



DELHI INTERNATIONAL AIRPORT LIMITED

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

NOTICE TO THE MEMBERS

Notice is hereby given that the Twelveth Annual General Meeting of the Company will be held on Friday, September 28, 2018 at 12:00 Noon at **First Floor, New Udaan Bhawan, Opp. Terminal - 3, Indira Gandhi International Airport, New Delhi - 110 037**, on shorter notice to transact the following business(s):

ORDINARY BUSINESS

1. To consider and adopt:
 - (a) the Audited Financial Statements as at March 31, 2018, 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, 2018, together with annexures thereto and Auditors report thereon.
2. To appoint a director in place of Mr. Srinivas Bommidala (DIN 00061464), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a director in place of Mr. Grandhi Kiran Kumar (DIN 00061669), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a director in place of Mr. Kada Narayana Rao (DIN 00016262), who retires by rotation and being eligible, offers herself for re-appointment.
5. To appoint a director in place of Mr. Suresh Seshadri (DIN 06386248), who retires by rotation and being eligible, offers himself for re-appointment.
6. To appoint a director in place of Ms. Denitza Weismantel (DIN 07466436), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

7. **Appointment of Mr. Arun Kumar as a Director**

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

“RESOLVED THAT pursuant to the provisions of Section 152, Section 160 and all other applicable provisions of Companies Act, 2013, and Companies (Appointment and Qualification of Directors) Rules, 2014,(including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Arun Kumar, (DIN No. 03054493) who was appointed as an Additional Director by the Board of Directors and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as a Director, subject to retirement by rotation.

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

8. Appointment of Mr. Anuj Aggarwal as a Director

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

“RESOLVED THAT pursuant to the provisions of Section 152, Section 160 and all other applicable provisions of Companies Act, 2013, and Companies (Appointment and Qualification of Directors) Rules, 2014,(including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Anuj Aggarwal, (DIN 06575625) who was appointed as an Additional Director by the Board of Directors and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as a Director, subject to retirement by rotation.

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

9. Ratification of remuneration of M/s Narasimha Murthy & Co., Cost Accountants as Cost Auditors of the Company for F.Y 2018-19

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

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the Financial year ending March

31, 2019, be paid the remuneration as set out in the Statement annexed to the Notice convening this Meeting.

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

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

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

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

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

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

S/d

Place: New Delhi
Date: September 14, 2018
NOTES:

Saurabh Jain
Company Secretary

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

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

2. THE RELEVANT EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF SPECIAL BUSINESS UNDER THE ITEM NO. 7 TO 10 ARE ANNEXED HERETO.
3. ATTENDENT SLIP IS ANNEXED
4. DETAILS OF DIRECTORS APPOINTED/RE-APPOINTED AS REQUIRED BY SECRETARIAL STANDARDS ON GENERAL MEETING IS ALSO ATTACHED.
5. SHORTER NOTICE CONSENT IS ATTACHED
6. ROUTE MAP ATTACHED

ANNEXURE TO NOTICE

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

Item No. 7

Pursuant to the nomination by Airport Authority of India (AAI) Mr. Arun Kumar was co-opted as an Additional Director of the Company with effect from July 24, 2018, as per Section 161 of the Companies Act, 2013 read with Article of Association of the Company.

He holds office as Director upto the date of the ensuing Annual General Meeting.

The Nomination and Remuneration Committee and Board of Directors has recommended the appointment of Mr. Arun Kumar, as Director for the approval of members as an Ordinary Resolution.

Except Mr. Arun Kumar, being appointee, none of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise, in the resolution set out in Item No. 7.

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

Item No. 8

Pursuant to the nomination by Airport Authority of India (AAI) Mr. Anuj Aggarwal was co-opted as an Additional Director of the Company with effect from August 01, 2018, as per Section 161 of the Companies Act, 2013 read with Article of Association of the Company.

He holds office as Director upto the date of the ensuing Annual General Meeting.

The Nomination and Remuneration Committee and Board of Directors has recommended the appointment of Mr. Anuj Aggarwal, as Director for the approval of members as an Ordinary Resolution.

Except Mr. Anuj Aggarwal, being appointee, none of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise, in the resolution set out in Item No. 8.

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

Item No. 9

As per the provisions of Section 148 of the Companies Act, 2013, and Companies (Audit and Auditors) Rules, 2014, on the recommendation of Audit Committee, the Board of Directors have appointed M/s. Narasimha Murthy & Co. Cost Accountants as Cost Auditor for the Financial Year 2018-19.

The Audit Committee and the Board has recommended and approved the remuneration of Rs 7 lacs for the financial year 2018-19 and out of pocket expenses (excluding of taxes) for the Cost Auditor.

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

Accordingly, the consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 9 of the Notice for ratification of the remuneration of Rs. 7 lacs and out of pocket expenses (excluding of taxes) payable to the Cost Auditors for the financial year ending March 31, 2019.

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

The Board recommends the Ordinary Resolution set out at Item No. 8 of the Notice for approval by the members.

Item No. 10

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

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

The members of the Company has given its consent for the above purpose in the Annual General Meeting held on September 5, 2017, which shall lapse after one year.

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

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise, in the resolution set out in Item No. 10

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

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

Place: New Delhi
Date: September 14, 2018

S/d
Saurabh Jain
Company Secretary



FORM NO MGT-11

PROXY FORM

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

CIN : U63033DL2006PLC146936

Name of the Company : Delhi International Airport Limited

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

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

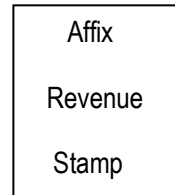
I/We, being the member(s) of shares of the above named company, hereby appoint:

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

as my / our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on September 28, 2018 at 12:00 Noon at **First Floor, New Udaan Bhawan, Opp. Terminal - 3, Indira Gandhi International Airport, New Delhi - 110 037** and at any adjournment thereof in respect of all the resolutions as are mentioned in the Notice of AGM.

Signed this _____ day of _____, 2018.

Signature of the Shareholder.....



Signature of Proxy holder(s)

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

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



DELHI INTERNATIONAL AIRPORT LIMITED

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

Attendance Slip

12th Annual General Meeting on September 28, 2018 at 12:00 Noon

Regd. Folio No. / DP ID & Client ID

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

I hereby record my presence at the 12th Annual General Meeting of the Company held on September 28, 2018 at 12:00 Noon at First Floor, New Udaan Bhawan, Opp. Terminal - 3, Indira Gandhi International Airport, New Delhi - 110 037.

Member's / Proxy name in BLOCK letters

Member's / Proxy's Signature

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

To,

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

I/We, _____

[Name of the Shareholder] being the holder of _____ nos of
equity/preference shares of Rs.10/- each in the company, having Client Id
_____, D.P. Id _____ hereby give consent, pursuant to
section 101(1) of the Companies Act, 2013, to hold the annual general meeting on September
28, 2018 at **12:00 Noon** at a shorter notice.

Signature
Shareholder/Authorised Representative in case of Corporate

Name
(In Block Letters)

Date:.....

Route map for venue of the 12th Annual General Meeting:
Date: September 28, 2018
Time: at 12:00 Noon



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	Remuneration on Last drawn	Date of 1st Appointment on Board	Shareholding in the Company	Relationship with other Director	Manager and KMP of other company	No. of Board Meeting Attended during the Year		Other Director Ship and Committee	Memberships/Chairmanships in Committee
												No. of Meetings Held	No. of Meetings Attended		
1	Mr. Srinivas Bommidala	00061464	55 Years	Commerce Graduate	more than 34 years	Retiring by rotation and being eligible, offers himself for re-appointment.	393.68 Lacs	19-Apr-06	1*	Son in Law of Mr. GM Rao, Brother in Law of Mr. Grandhi Kiran Kumar and Mr. G.B.S. Raju	Yes	6	5	1. Varalakshmi Enterprises LLP 2. B S R INFRASTRUCTURE LLP 3. GMR Infrastructure Limited 4. Bonmidala Tobacco Exporters Private limited 5. Bonmidala Tobacco Threshers Private limited 6. GMR Warora Energy Limited 7. GMR Kamalanga Energy Limited 8. Bonmidala Exports Private Limited 9. Bonmidala Exim Pvt Ltd. 10. Delhi Duty Free Services Private Limited 11. GMR Hyderabad International Airport limited 12. GMR Goa International Airport Limited 13. GMR Airports Limited 14. GMR Holdings Private Limited 15. B S R Infrastructure Private Limited 16. GMR Enterprises Private Limited 17. BSR Holdings Private Limited 18. GMR Varalakshmi Foundation 19. GMR Energy Limited 20. AMG Healthcare Destination Private limited 21. JSW GMR Cricket Private Limited	1. AMG Health care destination private limited- Audit Committee- Member 2. GMR Infrastructure Limited- Management Committee- Member 3. GMR Infrastructure Limited- Debenture Allotment Committee- Member 4. GMR Enterprises Private Limited- Nomination and Remuneration Committee- Member 5. GMR Airport Limited- CSR committee- Member 6. GMR Goa International Airport Limited- Nomination and Remuneration Committee- Chairman 7. GMR Kamalanga Energy Limited- Management Committee -Member
2	Mr. Grandhi Kiran Kumar	00061669	43 Years	Commerce Graduate	more than 20 years	Retiring by rotation and being eligible, offers himself for re-appointment.	393.70 Lacs	19-Apr-06	1*	Son of Mr. GM Rao, Brother of Mr. G.B.S. Raju and Brother in Law of Mr. Srinivas Bommidala	Yes	6	4	1. Varalakshmi Enterprises LLP 2. GMR Infrastructure Limited 3. Kakinada SEZ Limited 4. GMR Hyderabad Aerotropolis Limited 5. GMR Hyderabad International Airport limited 6. GMR Goa International Airport Limited 7. GMR Airports Limited 8. GMR Holdings Private Limited 9. GKR Holdings Private Limited 10. GMR Enterprises Private Limited 11. GMR Varalakshmi Foundation 12. JSW GMR Cricket Private Limited 13. Geokno India Private Limited	1. GMR Enterprises Private Limited- Audit Committee- Member 2. Delhi International Airport Limited-Share Allotment, Transfer & Grievance Committee- Member 3. GMR Infrastructure Limited- Management Committee- Member 4. GMR Enterprises Private Limited- Nomination and Remuneration Committee- Member 5. GMR Enterprises Private Limited- CSR Committee- Member
3	Mr. Narayana Rao Kada	00016262	63 Years	B.COM, CA, CS, ICWA, CIMA	more than 38 years	Retiring by rotation and being eligible, offers himself for re-appointment.	159 Lacs	17/04/2007	NIL	No Relationship	No	6	6	1. Delhi Aerotropolis Private Limited 2. GMR Goa International Airport Limited 3. PHD Chamber of Commerce And Industry 4. JSW GMR Cricket Private Limited 5. Geokno India Private Limited	1. JSW GMR Cricket Private Limited- Audit Committee- Chairman 2. GMR Goa International Airport Limited-Audit Committee- Member 3. Delhi International Airport Limited-Share Allotment, Transfer & Grievance Committee- Member 4. JSW GMR Cricket Private Limited- CSR Committee- Member 5. Delhi International Airport Limited-CSR Committee- Member 6. GMR Goa International Airport Limited-Share Allotment and Transfer Committee- Member 7. Geokno India Private Limited-CSR Committee- Member

4	Mr. Suresh Seshadri	06386248	58 Years	B.Com, ICWAI, Post Graduate Diploma in Computer Applications.	more than 30 years	Retiring by rotation and being eligible, offers himself for re-appointment.	NA	30/11/2012	NIL	No Relationship	No	6	4	1. Mumbai International Airport Limited 2.Navi Mumbai International Airport private Limited 3.Chandigarh International Airport Limited 4.Aai Cargo Logistics & Allied Services company Limited 5.Mihan India Limited	1.Delhi International Airport Limited-Audit Committee Member 2. Delhi International Airport Limited-Share Allotment, Transfer & Grievance Committee- Member 3. Mihan India Limited- Audit Committee- Chairman
5	Ms. Denitza Waismantel	07466436	43 Years	holds degrees in business administration and degree in Banking and Finance	more than 18 years	Retiring by rotation and being eligible, offers herself for re-appointment.	NA	28/04/2016	NIL	No Relationship	No	6	3	1 Havalimani Uluslararası Terminal İşletmeciliği A.Ş 2. Fraport Asia Limited 3. Fraport Twin Star airport Management AG, Varna 4. Fraport IC İctas Havalimani İşletme A.Ş 5. Northern Capital Gateway OOO. St. Petersburg 6. Fraport IC İctas Antalya Havalimani Terminal Yatırım ve İşletmeciliği A.Ş 7. Thalita Trading Ltd. 8. Fraport Malta Investment Limited 9. Fraport Bulgaria EAD 10. Xi'an Xianyang Int'l Airport Co. Ltd.	1.Delhi International Airport Limited-Audit Committee Member 2. Delhi International Airport Limited-Nomination & Remuneration committee- Member. 3. Delhi International Airport Limited-Share Allotment, Transfer & Grievance Committee- Member
6	Mr. Arun Kumar	03054493	55 Years	Maths Graduate and IAS	more than 25 years	Non Executive Director nominated by Airport Authority of India	NA	24/07/2018	NIL	No Relationship	No	6	N.A	1.Mumbai International Airport Limited 2.Airport Authority of India	N.A
7	Mr. Anuj Aggarwal	06575625	55 Years	Engineering Graduate from BITS Pilani	more than 29 years	Non Executive Director nominated by Airport Authority of India	NA	01/8/2018	NIL	No Relationship	No	6	N.A	1. Chandigarh International Airport Limited 2. Mihan India Limited	N.A

* Jointly with GMR Airports Limited