

Date: July 17, 2024

BSE Limited
1st Floor, New Trading Ring,
P.J. Towers, Dalal Street,
Mumbai - 400 001.

BSE Scrip Code: 974004, 974763, 975037, 975533
ISIN: INE657H08019, INE657H08027, INE657H08035, INE657H08043

Dear Sir/ Ma'am,

Subject: Submission of Corporate Governance Report for the quarter ended June 30, 2024 pursuant to the Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Please find enclosed herewith the Corporate Governance Report [CGR] of the Company for the quarter ended June 30, 2024 in terms of the provisions of Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Master Circular dated July 29, 2022 as amended from time to time, issued by Securities and Exchange Board of India with respect to format specifying disclosure of Corporate Governance by High Value Debt Listed Entities.

The Company has four series of NCDs with BSE Scrip Codes: 974004, 974763, 975037 and 975533. However, in the format of Corporate Governance report (CGR) only one Scrip Code (974004) is prefilled. Hence, the four scrip codes are mentioned in the covering letter.

Submitted for your information and records please.

Thanking you,

For Delhi International Airport Limited



Abhishek Chawla
Company Secretary and Compliance Officer

Encl: As above



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General information about company	
Scrip code	974004
NSE Symbol	Not Listed
MSEI Symbol	Not listed
ISIN	INE657H08019
Name of the entity	Delhi International Airport Limited
Date of start of financial year	01-04-2024
Date of end of financial year	31-03-2025
Reporting Quarter	Quarterly
Date of Report	30-06-2024
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Any other

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Annexure 1

Annexure 1 to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory												Add Notes														
Whether the listed entity has a Regular Chairperson												Yes														
Whether Chairperson is related to MD or CEO												Yes														
Disqualification of Directors under section 164 of the Companies Act, 2013																										
Sl	Title (Mr / Ms)	Name of the Director	PAN	DOB	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? (Refer Reg. 17(1A) of Listing Regulations)	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship(s) held in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	No of independent Directorship(s) held in listed entities including this listed entity (Refer Regulation 17A(2) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committees/including this listed entity (Refer Regulation 16(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committees held in listed entities including this listed entity (Refer Regulation 16(1) of Listing Regulations)	Reason for Cessation	Notes for not providing PAN	Notes for not providing DIN
Add		Delete																								
1	Mr.	Harish Mahalingam Das	AAUP5456C	09/12/1953	Executive Director	Chairperson		05/01/2019	No				Active	No		15/01/2019	05/01/2019			218.11	2	0	0			
2	Mr.	P.B.S. Das	AGUP3410G	09/06/1960	Executive Director	Not Applicable	MD	22/05/1974	No				Active	No		15/01/2019	05/01/2019			218.11	1	0	0			
3	Mr.	Srinivas Srinivasulu	AKUP9298L	09/06/1964	Director	Not Applicable		05/05/1983	No				Active	No		15/01/2019	05/05/2018			218.11	2	0	0			
4	Mr.	Harish Kiran Kumar	ADUP03847G	09/06/1969	Non-Executive - Non Independent Director	Not Applicable		13/05/1975	No				Active	No		15/01/2019	05/01/2018			218.11	2	0	0			
5	Mr.	Madhusu Br Subrahmanya Das	AAUP3810K	03/08/2019	Executive Director	Not Applicable		11/01/1979	No				Active	No		01/04/2019	01/04/2019			78.39	0	0	0			
6	Mr.	Rajiv Lector	BDUP14787K	05/11/1978	Non-Executive - Non Independent Director	Not Applicable		25/04/1972	No				Active	No		24/01/2021				37.06	0	0	0			
7	Mr.	Krish Narayana Das	AKUP87003H	09/01/1971	Executive Director	Not Applicable		05/04/1995	No				Active	No		17/04/2007	01/04/2022			206.13	0	0	0			
8	Mr.	Rajivrao An	AKUP42841G	05/11/1955	Non-Executive - Non Independent Director	Not Applicable		08/12/1985	No				Active	No		05/01/2019				65.24	0	0	0			
9	Mr.	Ravi Kumar Anandya	AKUP15881G	01/10/1977	Non-Executive - Independent Director	Not Applicable		22/01/1976	No				Active	No		05/01/2019				23.25	0	0	0			
10	Mr.	Harish Kiran Kumar	AKUP15881G	01/10/1977	Non-Executive - Independent Director	Not Applicable		11/10/1980	No				Active	No		02/01/2021				33.10	0	0	0			
11	Mr.	Chidhu Das Ananthakrishnan	AKUP15163F	02/03/1971	Non-Executive - Independent Director	Not Applicable		11/04/1990	No				Active	No		02/01/2021				33.10	0	0	0			
12	Mr.	Manojkumar Ramakrishnan	AKUP97207H	01/12/1974	Non-Executive - Independent Director	Not Applicable		14/06/1990	No				Active	No		13/10/2016	13/10/2021			32.17	0	0	0			
13	Mr.	Sanjay Manojkumar	AKUP97207H	01/12/1974	Non-Executive - Non Independent Director	Not Applicable		24/12/1974	No				Active	No		28/04/2016				36.02	0	0	0			
14	Mr.	Harish Kiran Kumar	AKUP15881G	01/10/1977	Non-Executive - Non Independent Director	Not Applicable		14/05/1973	No				Active	No		02/01/2021				4.00	0	0	0			
15	Mr.	Chidhu Das Ananthakrishnan	AKUP15163F	02/03/1971	Non-Executive - Non Independent Director	Not Applicable		25/10/1987	No				Active	No		08/11/2021				4.73	0	0	0			
16	Mr.	Srinivas Srinivasulu	AKUP9298L	09/06/1964	Executive Director	Not Applicable		09/11/1985	No				Active	No		01/01/2021				4.25	0	0	0			
17	Mr.	Harish Kiran Kumar	AKUP15881G	01/10/1977	Non-Executive - Non Independent Director	Not Applicable		13/08/1976	No				Active	No		15/10/2019	28/08/2018			145.14	0	0	0			7
18	Mr.	Harish Kiran Kumar	AKUP15881G	01/10/1977	Non-Executive - Non Independent Director	Not Applicable		11/05/1988	No				Active	No		05/10/2021				8.00	0	0	0			8

Harish



Annexure 1

II. Composition of Committees

Disclosure of notes on composition of committees explanatory

Add Notes

For this quarter kindly note the following points:
 1. Date of Appointment and Date of Cessation (if applicable) must be mandatorily filled for every Committee.
 2. Date of Appointment can be any day upto September 30, 2022.
 3. Date of Cessation must be for the current quarter only, i.e. July 1,2022 to September 30,2022

Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be pre-filled automatically

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1.	00082313	Subba Rao Amarthaluru	Non-Executive - Independent Director	Chairperson	12-10-2021		
2.	03482239	Indana Prabhakara Rao	Executive Director	Member	24-05-2021		
3.	05184747	Emandi Sankara Rao	Non-Executive - Independent Director	Member	12-10-2021		
4.	01573258	Mundayat Ramachandran	Non-Executive - Independent Director	Member	13-10-2016		
5.	07466436	Denitza Weissmantel	Non-Executive - Non Independent Director	Member	28-04-2016		
6.	10419629	Pankaj Malhotra	Non-Executive - Non Independent Director	Member	29-12-2023		
7.	01976832	Bijal Tushar Ajinkya	Non-Executive - Independent Director	Member	19-09-2022		
8.							
9.							
10.							

Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be pre-filled automatically

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1.	01573258	Mundayat Ramachandran	Non-Executive - Independent Director	Chairperson	13-10-2016		
2.	00061669	Grandhi Kiran Kumar	Non-Executive - Non Independent Director	Member	24-05-2021		
3.	00082313	Subba Rao Amarthaluru	Non-Executive - Independent Director	Member	12-10-2021		
4.	05184747	Emandi Sankara Rao	Non-Executive - Independent Director	Member	12-10-2021		
5.	08453990	Rubina Ali	Non-Executive - Non Independent Director	Member	06-06-2019		
6.	09135168	Regis Lacote	Non-Executive - Non Independent Director	Member	24-05-2021		
7.	07466436	Denitza Weissmantel	Non-Executive - Non Independent Director	Member	28-04-2016		
8.	01976832	Bijal Tushar Ajinkya	Non-Executive - Independent Director	Member	19-09-2022		
9.							
10.							

Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be pre-filled automatically

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1.	00061669	Grandhi Kiran Kumar	Non-Executive - Non Independent Director	Chairperson	04-12-2007		
2.	07466436	Denitza Weissmantel	Non-Executive - Non Independent Director	Member	28-04-2016		
3.	00082313	Subba Rao Amarthaluru	Non-Executive - Independent Director	Member	29-07-2022		
4.	00016262	Kada Narayana Rao	Executive Director	Member	04-12-2007		
5.	00061686	G.B.S. Raju	Executive Director	Member	08-02-2018		
6.	10303016	Srinivas Hanumankar	Non-Executive - Non Independent Director	Member	01-10-2023		
7.							
8.							
9.							
10.							

Risk Management Committee

Whether the Risk Management Committee has a Regular Chairperson							
					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1.	00061686	G.B.S. Raju	Executive Director	Chairperson	29-07-2022		
2.	07466436	Denitza Weissmantel	Non-Executive - Non Independent Director	Member	29-07-2022		
3.	03482239	Indana Prabhakara Rao	Executive Director	Member	29-07-2022		
4.	00082313	Subba Rao Amarthaluru	Non-Executive - Independent Director	Member	29-07-2022		
5.	03097753	Vidheh Kumar Jaipurkar	CEO	Member	29-07-2022		4
6.							
7.							
8.							
9.							
10.							

Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be pre-filled automatically

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1.	05184747	Emandi Sankara Rao	Non-Executive - Independent Director	Chairperson	12-10-2021		
2.	00016262	Kada Narayana Rao	Executive Director	Member	07-05-2014		
3.	03482239	Indana Prabhakara Rao	Executive Director	Member	24-05-2021		
4.							
5.							
6.							
7.							
8.							
9.							
10.							

Other Committee

Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks
1.						
2.						
3.						
4.						
5.						
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Annexure 1

III. Meeting of Board of Directors

Disclosure of notes on meeting of board of directors explanatory

[Add Notes](#)

Sr	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
	Add Delete						
1	31-01-2024			Yes	16	16	4
2	27-03-2024	55		Yes	16	11	4
3	29-05-2024	62		Yes	16	12	3

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* to be filled in only for the current quarter meetings



Annexure 1

IV. Meeting of Committees

Annexure 1												
IV. Meeting of Committees												
Disclosure of notes on meeting of committees explanatory						Add Notes						
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)		
Add		Delete										
1	Audit Committee	30-01-2024				Yes	7	7	4	0		
2	Stakeholders relationship Committee	30-01-2024				Yes	6	3	1	0		
3	Risk Management Committee	30-01-2024				Yes	4	3	1	1		
4	Audit Committee	27-03-2024	56			Yes	7	7	4	0		
5	Nomination and remuneration committee	27-03-2024				Yes	8	7	4	0		
6	Corporate Social Responsibility Committee	28-05-2024	61			Yes	3	2	1	0		
7	Audit Committee	28-05-2024				Yes	7	5	3	0		
8	Nomination and remuneration committee	28-05-2024				Yes	8	7	4	0		

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Details of Cyber security incidence	
Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter	No
Other details of cyber security incidence or breaches or loss of data event	Add Notes
Number of cyber security incidence or breaches or loss of data event occurred during the quarter	
Sr.	Date of the event
	Brief details of the event

A. Chawla



Annexure 1			
V. Related Party Transactions			
Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	
Disclosure of notes on related party transactions			Add Notes
Disclosure of notes of material transaction with related party			Add Notes

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Annexure 1

VI. Affirmations

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities)	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes
9	Any comments/observations/advice of Board of Directors may be mentioned here:	Add Notes

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Annexure 1

Sr	Subject	Compliance status
1	Name of signatory	Abhishek Chawla
2	Designation	Company Secretary and Compliance Officer



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Signatory Details

Name of signatory	Abhishek Chawla
Designation of person	Company Secretary and Compliance Officer
Place	New Delhi
Date	17-07-2024

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Notes to Corporate Governance Report for the quarter ended June 30, 2024

The Company has four series of NCDs with BSE Scrip Codes: 974004, 974763, 975037 and 975533. However, in the format of Corporate Governance report (CGR) only one Scrip Code (974004) is prefilled. Hence, the four scrip codes are mentioned in the covering letter.

Annexure-1: (I). Composition of Board of Directors, and (II). Composition of Committees

1. As per the explanation given under Regulation 17A of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), only the directorship in equity listed entities has been considered for the purpose of counting the number of directorship. Accordingly, Delhi International Airport Limited ("Reporting Company"), which is a High Value Debt Listed entity (Not an Equity Listed Company) is NOT considered for calculating the number of directorships for all the directors.
2. In terms of Regulation 16 of Listing Regulations all the Non-Executive Directors of the Company have been treated as Independent Directors. Accordingly the following have been categorised as Independent Directors:
 - i. Mr. Grandhi Kiran Kumar.
 - ii. Mr. Srinivas Bommidala.
 - iii. Mr. Srinivas Hanumankar.
 - iv. Ms. Rubina Ali.
 - v. Mr. Pankaj Malhotra.
 - vi. Mr. Regis Lacote.
 - vii. Mr. Fabien Alain Camille Lawson.
 - viii. Ms. Denitza Weismantel.
 - ix. Mr. Matthias Engler (Alternate Director to Ms. Denitza Weismantel).
 - x. Mr. Pierre Etienne Mathely (Alternate Director to Mr. Regis Lacote).
3. The total number of Directors of the Company is 16 as on June 30, 2024. However, Mr. Matthias Engler is appointed as an Alternate Director to Ms. Denitza Weismantel and Mr. Pierre Etienne Mathely is appointed as an Alternate Director to Mr. Regis Lacote, their name has also been included in the list of the Directors of the Company.
4. Private Limited Companies which are subsidiaries of Public Limited Companies are also included in the list of number of Audit Committee / Stakeholders Relationship Committee, since they are also categorized as public company as per the provisions of Companies Act, 2013. Further, Public Companies which are High Value Debt Listed entities are also included, on account of being Public Limited Companies and not High Value Debt Listed Entities.
5. While calculating the number of Memberships in Audit Committee/ Stakeholders Relationship Committee for Alternate Director, we have considered it as it is held by Original Director.
6. Since, the Foreign Directors is not having Permanent Account Number ("PAN"), hence we have mentioned in the PAN column dummy PAN as ZZZZ9999Z.

7. Mr. Grandhi Mallikarjuna Rao (DIN: 00574243), was reappointed as an Executive Chairman of the Company for another term of 3 (three) years w.e.f. April 01, 2024 till March 31, 2027 in Board Meeting held on March 27, 2024. Further terms and conditions of such appointment was approved by Members in Extraordinary General Meeting held on June 17, 2024.
8. Mr. Grandhi Buchi Sanyasi Raju (“G.B.S. Raju”) (DIN: 00061686), was reappointed as a Managing Director of the Company for another term of 3 (three) years w.e.f. April 01, 2024 till March 31, 2027 in Board Meeting held on March 27, 2024. Further terms and conditions of such appointment was approved by Members in Extraordinary General Meeting held on June 17, 2024.
9. Mr. Indana Prabhakara Rao (DIN: 03482239), was reappointed as an Executive Director of the Company for another term of 3 (three) years w.e.f. April 01, 2024 till March 31, 2027 in Board Meeting held on March 27, 2024. Further terms and conditions of such appointment was approved by Members in Extraordinary General Meeting held on June 17, 2024.

Annexure-1: (III). Meeting of Board of Directors, and (IV). Meeting of Committees:

1. In the Column of "Number of Directors Present", the presence of Alternate Director is included in case the Original Director has not attended the Meeting.
2. While calculating “No. of Independent Directors attending the meeting”, we have not considered all Non-Executive Directors, however we have only considered Independent Directors who are meeting the independence criteria as per the provisions of the Companies Act, 2013.
3. While calculating the number of Memberships in Audit Committee/ Stakeholders Relationship Committee for Alternate Director, we have considered it as it is held by Original Director.

Annexure-1: (VI). Affirmations

The Corporate Governance report for the quarter ended March 31, 2024 was placed before the Board of Directors of the Company in its meeting held on May 29, 2024. This Corporate Governance Report for the quarter ended June 30, 2024 will be placed before the Board of Directors in the next Board meeting.



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