAI, to the extent required by Lenders or Investors in such form and in such manner and on such terms and conditions as the Board of Directors of the Company may consider and think fit and proper in the interest of the Company.

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

10. 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 and 71 of the Companies Act, 2013 ("the Act"), read with Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures Rules, 2014) and in accordance with the provisions of Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, 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



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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 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: Ace Golfshire, Sector-150, Noida-201301

Date: August 14, 2023

Place: New Delhi



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NOTES:

1. In view of the prevailing COVID-19 pandemic and to maintain the social distancing norms, the Ministry of Corporate Affairs (“MCA”) has, vide its circular dated December 28, 2022 read together with circulars dated January 13, 2021, April 8, 2020, April 13, 2020, May 5, 2020 and May 5, 2022 (collectively referred to as “MCA Circulars”) and other applicable circular(s)/ notification issued by MCA/ Securities and Exchange Board of India (SEBI), permitted convening the Annual General Meeting (“AGM” / “Meeting”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without physical presence of the members at a common venue. 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, the 17th Annual General Meeting (“AGM” of “the Meeting”) of Delhi International Airport Limited (“DIAL” or “the Company”) is scheduled to be held on Thursday, September 14, 2023, at 03.00 P.M. (IST), through VC / OAVM.
2. The deemed venue for the 17th AGM is the Registered Office of the Company i.e., New Udaan Bhawan, Opposite Terminal - 3, Indira Gandhi International Airport, New Delhi-110 037.
3. 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 OAVM and issue of AGM Notice and subject to the fulfillment of the requirements which are covered hereunder in this Notice.
4. 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



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be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this AGM Notice.

5. Notice of convening the 17th AGM along with the 17th Annual Report for the financial year 2022-2023 (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 17th AGM has been uploaded on the website of the Company at www.newdelhairport.in.
6. The relevant details of Directors retiring by rotation/ seeking 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.
7. The Board of Directors has considered and decided to include item numbers 6 to 10 given above as Special Business in the Notice to the 17th AGM, as they consider it unavoidable in nature.
8. The explanatory statement pursuant to Section 102(1) of the Act in respect of Special Business is annexed hereto.
9. 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 September 08, 2023 and response for the same will be sent by the Company accordingly.
10. 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.



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11. 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.
12. 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/98944693560?pwd=ZWlqWFlrWnBITWZzRUZoUndUeXNuUT09>
 - ✓ **Meeting ID:** 989 4469 3560 **Passcode:** 123456
 - ✓ 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.
13. 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.
14. 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.
15. 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



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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] through their email addresses which are registered with the Company.

16. 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: Ace Golfshire, Sector-150, Noida-201301

Date: August 14, 2023
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 has re-appointed M/s. Narasimha Murthy & Co. - Cost Accountants [Firm Registration No. 000042] as Cost Auditor for the financial year ending on March 31, 2024.

The Audit Committee and the Board have approved and recommended the remuneration of the Cost Auditor of up to ₹ 8,50,000/- (Rupees Eight Lakh Fifty Thousand Only) and out of pocket expenses (excluding of taxes) for the financial year ending on March 31, 2024.

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 up to ₹ 8,50,000/- (Rupees Eight Lakh Fifty Thousand Only) payable to the Cost Auditors for the financial year ending on March 31, 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. 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

Securities and Exchange Board of India (SEBI), vide its Vide Notification No. SEBI/LAD-NRO/GN/2023/119 dated February 02, 2023 (SEBI Notification), has inter-alia, amended SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021 ["SEBI NCS Regulations"].

Accordingly, a listed company issuing non-convertible debt securities is required to ensure that its Articles of Association enables the Board of Directors to appoint a person nominated by the



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debenture trustee(s) in terms of clause (e) of sub-regulation (1) of regulation 15 of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993 as a Nominee director on its Board of Directors i.e. in the event of: (i) two consecutive defaults in payment of interest to the debenture holders; or (ii) default in creation of security for debentures; or (iii) default in redemption of debentures.

Provided that the issuer whose debt securities are listed as on the date of publication of the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) (Amendment) Regulations, 2023 in the official gazette, shall amend its Articles of Association to comply with this provision, on or before September 30, 2023.

Accordingly, in order to comply with SEBI Regulations, it is proposed to amend the Articles of Association [AOA] of the Company, wherein the Debenture Trustee will be provided the right to appoint a nominee director in the event of the aforementioned defaults made by the Company.

Further, since the Company will be altering its AOA pursuant to the aforementioned statutory requirement, it is also proposed to amend the AOA of the Company only to the limited extent of removing the reference of sections of Companies Act, 1956. The old sections of Companies Act, 1956, which is presently coming in the AOA would be replaced with the new sections as per the provisions of Companies Act, 2013. Further, as per the provisions of Companies Act, 2013, the Company will also be required to file with the Registrar of Companies (ROC), E-Form MGT-14 along with E-Form INC-34, to give effect to the aforementioned amendment in the AOA. The company will be required to populate its articles under such specific headings as mentioned under E-Form INC-34, hence, the numbering and structure of the existing AOA of the Company would change in line with the applicable provisions of Companies Act, 2013, read along with applicable rules and circulars issued thereunder. There will not be any change in the content of the Articles, except the amendments as proposed above.

Accordingly in terms of provisions of Section 5, Section 14 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), it is required to obtain the approval of the Members to alter the articles of association of the company.

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. 7 of the accompanying notice.

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



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Item No. 8.

As per the provision Section 180(1)(c) of the Companies Act, 2013, the consent of the Members of the Company through Special resolution is required for exercising the borrowing powers, where the moneys to be borrowed by the Company together with the moneys already borrowed will exceed the aggregate of the paid up Share Capital, Free Reserves and Securities Premium of the Company.

Presently, the limit approved by the Members under Section 180(1)(c) of the Companies Act, 2013 is ₹ 15,000 crores and the current outstanding for long term borrowings of the Company is around ₹ 13,846.76 Crores as on June 30, 2023.

In view of the foregoing, it is required to increase the overall borrowing limits of the Company from existing ₹ 15,000 crores to ₹ 17,000 crores by seeking the approval of the Members under Sections 180(1)(c) of the Companies Act, 2013.

Accordingly, in terms of Section of the 180(1)(c) Companies Act 2013, read with the rules made thereunder, it is required to obtain the approval of the Members to increase the overall borrowing limits of the company from existing ₹ 15,000 crores to ₹ 17,000 crores.

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 a Special Resolution.

Item No. 9.

As per the provision of Section 180(1)(a) of the Companies Act, 2013, the consent of the Members of the Company through Special resolution is required to mortgage, sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company. For the purpose of creation of charge/mortgage on the assets of the Company in favor of the Lenders for the financial assistance, it is necessary to obtain the approval of the Members under the aforesaid provisions of the Companies Act, 2013.



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Presently, the limit approved by the Members of the Company under Section 180(1)(a) of the Companies Act, 2013 is ₹ 15,000 crores and in view to increase the limit from existing ₹ 15,000 crores to ₹ 17,000 crores, would be required for creation of charge/mortgage on the assets of the Company in favor of the Lenders for the financial assistance, by seeking the approval of Members through Special Resolution.

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.

Item No. 10.

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 its consent under Section 42 and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014, in the Annual General Meeting held on September 05, 2022, 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.



DELHI INTERNATIONAL AIRPORT LIMITED
CIN No. U63033DL2006PLC146936

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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 of the accompanying notice.

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

Abhishek Chawla
Company Secretary

Mem. No. F8118

Address: Ace Golfshire, Sector-150, Noida-201301

Date: August 14, 2023

Place: New Delhi

AGM Notice - Annexure A

17th AGM - 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	Age (in years)	Qualifications	Experience	Terms and Conditions of Appointment/Re-appointment	Remuneration Last drawn [p.a.] (FY 2022-2023)	Date of 1st Appointment on Board	Shareholding in the Company	Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	No. of Board Meeting Attended during the Year (FY 2022-2023)		Other Directorship	Memberships/Chairmanships in Committee
											No. of Meetings Held	No. of Meetings Attended		
1	Mr. Philippe Pascal	08903236	About 51 years	master's in public law	more than 26 years	Retiring by rotation and being eligible, offers himself for re-appointment.	N.A.	24-May-21	NIL	No Relationship	7	4	1. Média Aéroports de Paris 2. GMR Airports Limited 3. Delhi International Airport Limited	1. GMR Airports Limited a. Audit Committee - Member b. Business Plan Committee - Member
2	Mr. Regis Lacote	09135168	About 50 years	Graduate in Advanced Master, Airport Management and Master in Engineering Production Systems	More than 25 years	Retiring by rotation and being eligible, offers himself for re-appointment.	N.A.	24-May-21	NIL	No Relationship	7	6	1. GMR Visakhapatnam International Airport Limited 2. GMR Airport Developers Limited 3. Delhi International Airport Limited	1. GMR Visakhapatnam International Airport Limited a. Nomination and Remuneration Committee - Member 2. Delhi International Airport Limited a. Nomination and Remuneration Committee - Member
3	Mr. Anil Kumar Pathak	08213061	About 59 years	Master Degree in Environment Science & Engineering	more than 34 years	Retiring by rotation and being eligible, offers himself for re-appointment.	only sitting fee paid of INR 20,000 per meeting, in the name of Airports Authority of India.	29-Jan-19	NIL	No Relationship	7	5	1. AAI Cargo Logistics & Allied Services Company Limited 2. Delhi International Airport Limited 3. Dholera International Airport Company Limited 4. Ludhiana International Airport Limited 5. Mumbai International Airport Limited 6. Chandigarh International Airport Limited	1. Delhi International Airport Limited: a. Share Allotment, Transfer & Grievance Committee- Member b. Audit Committee - Member 2. AAI Cargo Logistics & Allied Services Company Limited: a. Nomination & Remuneration Committee - Member
4	Ms. Rubina Ali	08453990	About 56 years	Post Graduate (History)	More than 29 years	Retiring by rotation and being eligible, offers herself for re-appointment.	NIL	6-Jun-19	NIL	No Relationship	7	5	1. Mumbai International Airport Limited 2. Airport Authority of India 3. Delhi International Airport Limited 4. Hotel Corporation of India Limited	1. Hotel Corporation of India Limited a. Audit Committee - Chairman 2. Delhi International Airport Limited a. Nomination and Remuneration Committee - Member