



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 Eighteenth (18th) Extraordinary General Meeting (“EGM”) of the Members of Delhi International Airport Limited (the “Company”) will be held on Monday, February 06, 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 - 110 037, to transact the following business:

SPECIAL BUSINESS:

1. Appointment of Ms. Vidya Vaidyanathan [DIN: 08366688] as a Director of the Company.

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

“**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 Nomination and Remuneration policy and Articles of Association of the Company, and as recommended by the Nomination & Remuneration Committee and Board of Directors of the Company, Ms. Vidya Vaidyanathan [DIN: 08366688], who was appointed as an Additional Director of the Company by the Board of Directors with effect from November 14, 2022, 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 her 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.



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

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

Abhishek Chawla
Company Secretary

Mem. No. F8118

Address: 5061, Ace Golfshire, Sector-150, Noida-201301 Date:

January 15, 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 January 13, 2021 read together with circulars dated April 8, 2020, April 13, 2020, May 5, 2020 and May 5, 2022 (collectively referred to as “MCA Circulars”) and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 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 (“AGM”) 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 18th Extraordinary General Meeting (“EGM” or “the Meeting”) of Delhi International Airport Limited (“DIAL” or “the Company”) is scheduled to be held on Monday, February 06, 2023, at 03.00 P.M. (IST), through VC / OAVM.
2. The deemed venue for the 18th EGM 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 General Meeting 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 General Meeting through VC facility or OVAM and issue of General Meeting Notice and subject to the fulfillment of the requirements which are covered hereunder in this Notice.



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4. A Member entitled to attend and vote at the EGM 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 EGM is being held, pursuant to MCA Circulars on holding of General Meeting 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 EGM and hence the Proxy Form, and Attendance Slip are not annexed to this EGM Notice.
5. Notice convening the 18th EGM 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 18th EGM has been uploaded on the website of the Company at www.newdelhiairport.in.
6. The explanatory statement pursuant to Section 102(1) of the Act in respect of Special Business is annexed hereto.
7. All documents referred to in the accompanying Notice and the Explanatory Statement in respect of Special Business 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 EGM. Members seeking to inspect such documents can send an email to DIAL-CS@gmrgroup.in. Further, the Members seeking any information with regard to any matter as placed in the EGM are requested to write to DIAL-CS@gmrgroup.in at least 10 days before the EGM and response for the same will be provided accordingly.
8. The attendance of the Members attending the EGM through VC/ OAVM will be considered for the purpose of reckoning the quorum under Section 103 of the Act.
9. 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



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thereat, on their behalf at the EGM. 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.

10. The instructions or details of the EGM 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 EGM, is as follows:

✓ **Link to join the meeting:**

<https://gmrgroup->

[in.zoom.us/j/94888345511?pwd=NVDjdDUvK3Q5NGx4RE5LUWppcitrQT09](https://gmrgroup-in.zoom.us/j/94888345511?pwd=NVDjdDUvK3Q5NGx4RE5LUWppcitrQT09)

Meeting ID: 948 8834 5511

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 shareholder 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 9891344243

11. Facility for joining the EGM will be kept open 15 minutes before the scheduled time of the EGM and may close not earlier than 15 minutes after the commencement of the meeting.

12. The Chairman of the Board will preside as the Chairman of EGM. 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 EGM. 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 EGM, the members present shall choose one among themselves to be the Chairman of EGM.



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13. The Chairman of the EGM 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] through their email addresses which are registered with the Company.

14. This EGM 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: 5061, Ace Golfshire, Sector-150, Noida-201301

Date: January 15, 2023
Place: New Delhi



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ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND / OR APPLICABLE REGULATIONS OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.

Item No. 1

In terms of Section 161 of the Act, 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 Ms. Vidya Vaidyanathan [DIN: 08366688] as an Additional Director of the Company with effect from November 14, 2022.

In accordance with the proviso to Section 160 (1), the NRC and the Board of the Company has considered and recommended to the Members, appointment of Ms. Vidya Vaidyanathan 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 her candidature for the office of Director of the Company and Ms. Vidya Vaidyanathan has consented to act as a Director of the Company.

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

The Brief Profile of Ms. Vidya Vaidyanathan [DIN: 08366688] is as under:

“Ms. Vidya holds a Postgraduate degree in commerce from Bangalore University and a Cost accountant degree from the Institute of Cost and Works Accountants of India. Ms. Vidya is currently Executive Director (PPP - JVC), at the Airports Authority of India. Under the present portfolio, she is monitoring the functioning of the Joint venture airports of AAI and also heading the Regulatory Cell of AAI. Prior to this assignment, she headed the finance division at various airports of AAI and Regional headquarters/ Corporate Headquarters of AAI. She had experience



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in finance on varied areas on preparation of financial statements, statutory audit compliances, treasury management, revenue accounting etc. She had been a part of various working groups of International Civil Aviation Organization and had also submitted a working paper in the 39th Assembly at ICAO on the non-economic viability of the airports and cross-subsidization. She is also a Committee member in the ACI-Asia Pacific Economics Committee.”

Except Ms. Vidya Vaidyanathan, being the appointee, and her relatives, none of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the accompanying notice.

The Board of Directors recommends the resolution in relation to appointment of Ms. Vidya Vaidyanathan as a Non-Executive Director of the Company, as set out in Item No. 1 for the approval of the members by way of an Ordinary Resolution.

Information pursuant to 1.2.5 of the Secretarial Standard on General Meetings (SS- 2) regarding Director seeking appointment / re-appointment

Name	Ms. Vidya Vaidyanathan
DIN	08366688
Age	55 Years
Qualification	Post graduate degree in commerce from Bangalore University and a Cost accountant degree from the Institute of Cost and Works Accountants of India.
Experience	More than 30 Years
Terms & Conditions of re-appointment	As explained in the resolution
Details of remuneration sought to be paid	N.A.
Last drawn remuneration	N.A.
Date of first appointment on the board	November 14, 2022
Relationship with directors, managers & KMP	Not related
Number of shares held	NIL

Number of Board meeting attended during the Year till date (FY 2022-2023)	1 out of 1			
Other directorships	1. AAI Cargo Logistics & Allied Services Co. Ltd. 2. Dholera International Airport Co. Ltd.			
Chairman/member of the committees of boards of other companies	S. no	Company	Name of the committee	Chairman/Member
	1	Dholera International Airport Company Limited	Audit Committee	Member
	2	Dholera International Airport Company Limited	Nomination & Remuneration Committee	Member
	3.	Dholera International Airport Company Limited	Share Allotment Committee	Member
	4.	AAI Cargo Logistics & Allied Services Co. Ltd.	CSR	Member

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




Abhishek Chawla
Company Secretary
Mem. No. F8118

Address: 5061, Ace Golfshire, Sector-150, Noida-201301 Date:

January 15, 2023

Place: New Delhi