



DELHI INTERNATIONAL AIRPORT LIMITED

CIN No.U63033DL2006PLC146936

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

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NOTICE TO THE MEMBERS

Notice is hereby given that the 16th Extraordinary General Meeting (“EGM”) of the Company will be held on Thursday, 29th day of April, 2021 at 04.30 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, Opp. Terminal - 3, Indira Gandhi International Airport, New Delhi - 110 037**, on shorter notice to transact the following business(s):

SPECIAL BUSINESS

- To consider and approve the re-appointment of Mr. Grandhi Mallikarjuna Rao as the Executive Chairman of the Company and approval of his remuneration.**

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 196, 197, 198, Schedule V, and other applicable provisions, if any, of the Companies Act, 2013, read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force, if any) and other applicable laws and provisions, if any, and pursuant to such other approvals and permissions, as may be required, Mr. Grandhi Mallikarjuna Rao [DIN: 00574243 and aged over 71 years], be and is hereby re-appointed as Executive Chairman of the Company for a period of 3 years with effect from April 01, 2021 to March 31, 2024 on the following overall remuneration:

Particulars	Amount
Fixed Remuneration	₹ 5 Crore per annum (for each year during the tenure, with a 10% increase year on year)
Commission in case of Profits	Maximum of ₹ 3.00 Crore for FY 2021-22, ₹ 3.50 Crore for FY 2022-23, ₹ 4.00 Crore for FY 2023-24



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RESOLVED FURTHER THAT within the maximum Fixed Remuneration for each year, the Executive Chairman shall be entitled to Salary, Allowances and Perquisites, as determined under the provisions of the Companies Act, 2013 read with reference to Income Tax Act, 1961, listed herein below:

- i. Basic Salary
- ii. House Rent Allowance (HRA)
However, he is entitled to Rent Free Accommodation, if he so chooses. Then in such case, no HRA will be paid and the valuation of Rent Free Accommodation (RFA) shall be the perquisite value computed as per the provisions of the Income Tax Act, 1961 for the purpose of Managerial Remuneration.
- iii. Special Allowance
- iv. Leave Travel Allowance / Concession: Leave Travel Allowance/ Concession for anywhere in India, for self and family once in two years in a block of four years.
- v. Mediclaim Insurance: Mediclaim insurance cover for self and family as per the Policies of the Company.
- vi. Personal Accident Insurance & Term Insurance: As per the policies of the Company.

RESOLVED FURTHER THAT the Executive Chairman be and is hereby also eligible for the following perquisites which shall not be included in the Fixed Remuneration (the same will be over and above the Fixed Remuneration).

- (i) Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income tax Act, 1961;
- (ii) Gratuity payable should not exceed half month's salary for each completed year of service; and
- (iii) Encashment of leave as per Company's rules, at the end of tenure.

RESOLVED FURTHER THAT notwithstanding anything contained herein above, if in any financial year during the currency of his appointment, the Company has no profits or its profits are inadequate, the Salary, Perquisites and any other Allowances along with Provident Fund, Gratuity and Leave Encashment as detailed in the above resolutions shall continue to be paid to Mr. Grandhi Mallikarjuna Rao, in accordance



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with the provisions of Section 197, Schedule V and other applicable provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT the detailed salary break up as enumerated above, may be interchanged, and agreed upon at the request of Mr. Grandhi Mallikarjuna Rao, within overall limit(s) of Remuneration of respective years.

RESOLVED FURTHER THAT the Mr. Grandhi Mallikarjuna Rao shall also be entitled to other official facilities as listed herein below for the purpose of business of the company, in addition to the Remuneration as mentioned above, which shall not form part of the Remuneration:

- i. Provision of cars
- ii. Provision of telephones (landline & mobiles)
- iii. Club Fees: Membership fees in any two clubs not being admission and Life Membership fees.
- iv. Security

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to take all such actions as may be necessary to give effect to the above resolution, including filing of necessary statutory forms, as per the provisions of Companies Act, 2013, and to all such acts, deeds and things in this regard.

2. **To consider and approve the re-appointment of Mr. G.B.S. Raju as the Managing Director of the Company and approval of his remuneration.**

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 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force, if any) and other applicable laws and provisions, if any and pursuant to such other approvals and permissions, as may be required, Mr. G.B.S. Raju [DIN: 00061686] be and is hereby re-appointed as the Managing Director of the Company for a period of 3 years with effect from April 01, 2021 to March 31, 2024 on the following overall remuneration:

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Particulars	Amount
Fixed Remuneration	₹ 4.25 crore per annum (for each year during the tenure, with a 10% increase year on year)
Commission in case of Profits	Maximum of ₹ 3.00 crore for 2021-22 ₹ 3.75 crore for 2022-23 ₹ 4.50 crore for 2023-24

RESOLVED FURTHER THAT within the maximum Fixed Remuneration for each year, the Managing Director shall be entitled to Salary, Allowances and Perquisites, as determined under the provisions of the Companies Act, 2013 read with the provisions of Income Tax Act, 1961 in reference to Perquisites. The broad break up of components of Fixed Remuneration is as follows:

- i. Basic Salary
- ii. House Rent Allowance (HRA)
However, he is entitled to Rent Free Accommodation, if he so chooses. Then in such case, no HRA will be paid and the valuation of Rent Free Accommodation shall be the perquisite value computed as per the provisions of the Income Tax Act, 1961 for the purpose of Managerial Remuneration.
- iii. Special Allowance
- iv. Leave Travel Allowance / Concession: Leave Travel Allowance/ Concession for anywhere in India, for self and family once in two years in a block of four years.
- v. Mediclaim Insurance: Mediclaim insurance cover for self and family as per the Policies of the Company.
- vi. Personal Accident Insurance & Term Insurance: As per the policies of the Company.

RESOLVED FURTHER THAT the Managing Director be and is hereby also eligible for the following perquisites which shall not be included in the Fixed Remuneration (the same will be over and above the Fixed Remuneration):

- (i) Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income tax Act, 1961;
- (ii) Gratuity payable should not exceed half month's salary for each completed year of service; and
- (iii) Encashment of leave as per Company's rules, at the end of tenure.



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RESOLVED FURTHER THAT notwithstanding anything contained herein above, if in any financial year during the currency of his appointment, the Company has no profits or its profits are inadequate, the Salary, Perquisites and any other Allowances along with Provident Fund, Gratuity and Leave Encashment as detailed in the above resolutions shall continue to be paid to Mr. G.B.S. Raju, in accordance with the provisions of Section 197, Schedule V and other applicable provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT the detailed salary break up as enumerated above, may be interchanged and agreed upon at the request of Mr. G.B.S. Raju, within overall limit(s) of Remuneration of respective years;

RESOLVED FURTHER THAT the Managing Director shall also be entitled to other official facilities as listed herein below for the purpose of business of the company as per the policies of the Company, in addition to the Remuneration as mentioned above, which shall not form part of the remuneration:

- i. Provision of cars
- ii. Provision of telephones (landline & mobiles)
- iii. Club Fees: Membership fees in any two clubs not being admission and Life Membership fees.
- iv. Security

RESOLVED FURTHER THAT Mr. G.B.S. Raju in the capacity of Managing Director will be entrusted with the powers, authorities, functions, duties, responsibilities etc. by the Board of Directors of the Company, from time to time;

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to take all such actions as may be necessary to give effect to the above resolution, including filing of necessary statutory forms, as per the provisions of Companies Act, 2013, and to all such acts, deeds and things in this regard.

3. **To consider and approve the re-appointment of Mr. Indana Prabhakara Rao as the Executive Director of the Company and approval of his remuneration.**

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

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“RESOLVED THAT pursuant to the provisions of Section 196, 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013, read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force, if any) and other applicable laws and provisions, if any, and pursuant to such other approvals and permissions, as may be required, Mr. Indana Prabhakara Rao [DIN : 03482239], be and is hereby re-appointed as an Executive Director of the Company for a period of 3 years with effect from April 1, 2021 to March 31, 2024 on the following overall remuneration, which shall be subject to annual increments and other payments as per Group HR Policy:

Particulars	Amount
Fixed Remuneration	Upto a maximum of ₹ 2.98 crore per annum (for each year during the tenure)

RESOLVED FURTHER THAT the following break up of remuneration within the overall limit of remuneration be and is hereby approved:

1. Basic Salary
2. Perquisites and Allowances
Mr. Indana Prabhakara Rao shall be entitled to the following perquisites and allowances:
 - (i) Housing: House Rent Allowance @ 50% of Basic Salary or Rent Free Unfurnished Accommodation
 - (ii) Special Allowance
 - (iii) Variable Pay as per the policy of the Company.
 - (iv) Festival Bonus at periodical interval(s).
 - (v) Leave Travel Concession: Leave Travel Concession, for self and family once in a year maximum of Rs. 1 Lakh p.a.
 - (vi) Medical Reimbursement upto Rs. 15,000
 - (vii) Travel Allowance
 - (viii) Personal Accident and Group Medical Insurance: As per the rules of the Company.
3. Other benefits
 - a. Earned /privilege leave: As per the rules of the Company.
 - b. Contribution to Provident Fund, Superannuation fund or annuity fund as per the Company’s rules and applicable provisions of the relevant statutes. Gratuity payable should not exceed half month’s salary for each completed year of service subject to maximum prescribed limit.

The valuation of perquisites shall be as per the provisions of the Income Tax Act.



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RESOLVED FURTHER THAT the detailed salary break up as enumerated above, may be interchanged as agreed and requested by Mr. Indana Prabhakara Rao within overall remuneration limit(s) of remuneration.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to take all such actions as may be necessary to give effect to the above resolution, including filing of necessary statutory forms, as per the provisions of Companies Act, 2013, and to all such acts, deeds and things in this regard.

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

Sd/-

Hari Nagrani

Chief Financial Officer

PAN: AALPN9287F

Address: 101, Block A, Atulya Apartment DDA Multi Story Flats,
Dwarka, Sec-18B, Dwarka Sec-6 SO, South West Delhi, Delhi-110075

Date: 16 April, 2021

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 General Circular dated May 05, 2020 read with General Circulars dated April 08, 2020 and April 13, 2020 and Companies (Meetings of Board and its Powers) Fourth Amendment Rules, 2020 (collectively referred to as "MCA Circulars") permitted the holding of the Extraordinary General Meeting ("EGM or Meeting") through Video Conferencing ("VC") facility or Other Audio Visual Means ("AVM"), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act") and the aforesaid MCA Circulars, the 16th Extraordinary General Meeting of Delhi International Airport Limited ("DIAL" or "the Company") is scheduled to be held on Thursday, 29th April, 2021, at 04:30 p.m. (IST) through VC / OAVM.
- 2.** As per 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 EGM 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 vide its Circulars dated April 08, 2020 and April 13, 2020 for conducting the EGMs through VC facility or OVAM and issue of EGM Notice and subject to the fulfillment of the requirements which are covered hereunder in this Notice.
- 3.** The deemed venue for the 16th EGM is the address of Registered Office of the Company i.e. New Udaan Bhawan, Opp. Terminal 3, IGI Airport, New Delhi - 110 037.
- 4.** Shorter notice consent is attached.
- 5.** 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



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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 EGM 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.

- 6.** Notice convening the 16th EGM is being sent only through electronic mode i.e. by email to all the Members and others entitled to their e-mail addresses registered with the Company. The Notice convening the 16th EGM has been uploaded on the website of the Company at www.newdelhiairport.in.
- 7.** Brief details of the directors, who are being re-appointed, are annexed hereto as per the provisions of the Act.
- 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 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. and 5.00 P.M. on all working days till the completion of the ensuing EGM. Members seeking to inspect such documents can send an email to Hari.Nagrani@gmrgroup.in. Further, the Members seeking any information with regard to any matter to be placed at the EGM, are requested to write to Hari.Nagrani@gmrgroup.in, on or before 23rd April, 2021 and response for the same will be sent by the Company accordingly.
- 10.** The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- 11.** Corporate members intending to send their authorised representative to attend the Meeting are requested to send to the Company, the Authorisation Letter along with a certified copy of the Board Resolution authorising their

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representative to attend and vote thereat, on their behalf at the EGM. The scanned copy of Authorization Letter along with Board Resolution shall be sent by email from their registered email id to Hari.Nagrani@gmrgroup.in

- 12.** 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/95203784725?pwd=a0hOdnV4Sk1meHBxWmdpO2QzMlhJdz09>

✓ **Meeting ID: 952 0378 4725, Passcode: 123456**

- ✓ The Shareholder has to click on the Link and the same will take to the User Id and password option.
- ✓ The shareholder has to add the password and Press on the Join Meeting Button.
- ✓ The Shareholder has the option to join with Video or Without Video.
- ✓ The Shareholder has the feature 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.
- ✓ Mobile Number of the Authorized officer of the company in case of any connection issues is as below:
 - Mr. Hari Nagrani – M – 99719 98625 {Chief Financial Officer}

- 13.** Facility for joining the EGM will be kept open 15 minutes before the scheduled time of the EGM and shall not be closed till the expiry of 15 minutes after the scheduled time of the EGM.

- 14.** The Chairman of the Board will preside as the Chairman of EGM. In case the Chairman is not present due to other occupation, the Directors present will elect one among themselves 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 of their members to be Chairman of EGM.



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- 15.** 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 [Hari.Nagrani@gmrgroup.in] through their email addresses which are registered with the Company.

- 16.** 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**

Sd/-

Hari Nagrani

Chief Financial Officer

PAN: AALPN9287F

Address: 101, Block A, Atulya Apartment DDA Multi Story Flats,
Dwarka, Sec-18B, Dwarka Sec-6 SO, South West Delhi, Delhi 110075

Date: 16 April, 2021

Place: New Delhi



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ANNEXURE TO NOTICE

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

Item No. 1

Based on the approval and recommendation of Nomination and Remuneration Committee, the Board of Directors in their meeting at the meeting held on 30th March, 2021 have re-appointed Mr. Grandhi Mallikarjuna Rao as Executive Chairman of the Company for a period of 3 years with effect April 1, 2021, on a remuneration and other terms and conditions, as mentioned in the resolution, subject to the approval of the members of the Company.

Mr. Grandhi Mallikarjuna Rao is the founder of GMR Group, under his leadership, DIAL has adopted a culture of professional entrepreneurship where enterprise, speed & team excellence are critical ingredients.

Under his leadership, the Company has shown tremendous growth and has won several national as well as international accolades. Indira Gandhi International Airport, Delhi has been consistently ranked amongst the best airports in the world at various forums. He is one of the globally renowned industry leaders whose involvement is very much important for growth and development of the Company.

Role of Mr. Grandhi Mallikarjuna Rao as Executive Chairman in DIAL:

- A. Providing strategic leadership & governance to the Board as its chairman. Ensuring effective environment for constructive debate, Board consensus & open communication channel between Directors & Management.
- B. Development & determination of strategies and policies in alignment with Board decisions to protect overall interests of the company and its shareholders.
- C. Policy formation & decision making for Revenue Generation, Fund Raising & Cash Conservation, necessary for company's growth.
- D. Formulation & implementation of initiatives to tackle the deliberating impact of COVID-19.
- E. Policy Advocacy at the highest level in Government & Industry forums to facilitate DIAL's businesses. Ensuring necessary judicial interventions to protect interests of the company.



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In view of his leadership, strategic inputs, management skills as well as operational guidance towards the growth of the Company, it is proposed to re-appoint Mr. Grandhi Mallikarjuna Rao as Executive Chairman of the Company for another term of 3 (three) years w.e.f. April 01, 2021.

During his last term in DIAL from April 1, 2018 to 31st March, 2021, Mr. Grandhi Mallikarjuna Rao was appointed at the following remuneration:

Particulars	Amount
Fixed Remuneration	₹ 5 Crore per annum (for each year during the tenure)
Commission in case of Profits	Maximum of ₹ 3.00 Crore for FY 2018-19, ₹ 3.50 Crore for FY 2019-20, ₹ 4.00 Crore for FY 2020-21

Further, Mr. Grandhi Mallikarjuna Rao is also the Executive Chairman of GMR Hyderabad International Airport Limited ("GHIAL"), the fellow subsidiary of DIAL and drawing the following remuneration pursuant to the approval of GHIAL Board and shareholders:

₹ 3.00 crores per annum + Commission of upto ₹ 3.05 crores subject to profits

As required under the provisions of Section 196, 197, Schedule V of the Companies Act, 2013 (Act) and any other applicable provisions of the Act, the special resolution is being placed before the members/shareholders for approval.

Except Mr. Grandhi Mallikarjuna Rao, Mr. Srinivas Bommidala, Mr. Grandhi Kiran Kumar and Mr. G.B.S. Raju, being related to each other, none other Director 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. 1.

The Board of Directors of the Company recommends the resolution set forth at item no. 1 of the Notice for approval of the members as a Special Resolution.



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Item No. 2

Based on the approval and recommendation of Nomination and Remuneration Committee, the Board of Directors in their meeting at the meeting held on 30th March, 2021 have re-appointed Mr. G.B.S. Raju as Managing Director of the Company for a period of 3 years with effect April 1, 2021, on a remuneration and other terms and conditions, as mentioned in the resolution, subject to the approval of the members of the Company.

Mr. G.B.S. Raju holds a bachelor's degree in Commerce from University of Madras. He has vast experience in the field of Infrastructure such as energy, airports and highways. He joined the GMR Group in 1996.

Mr. G.B.S. Raju has been the Managing director of DIAL since 2018. He has made a stellar contribution in leading the operations of the IGI Airport and his leadership has been instrumental in guiding and facilitating DIAL to navigate tough business conditions through unambiguous policy making and support on policy representations to bolster air travel business. Under his leadership DIAL has received the following Major Awards & Accolades:

- A. Best Airport by region and size in Asia-Pacific region by ACI under its ASQ program for 2018, 2019 & 2020.
- B. Ranked as the Best Airport in Central Asia and India by Skytrax. Only Airport to be rated 4-star in India.
- C. Delhi Airport became Asia Pacific's first Level 4+ (Transition) accredited airport under ACI's Airport Carbon Accreditation program.
- D. Delhi Airport achieved Airport Council International (ACI) Airport Health Accreditation.
- E. DIAL won two prestigious awards in Digital Marketing & CRM at the Mobexx Awards 2020 for its proactive work during Covid-19.
- F. Delhi Airport is the first airport to secure ISO 50001: 2018 certificate among the airport community in Asia for systemic energy conservation.
- G. Numerous awards won on business process management, training and development and corporate social responsibility from eminent agencies like CII, World HRD Congress and Golden Peacock Institute.



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In view of the immense contribution made to the Company, proposed capital expansion plans, business development initiatives & growth phase for the Indira Gandhi International Airport & Airport related activities, it will be in the interest of the Company that Mr. G.B.S. Raju is re-appointed as Managing Director.

During his last term in DIAL from April 1, 2018 to 31st March, 2021, Mr. G.B.S. Raju was appointed at the following remuneration:

Particulars	Amount
Fixed Remuneration	₹ 4.25 crore per annum (for each year during tenure)
Commission in case of Profits	Maximum of ₹ 3.00 crore for 2018-19 ₹ 3.75 crore for 2019-20 ₹ 4.50 crore for 2020-21

Further, Mr. G.B.S. Raju is also the Managing Director of GMR Hyderabad International Airport Limited ("GHIAL"), the fellow subsidiary of DIAL and drawing the following remuneration pursuant to the approval of GHIAL Board and shareholders:

₹ 2.80 crores per annum + Commission of upto ₹ 2.85 crores subject to profits

As required under the provisions of Section 196, 197, Schedule V of the Companies Act, 2013 (Act) and any other applicable provisions of the Act, the special resolution is being placed before the members/shareholders for approval.

Except Mr. Grandhi Mallikarjuna Rao, Mr. Srinivas Bommidala, Mr. Grandhi Kiran Kumar and Mr. G.B.S. Raju, being related to each other, none other Director 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. 2.

The Board of Directors of the Company recommends the resolution set forth at item no. 2 of the Notice for approval of the members as a Special Resolution.



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Item No. 3

Based on the approval and recommendation of Nomination and Remuneration Committee, the Board of Directors in their meeting at the meeting held on 30th March, 2021 have re-appointed Mr. Indana Prabhakara Rao as Executive Director of the Company for a period of 3 years with effect April 1, 2021, on a remuneration and other terms and conditions, as mentioned in the resolution, subject to the approval of the members of the Company.

Mr. Indana Prabhakara Rao, is an Executive Director on DIAL's Board and holds a bachelor's degree in Mechanical engineering and a master's degree in mechanical engineering (industrial engineering) from Andhra University. He has more than 36 years of experience in the field of industrial engineering. He started his career with Durgapur Steel Plant in 1984. He was associated with Usha Fans (Hyderabad Engineering Industries Ltd.), Lakshmi Automatic Loom Works (Textile Industry), Ceramic Floor and Wall Tiles Manufacturing unit of Regency Ceramics. During his stint at Regency Ceramic, his potential was proven by his ability to run the plant at 100% capacity of 25,000 tones of ceramic floor and wall tiles production by conceptualizing and executing one of the most efficient assembly lines. Apart from this he also worked on a chemical project with Prudhvi Industries.

He joined GMR Group in 1995 and was instrumental in setting-up the world largest 200 MW Diesel engine power plant at Chennai from conceptual stage to its successful operations. He also took-up the challenge of developing and commissioning 399.5 MW combined cycle power project for GMR Group at Vemagiri, Andhra Pradesh.

In the year 2006, he entered the world of aviation - modernization of IGI Airport into a world class airport. Not only did he build Asia's longest runway, compatible for landing wide bodied aircrafts, but also took up the challenge to construct Terminal 3 in 37 months. Under his leadership, IGIA has become No. 1 Airport in the world for the service quality assessed by ACI global".

During his last term in DIAL from April 1, 2018 to 31st March, 2021, Mr. Indana Prabhakara Rao was appointed at the following remuneration:

Particulars	Amount
Fixed Remuneration	• ₹ 2.46 crore per annum for the year April 1, 2018 to March 31, 2019



DELHI INTERNATIONAL AIRPORT LIMITED

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	<ul style="list-style-type: none">• ₹ 2.71 crore per annum for the year April 1, 2019 to March 31, 2020• ₹ 2.98 crore per annum for the year April 1, 2020 to March 31, 2021
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In view of the expertise of Mr. Indana Prabhakara Rao in handling the development of Delhi International Airport including the upgradation of Terminal 1 & 2 and in view of uniformly overseeing the expansion projects at the Airport, it will be in the interest of the Company that Mr. Indana Prabhakara Rao is re-appointed as Executive Director.

Further, Mr. Indana Prabhakara Rao is also the Executive Director of GMR Airports Limited ("GAL"), the holding Company of DIAL and drawing the remuneration of ₹ 1.90 crores per annum pursuant to the approval of GAL Board and shareholders:

As required under the provisions of Section 196, 197, Schedule V of the Companies Act, 2013 (Act) and any other applicable provisions of the Act, the special resolution is being placed before the members/shareholders for approval.

Except Mr. Indana Prabhakara Rao, being interested in the item, none other Director 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. 3.

The Board of Directors of the Company recommends the resolution set forth at item no. 3 of the Notice for approval of the members as a Special Resolution.

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

Sd/-

**Hari Nagrani
Chief Financial Officer**

PAN: AALPN9287F

Address: 101, Block A, Atulya Apartment DDA Multi Story Flats,
Dwarka, Sec-18B, Dwarka Sec-6 SO, South West Delhi, Delhi 110075

Date: 16 April, 2021

Place: New Delhi

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DISCLOSURE AS PER SCHEDULE-V OF THE COMPANIES ACT, 2013

I. GENERAL INFORMATION

S. No.	Particulars/ Subject	Information															
1	Nature of Industry	Transportation & Storage (Airport Operations)															
2	Date or Expected date of commencement of commercial production	Business commenced in 2006, since the company is into construction, operation management and development of Indira Gandhi International Airport, hence there is no date of commercial production.															
3	In case of new companies, expected date of commencement of activities as per Project approved by financial institutions appearing in the prospects.	Not applicable															
4	Financial performance based on given indicators (financial year 2020-21)	(in INR)															
		<table border="1"> <thead> <tr> <th>Particulars</th> <th>2019-20</th> <th>2020-2021 (April 20 to Dec 20)</th> </tr> </thead> <tbody> <tr> <td>Gross Revenue</td> <td>4,243.62 Crore</td> <td>1,351.55 Crore</td> </tr> <tr> <td>Profit/ (loss) after Tax</td> <td>13.15 Crore</td> <td>(665.82) Crore</td> </tr> <tr> <td>Dividend</td> <td>NIL</td> <td>NIL</td> </tr> <tr> <td>EPS</td> <td>0.05</td> <td>(2.72)</td> </tr> </tbody> </table>	Particulars	2019-20	2020-2021 (April 20 to Dec 20)	Gross Revenue	4,243.62 Crore	1,351.55 Crore	Profit/ (loss) after Tax	13.15 Crore	(665.82) Crore	Dividend	NIL	NIL	EPS	0.05	(2.72)
Particulars	2019-20	2020-2021 (April 20 to Dec 20)															
Gross Revenue	4,243.62 Crore	1,351.55 Crore															
Profit/ (loss) after Tax	13.15 Crore	(665.82) Crore															
Dividend	NIL	NIL															
EPS	0.05	(2.72)															
5	Foreign Investments or collaborations, if any.	No such investment or collaboration except shareholding of Fraport AG Frankfurt Airport Services Worldwide.															

II. INFORMATION ABOUT THE APPOINTEE OR PERSON WHOSE REMUNERATION IS REVISED

S. no.	Particulars/ Subject	Information		
		Mr. Grandhi Mallikarjuna Rao	Mr. G.B.S. Raju	Mr. Indana Prabhakara Rao
1	Background details	Detailed in explanatory statement as above.	Detailed in explanatory statement as above.	Detailed in explanatory statement as above.

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2	Past Remunerations	Detailed in explanatory statement as above.	Detailed in explanatory statement as above.	Detailed in explanatory statement as above.
3	Recognition or awards	Detailed in explanatory statement as above.	Detailed in explanatory statement as above.	Detailed in explanatory statement as above.
4	Job Profile and his suitability	Detailed in explanatory statement as above.	Detailed in explanatory statement as above.	Detailed in explanatory statement as above.
5	Remunerations Proposed	As fully set out in the resolution of item no. 1 of the Notice.	As fully set out in the resolution of item no. 2 of the Notice.	As fully set out in the resolution of item no. 3 of the Notice.
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position & person	Considering the responsibility shouldered by him, remuneration proposed to him is comparatively low with Industry standards and Board level positions held in similar sized and similarly positioned Organizations.	Considering the responsibility shouldered by him, remuneration proposed to him is comparatively low with Industry standards and Board level positions held in similar sized and similarly positioned Organizations.	Considering the responsibility shouldered by him, remuneration proposed to him is comparatively low with Industry standards and Board level positions held in similar sized and similarly positioned Organizations.
7	Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any.	He does not hold any equity shares in the company. Further, he is the father of Mr. Grandhi Kiran Kumar & Mr. G.B.S. Raju and Father-In-law of Mr. Srinivas Bommidala.	He does not hold any equity shares in the company. Further, he is the son of Mr. Grandhi Mallikarjuna Rao, Brother of Mr. Grandhi Kiran Kumar and Brother-in-Law of Mr. Srinivas Bommidala.	He does not hold any equity shares in the company and doesn't have any relationship with the managerial personnel.

III. OTHER INFORMATION

1	Reasons for loss or inadequate profits	FY 21 was a year of unprecedented challenges arising out of the spread of the COVID-19 pandemic. This resulted in drastic drop in passenger traffic and significant impact to the business of the Company.
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2	Steps taken or proposed to be taken for improvement.	<p><u>Business Continuity</u></p> <ul style="list-style-type: none"> • Extensive consultations held with all stakeholders across airports to understand concerns and provision for mutually sustainable arrangements thereby ensuring business continuity in such difficult times. • Joint development of SOP for resumption of airport operation for airports with MoCA. • Implemented best practices for alleviating risk of infection and transmission within airport ecosystem; Delhi Airport emerged as the World's 2nd 'Safest' Airport with three other international airport as per Safe Travel Barometer. <p><u>Traffic Growth</u></p> <ul style="list-style-type: none"> • Enhancing international traffic growth through improved Transfer options, Bubble arrangements and improved MCT. • Create effective products/services to revive Leisure travel at IGIA. • Cargo volume increase by expanding our network through hub operations and more destinations. <p><u>Passenger Experience and Technology</u></p> <ul style="list-style-type: none"> • Development of Air Suvidha Portal in collaboration with MoCA for Simplifying International Arrivals into the country. First airport in India to set up RT-PCR testing lab at airport premise. • Planned Steps <ul style="list-style-type: none"> ○ F&B and Retail digitization (Planned) ○ Monetization of existing assets: MLCP, New advertising opportunities, T2-T3 access ○ Biometric Enabled Seamless Travel deployment at 6-8 gates at T3
3	Expected increase in productivity and profits in measurable terms	<p>Based on the above initiatives, DIAL expects a growth in FY 22 over FY 21 as below:</p> <ul style="list-style-type: none"> • Passenger traffic: 60% • ATMs: 38% • Cargo: 19%



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	<p>As a resultant of the enhanced passenger traffic and through other efficiency improvements, DIAPLs gross revenue for FY 22 are expected to be 22% higher than FY 21.</p> <p>This will also lead to an improvement in EBITDA in FY 22 as compared to in FY 21. However, due to the increased interest cost and depreciation from the operationalization of 4th runway the overall PBT for the business may be slightly lower than FY 21.</p>
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IV. Disclosures

The requisite disclosures of remuneration package etc. have been mentioned in the respective resolution(s) read with their respective Explanatory Statement(s). At present, there is no stock option scheme available in the Company.

The respective Explanatory Statement(s) together with other allied documents, being referred in the resolution shall be construed to be memorandum setting out the terms of the appointment/ re-appointment as specified under Section 190 of the Companies Act, 2013.

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

Sd/-

Hari Nagrani

Chief Financial Officer

PAN: AALPN9287F

Address: 101, Block A, Atulya Apartment DDA Multi Story Flats,
Dwarka, Sec-18B, Dwarka Sec-6 SO, South West Delhi, Delhi 110075

Date: 16 April, 2021

Place: New Delhi



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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 25, 2020
at a shorter notice.

Signature
Shareholder/Authorised Representative in case of Corporate

Name
(In Block Letters)

Date:

16th EGM - 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	Qualifications	Experience	Terms and Conditions of Appointment/Re-appointment and details of remuneration sought to be paid	Remuneration Last drawn	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 2020-21)		Other Director Ship and Comiittee	Memberships/Chairmanships in Committee
											No. of Meetings Held	No. of Meetings Attended		
1	Mr. Grandhi Mallikarjuna Rao	00574243	71	B.Tech-M.E	More than 43 years	Re-appointment as Executive Chairman. T&C as per the resolution.	For Fy-2020-2021 Fixed- INR 2.25 Cr Special Variable Pay (deferred) - INR 2.75 Cr	19-Apr-06	NIL	Father of Mr. Grandhi Kiran Kumar & Mr. GBS Raju, Father In law of Mr. Srinivas Bommidala	6	3	1.GMR Infrastructure Limited -Non Executive-Chairman 2. GMR Nagpur International Airport Ltd- Director 3.GMR Hyderabad International Airport limited- Executive Chairman 4. GMR Varalakshmi Foundation- Chairman 5.GMR Visakhapatnam International Airport Limited - Director 6.GMR Airports Limited- Non-Executive Chairman 7.AMG Healthcare Destination Private Limited-Director 8.Parampara Family Business Institute- Chairman 9.Kakinada SEZ Limited- Chairman 10.Andhra Pradesh State Skill Development Corporation- Director 11.GMR Goa International Airport Limited-Chairman 12.GMR Enterprises Private Limited- Non-Executive Chairman 13. GMR Energy Limited - Chairman	1.GMR Infrastructure Limited- Chairman-Management Committee 2.GMR Enterprises Private Limited Management Committee- Chairman Corporate Social Responsibility Committee-Member
2	Mr. G.B.S. Raju	00061686	46	Commerce Graduate	More than 23 years	Re-appointment as Managing Director . T&C as per the resolution.	For Fy-2020-2021 Fixed- INR 1,91,25,000 Special Variable Pay (deferred) - INR 2,33,75,000	19-Apr-06	NIL	Son of Mr. Grandhi Mallikarjuna Rao, Brother of Mr. Grandhi Kiran Kumar and Brother in Law of Mr. Srinivas Bommidala	6	5	1.GMR Infrastructure Limited- Group Director 2.GMR Airports Limited- Non-Executive Vice Chairman 3.GMR Varalakshmi Foundation -Director 4.Delhi Duty Free Services Private Limited- Non-Executive chairman 5. GBS Holdings Private Limited-Director 6.Limak-GMR Adi-Oratakli (Limak-GMR Joint Venture)- Chairman 7.GMR Goa International Airport Limited-Director 8.GMR Air Cargo and Aerospace Engineering Limited - Chairman 9.GMR Enterprises Private Limited- Director 10. GMR Hyderabad International Airport Limited - Managing Director 11. GMR Airport Developers Limited - Director 13. GMR Visakhapatnam International Airport Limited - Director	1. GMR Infrastructure Limited - Member - a)Stakeholders' Relationship Committee b) Debenture Allotment Committee c) Management Committee d) CSR Committee 2. GMR Airports Limited - Member - a) Nomination and Remuneration Committee 3. Delhi International Airport Limited-Member - Share Allotment, Transfer and Grievance Committee

3	Mr. Indana Prabhakara Rao	03482239	61	B.E, M.E	More than 36 years	Re-appointment as Executive Director. T&C as per the resolution.	For FY-2020-2021 Fixed- INR 1,47,96,645 Special Variable Pay (deferred) - INR 79,67,424	1-Apr-18	NIL	NA	6	5	1.GMR Goa International Airport Limited - Director 2. GMR Airports Limited - Executive Director 3. GMR Airport Developers Limited - Director 4. GMR Nagpur International Airport Limited - Director 5. GMR Visakhapatnam International Airport Limited - Director	1.GMR Airports Limited- Member- a. Audit Committee b. Corporate Social Responsibility Committee c. Share Allotment & Transfer Committee 2. GMR Airport Developers Limited - Corporate Social Responsibility Committee - Member
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