

NOTICE TO THE MEMBERS

Notice is hereby given that the Twenty First (21st) Extraordinary General Meeting (“EGM”) of the Members of Delhi International Airport Limited (the “Company”) will be held on Monday, June 17, 2024, at 3:00 P.M. (IST) through Video Conferencing (‘VC’)/ other Audio-Visual Means (‘OAVM’), the venue of the meeting shall be deemed to be the registered office of the Company at New Udaan Bhawan, Opposite Terminal - 3, Indira Gandhi International Airport, New Delhi - 110037, on shorter notice to transact the following business:

SPECIAL BUSINESS:

1. To consider and approve the re-appointment of Mr. Grandhi Mallikarjuna Rao (DIN: 00574243) 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 a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and Schedule V of the Companies Act, 2013 (“Act”), read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable rules and provisions of the Companies Act, 2013 including any statutory modifications(s) or re-enactment(s) thereof for the time being in force, if any, subject to due compliance with applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), as amended from time to time and such other provisions as may be applicable and subject to other approvals and permissions, as may be required and as per the provisions of Articles of Association and Nomination and Remuneration Policy of the Company, based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the members be and is hereby accorded for reappointment of Mr. Grandhi Mallikarjuna Rao [DIN: 00574243], aged over 74 years, as an Executive Chairman of the Company for a period of 3 years with effect from April 01, 2024 till March 31, 2027 on the following overall remuneration (subject to annual review):

Particulars	Amount
Fixed Remuneration	₹ 6.60 Crores per annum with an annual increment of 10% YOY.
Performance Linked Incentive Pay (PLIP)	₹4.00 crores per annum with an annual increment of 10% YOY.

Below being the proposed key performance indicators (KPI) to ascertain the PLIP for Mr. Grandhi Mallikarjuna Rao as the Executive Chairman of the Company:

S. No.	KPI vs AOP	Weightage
1.	EBIDTA (achieving the EBIDTA numbers as approved by the Board as part of the AOP)	80%
2.	Net Debt to EBIDTA (Maintaining at levels as considered in AOP)	10%
3.	ESG initiatives (as per ESG Road Map of the Company)	10%

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 Company maintained 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 as per the policy of the company.
- 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, where, in any financial year during the currency of his appointment, the Company has no profits or its profits are inadequate, the remuneration payable to the Executive Chairman as Fixed Pay and PLIP shall be paid subject to financial performance & achievement of KPIs and the approval of the members of the Company.

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 Company Maintained car with driver.
- ii. Provision of telephones (landline & mobiles) with data card.
- iii. Club Fees: Membership fees in any two clubs not being admission and Life Membership fees.
- iv. Security as deemed necessary by the Company.

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. Grandhi Buchi Sanyasi Raju (Mr. G.B.S. Raju) (DIN: 00061686) 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 a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and Schedule V of the Companies Act, 2013 (“Act”), read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable rules and provisions of the Companies Act, 2013 including any statutory modifications(s) or re-enactment(s) thereof for the time being in force, if any, subject to due compliance with applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), as amended from time to time and such other provisions as may be applicable and subject to other approvals and permissions, as may be required and as per the provisions of Articles of Association and Nomination and Remuneration Policy of the Company, based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the members be and is hereby accorded for reappointment of Mr. Grandhi Buchi Sanyasi Raju (Mr. G.B.S. Raju) [DIN: 00061686] as the Managing Director of the Company for a period of 3 years with effect from April 01, 2024 till March 31, 2027 on the following overall remuneration (subject to annual review):

Particulars	Amount
Fixed Remuneration	₹ 5.66 crores per annum with an annual increment of 10% YOY.
Performance Linked Incentive Pay (PLIP)	₹ 3.00 crores per annum with an annual increment of 10% YOY.

Below being the proposed key performance indicators (KPI) to ascertain the PLIP for Mr. G.B.S. Raju as the Managing Director of the Company:

S. No.	KPI vs AOP	Weightage
1.	EBIDTA (achieving the EBIDTA numbers as approved by the Board as part of the AOP)	80%
2.	Net Debt to EBIDTA (Maintaining at levels as considered in AOP)	10%
3.	ESG initiatives (as per ESG Road Map of the Company)	10%

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 reference to Income Tax Act, 1961, listed herein below:

- i. Basic Salary.
- ii. House Rent Allowance (HRA).
However, he is entitled to Company Maintained Rent Free Accommodation if he chooses so. Then in such a 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 as per the policy of the company.
- 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. Mediciam Insurance: Mediciam 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.

RESOLVED FURTHER THAT notwithstanding anything contained herein above, where, in any financial year during the currency of his appointment, the Company has no profits or its profits are inadequate, the remuneration payable to the Managing Director as Fixed Pay and PLIP shall be paid subject to financial performance & achievement of KPIs and the approval of the members of the Company.

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 company-maintained car with driver.
- ii. Provision of telephones (landline & mobiles) with data cards.
- iii. Club Fees: Membership fees in either of the two clubs not being admission and Life Membership fees.
- iv. Security as deemed necessary by the Company.

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 authorized 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 (DIN: 03482239) 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 a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 198 and Schedule V of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable rules and provisions of the Companies Act, 2013,

including any statutory modifications(s) or re-enactment(s) thereof for the time being in force, if any, subject to due compliance with applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended from time to time and such other provisions as may be applicable and subject to other approvals and permissions, as may be required and as per the provisions of Articles of Association and Nomination and Remuneration Policy of the Company, based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the members be and is hereby accorded for reappointment of Mr. Indana Prabhakara Rao [DIN: 03482239] as an Executive Director of the Company for a period of 3 years With effect from April 01, 2024 till March 31, 2027 on the following overall remuneration:

Particulars	Amount
Fixed Remuneration (Cost to Company i.e. CTC) w.e.f. April 1, 2024*	₹ 3,02,85,390/-
Performance Linked Incentive Pay (PLIP)	As per group HR PLIP policy.

*As per group HR policy, compensation is revised effective 1st July, every year, increment % to be as per Group HR policy.

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 as per policy of the company.
 - (iii) Performance Linked Incentive Pay, as per the policy of the Company.
 - (iv) Any other payments or bonus as per Group HR Policy.
 - (v) Leave Travel Assistance, for self and family once in a year maximum of Rs. 1 Lacs p.a.
 - (vi) 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.

RESOLVED FURTHER THAT notwithstanding anything contained herein above, where, in any financial year during the currency of his appointment, the Company has no profits or its profits are inadequate, the remuneration payable to the Executive Directors as Salary, Perquisites and any other Allowances along with Provident Fund, Gratuity and Leave Encashment shall be governed by the amended proviso of Section 197 (1) and Schedule V of the Companies Act, 2013, wherein the managerial remuneration more than the limits prescribed under the Act can be paid subject to the financial performance and approval of the members of the Company.

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 authorized 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."

4. To consider and approve the increase in borrowing powers of the company from existing ₹ 17,000 crores to ₹ 19,000 crores.

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

"RESOLVED THAT in supersession of all the earlier resolutions passed in this regard, subject to the provisions contained in Shareholders Agreement, Operation, Management and Development Agreement (OMDA) entered into by the Company with Airports Authority of India dated April 4, 2006, Lease deed dated April 25, 2006, the consent of the members of the Company be and is hereby accorded to the Board of Directors in terms of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) or amendment(s) thereto or re-enactment thereof for the time being in force), if any, for borrowing/ availing financial assistance of any sum or sums of money from time to time from any one or more Banks, Financial Institutions, Investors, Lenders or Refinance Lenders, any other persons, firms, Bodies Corporate, Pension Funds, Hedge Funds or any other Funds, either Indian or foreign (hereinafter referred as 'Lenders' or 'Investor'), whether by way of cash credit, advances or deposits, loans or working capital, bill discounting or Bonds, Notes, Non-Convertible Debentures, Foreign Currency Bonds or any other debt, debt instrument, financial assistance / facilities and whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge of the Company's investment, assets and/or other properties whether movable or immovable or stock in trade (including raw materials, stores, spares parts and components in stock in transit) and work in progress and all or any of the undertakings of the Company, notwithstanding that the money to be borrowed by the Company, apart from working capital borrowings obtained from the Company's bankers in the ordinary course of business will or may exceed the aggregate of the paid up share capital of the Company and its free reserves provided that the total amount upto which the moneys may be borrowed by the Board of Directors outstanding at any time shall not exceed the sum of ₹ 19,000 crores (Indian Rupees Nineteen Thousand Crore only).

RESOLVED FURTHER THAT any Director, the Chief Executive Officer, the Chief Financial Officer and the Company Secretary of the Company be and are hereby severally authorized to file necessary E-forms or returns with the Registrar of Companies or the Ministry of Corporate Affairs and to do all such acts, deeds and things, as may be considered necessary or incidental thereto for giving effect to this resolution."

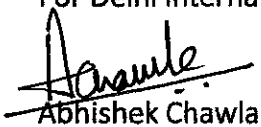
5. To consider and approve the creation of charge/ mortgage over the assets of the company upto an aggregate amount not exceeding ₹ 19,000 crores pursuant to Section 180(1)(a) of the Companies Act, 2013.

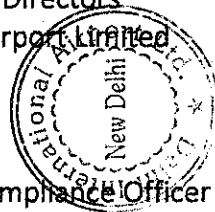
To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT in supersession of all the earlier resolutions passed in this regard, subject to the provisions contained in Shareholders Agreement, Operation, Management and Development Agreement (OMDA) entered into by the Company with Airports Authority of India (AAI) dated April 4, 2006, the first mortgage created on all Transfer Assets (present and future) in favour of AAI as security for payment of amounts due from the Company to AAI under OMDA, Lease deed dated April 25, 2006 and subject to all other approvals as may be required in this regard, consent of the Members of the Company be and is hereby accorded to the Board of Directors in terms of Section 180 (1)(a) and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof for the time being in force), if any, to secure the loans, guarantees, working capital facilities, Non-Convertible Debentures, Bonds, Notes, Foreign Currency Bonds or any other debt, debt instrument, financial assistance/ facilities, made available or to be made available by the Banks, Financial Institutions, Investors, Lenders or Refinance Lenders, any other persons, firms, Bodies Corporate, Pension Funds, Hedge Funds or any other Funds, either Indian or foreign (hereinafter referred as 'Lenders' or 'Investor'), in any form or instrument, to the Company in one or more tranches up to the aggregate amount not exceeding ₹ 19,000 Crore (Indian Rupees Nineteen Thousand Crore only) together with interest, compound interest and all costs, charges and expenses and all other monies as may be due and payable by the Company in that behalf, by way of mortgage/ hypothecation/ charge over company's assets, cash flows, book debts, receivables and any other revenues of whatsoever nature, excluding Annual Fee payable to AAI as per OMDA, all intangibles including but not limited to goodwill, uncalled capital, present and future, a charge on the Company's share of the Escrow Account / Trust and Retention Account and other reserves, and any other bank accounts of the Company wherever maintained, assignment of non-transfer assets (specifically excluding title over the Airport Site land, Transfer Assets and any of the underlying lands corresponding to the Transfer or Non-Transfer Assets), rights, title and interest of the Company, present and future as per Article 13.1 of the OMDA, pledge of the paid up equity share capital of the Company by its shareholders, excluding AAI, to the extent required by Lenders or Investors in such form and in such manner and on such terms and conditions as the Board of Directors of the Company may consider and think fit and proper in the interest of the Company.

RESOLVED FURTHER THAT any Director, the Chief Executive Officer, the Chief Financial Officer and the Company Secretary of the Company be and are hereby severally authorized to file necessary forms or returns with the Registrar of Companies or the Ministry of Corporate Affairs and to do all such acts, deeds and things, as may be considered necessary or incidental thereto for giving effect to this resolution."

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


Abhishek Chawla



Company Secretary & Compliance Officer
Membership No. F8118
Address: Ace Golfshire, Sector-150, Noida-201301

Date: June 11, 2024

Place: New Delhi

NOTES:

1. 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, May 5, 2022 and September 25, 2023 (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 ("GM") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without physical presence of the members at a common venue.
2. 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 ("Listing Regulations"), the 21st Extraordinary General Meeting ("EGM" or "the Meeting") of Delhi International Airport Limited ("DIAL" or "the Company") is scheduled to be held on Monday, June 17, 2024, at 3: 00 P.M (IST), at Shorter Notice, through VC / OAVM.
3. Shorter notice consent is attached.
4. The deemed venue for the 21st EGM is the Registered Office of the Company i.e. New Udaan Bhawan, Opposite Terminal - 3, Indira Gandhi International Airport, New Delhi - 110037.
5. 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.
6. 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, 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.
7. Notice convening the 21st 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 21st EGM has been uploaded on the website of the Company at www.newdelhiairport.in.
8. The explanatory statement pursuant to Section 102(1) of the Act in respect of Special Business is annexed hereto.

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



Abhishek Chawla
Company Secretary & Compliance Officer
Membership No. F8118
Address: Ace Golfshire, Sector-150, Noida-201301

Date: June 11, 2024
Place: New Delhi

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:

Mr. Grandhi Mallikarjuna Rao (DIN: 00574243), aged over 74 years, in his capacity as the Chairman of the GMR Group has been the significant force and vision behind the Company establishing the mammoth Delhi International Airport and, in its stabilization and operations to beyond the global standards.

Under his leadership, Delhi International Airport Limited ("DIAL" or "Company") has added additional capacity from 66 MPPA handling capacity to the current 100 MPPA, besides being consistently ranked among the best airports of the world in terms of safety, passenger experience, etc. His contributions have been immense in steering DIAL through various challenges and opportunities in the dynamic aviation industry.

As Chairman, he has overseen significant infrastructure development at Delhi Airport which includes terminal expansions, runway upgrades and modernization initiatives. His commitment to enhance the airport's infrastructure capacity and capabilities is crucial for accommodating the growing demand for air travel in the region. His ability to build and maintain strong relationships with key stakeholders, including government authorities, airlines, passengers and local communities, has enabled DIAL to achieve expansion to meet its future requirements.

Mr. Grandhi Mallikarjuna Rao was reappointed as the Executive Chairman of the Company for a period of 3 years w.e.f. April 1, 2021 till March 31, 2024. The total remuneration as approved by the Board and Members of the Company, for the Financial Year 2023-24, as a combination of fixed and variable pay was up to ₹ 10.60 crores.

Based on the approval and recommendation of Nomination and Remuneration Committee, the Board of Directors at its meeting held on March 27, 2024 had re-appointed Mr. Grandhi Mallikarjuna Rao, [DIN: 00574243], aged over 74 years, as an Executive Chairman of the Company for a period of 3 years with effect from April 01, 2024 till March 31, 2027. Further, it was decided by the Board that the remuneration to be paid to Mr. Grandhi Mallikarjuna Rao as Executive Chairman, to be effective from April 01, 2024 shall be placed separately before the Board during the subsequent quarters, for approval and till such time, it was proposed to pay his current/ last drawn remuneration as previously approved by the Board and members of the Company.

Further, the remuneration to be paid to Mr. Grandhi Mallikarjuna Rao [DIN: 00574243] as an Executive Chairman of the Company for a period of 3 years w.e.f. April 1, 2024 till March 31, 2027 was recommended by the Nomination and Remuneration Committee by passing a resolution through circulation on June 10, 2024 and approved by the Board of Directors ("Board") by passing a resolution through circulation on June 11, 2024, remuneration (subject to annual review) as mentioned in below table and other terms and conditions, as mentioned in the resolution set out in Item No. 1, subject to the approval of the members of the Company:

Particulars	Amount
Fixed Remuneration	₹ 6.60 Crores per annum with an annual increment of 10% YOY.
Performance Linked Incentive Pay (PLIP)	₹ 4.00 crores per annum with an annual increment of 10% YOY.

In view of his strategic vision, operational excellence, leadership, financial acumen, infrastructure development initiatives, stakeholder engagement efforts, risk management skills, market competitiveness, long-term sustainability focus and performance achievements towards the growth of the Company, it is proposed to re-appoint Mr. Grandhi Mallikarjuna Rao, [DIN: 00574243], aged over 74 years, as an Executive Chairman of the Company for another term of 3 (three) years w.e.f. April 01, 2024 till March 31, 2027.

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 for approval.

Mr. Grandhi Mallikarjuna Rao is also the Executive Chairman of GMR Hyderabad International Airport Limited ("GHIAL"), the fellow subsidiary of DIAL and drawing the total remuneration as approved by the GHIAL Board and subject to approval of the Members of the Company.

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.

Item No. 2:

Mr. Grandhi Buchi Sanyasi Raju (Mr. G.B.S. Raju) is the Managing director of DIAL since 2018. Mr. G.B.S Raju's leadership has been pivotal in driving DIAL's strategic initiatives, aligning them with the company's long-term objectives and market trends. His strategic vision has guided DIAL through complex challenges and opportunities in the aviation sector, ensuring the company remains competitive and innovative.

As Managing Director, Mr. G.B.S Raju has played a key role in achieving operational excellence at DIAL. His efforts in optimizing airport operations, enhancing service quality, and implementing efficient processes, taking pathbreaking technological and digital initiatives have contributed to DIAL's reputation as a world-class airport and improved passenger experience.

Mr. G.B.S Raju has overseen significant infrastructure development projects at Delhi Airport, addressing capacity constraints and improving facilities to accommodate the growing passenger traffic. His expertise in managing large-scale infrastructure projects with long gestation periods ensures timely and cost-effective delivery of projects, crucial for DIAL's growth and competitiveness.

Mr. G.B.S Raju's focus on long-term value creation for DIAL, its stakeholders, and the community underscores his commitment to sustainable growth and development. By promoting initiatives that

drive economic, social, and environmental benefits, he enhances DIAL's reputation and legacy as a responsible corporate entity.

Mr. G.B.S. Raju was reappointed as the Managing Director of Delhi International Airport Limited (DIAL) for a period of 3 years w.e.f. April 1, 2021, till March 31, 2024. The total remuneration as approved by the Board and Members, for the financial year 2023-24, as a combination of fixed and variable pay was up to ₹ 10.10 crores.

Based on the approval and recommendation of Nomination and Remuneration Committee, the Board of Directors at its meeting held on March 27, 2024 had re-appointed Mr. Grandhi Buchi Sanyasi Raju (Mr. G.B.S. Raju) [DIN: 00061686] as Managing Director of the Company for a period of 3 years with effect from April 01, 2024 till March 31, 2027. Further, it was decided by the Board that the remuneration to be paid to Mr. G.B. S. Raju as Managing Director, to be effective from April 01, 2024, shall be placed separately before the Board during the subsequent quarters, for approval and till such time, it was proposed to pay his current/ last drawn remuneration as previously approved by the Board of Directors and Members of the Company.

Further, the remuneration to be paid to Mr. G.B.S. Raju as managing Director of the Company for a period of 3 years w.e.f. April 1, 2024 till March 31, 2027 was recommended by the Nomination and Remuneration Committee by passing a resolution through circulation on June 10, 2024 and approved by the Board of Directors ("Board") by passing a resolution through circulation on June 11, 2024, remuneration as mentioned in below table and other terms and conditions, as mentioned in the resolution set out in Item No. 2, subject to the approval of the members of the Company (subject to annual review):

Particulars	Amount
Fixed Remuneration	₹ 5.66 crores per annum with an annual increment of 10% YOY.
Performance Linked Incentive Pay (PLIP)	₹ 3.00 crores per annum with an annual increment of 10% YOY.

In the view of his strategic vision, operational excellence, leadership, infrastructure development initiatives, financial acumen, stakeholder engagement efforts, risk management skills, industry benchmarking, long-term value creation focus, and performance achievements towards the growth of the Company, it is proposed to re-appoint Mr. G.B.S. Raju [DIN: 00061686] as the Managing Director on the Board of the Company for another term of 3 (three) years w.e.f. April 01, 2024 till March 31, 2027.

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 for approval:

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 total remuneration as approved by the GHIAL Board and subject to approval of the Members of the Company.

Except Mr. Grandhi Mallikarjuna Rao, 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.

Item No. 3:

Mr. Indana Prabhakara Rao is the Executive Director of DIAL since 2018. Mr. Indana Prabhakara Rao demonstrated strong strategic leadership skills by devising and implementing effective strategies to navigate through various challenges, including the impacts of the COVID-19 pandemic on the aviation industry. Despite these challenges, DIAL has maintained its position as one of the leading airports globally.

Mr. Indana Prabhakara Rao fostered strong relationships with various stakeholders, including airlines, regulatory bodies, government agencies, and local communities. These relationships have been instrumental in driving collaboration, resolving issues, and promoting the long-term interests of DIAL and its stakeholders.

DIAL has undertaken Phase 3A expansion project, and it has been executed efficiently and in compliance with relevant regulations, contributing to the overall growth and competitiveness of the airport.

Mr. Indana Prabhakara Rao was reappointed as the Executive Director of Delhi International Airport Limited ("DIAL" or "Company") for a period of 3 years w.e.f. April 1, 2021 till March 31, 2024. The total CTC for the Financial Year 2023-24 is ₹ 3,20,85,390/-.

Based on the approval and recommendation of Nomination and Remuneration Committee, the Board of Directors at its meeting held on March 27, 2024 had re-appointed Mr. Indana Prabhakara Rao as Executive Director of the Company for a period of 3 years with effect from April 01, 2024 till March 31, 2027. Further, it was decided by the Board that the remuneration to be paid to Mr. Indana Prabhakara Rao as the Executive Director, to be effective from April 01, 2024, would be placed separately before the Board during the subsequent quarters, for approval and till such time, it was proposed to pay his current/ last drawn remuneration as previously approved by the Board of Directors and Members of the Company.

Further, Board of Directors at its meeting held on May 29, 2024 had approved the remuneration as mentioned in below table and other terms and conditions, as mentioned in the resolution set out in Item No. 3, subject to the approval of the members of the Company:

Particulars	Amount
Fixed Remuneration (Cost to Company i.e. CTC) w.e.f. April 1, 2024*	₹ 3,02,85,390/-
Performance Linked Incentive Pay (PLIP)	As per group HR PLIP policy.

*As per group HR policy, compensation is revised effective 1st July, every year, Increment % to be as per Group HR policy.

In view of the significant achievements listed above that has strengthened the position of Delhi International Airport on the global aviation map and considering the critical and continuous leadership and guidance provided by Mr. Indana Prabhakara Rao, which would be required for the years to come as well, it is proposed to reappoint Mr. Indana Prabhakara Rao (DIN: 03482239) as

an Executive Director of the Company for another term of 3 (three) years w.e.f. April 01, 2024 till March 31, 2027.

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 for approval.

Mr. Indana Prabhakara Rao is also the Executive Director of GMR Airports Limited ("GAL"), the holding Company of DIAL and drawing the total remuneration as approved by the Board and subject to approval of the Members of the Company.

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.

Item No. 4:

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

Presently, the limit approved by the Members under Section 180(1)(c) of the Companies Act, 2013 is ₹ 17,000 crores and the current outstanding for long term borrowings of the Company is ~ ₹ 15,079.37 Crores as on March 31, 2024.

It is informed to the Members that in addition to above indebtedness, DIAL had also entered into Lease finance transaction for ₹ 500 Crores (incl. GST), which will be considered as Debt upon completion of the Phase 3A expansion project. Further, DIAL is also going for redemption/repurchase of the 10.964 % Non-Convertible Debentures upto ₹ 2513.05 crores, which will be considered for the purpose of calculating the overall limit of ₹ 17,000 crores during the intervening period till the liability is discharged. Further for any other future debt requirement or any change in the current facilities (including any exchange rate fluctuations on foreign currency borrowings) or any refinancing debt during intermittent period will further increase the indebtedness above ₹ 17,000 crores.

In view of the foregoing, it is required to increase the overall borrowing limits of the company from existing ₹ 17,000 crores to ₹ 19,000 crores and approval of the Members is required under Section 180(1)(c) of the Companies Act, 2013.

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. 4 of the accompanying notice.

The Board of Directors of the Company recommends the resolution set forth at item no. 4 of the Notice for approval of the members as a Special Resolution.

Item No. 5:

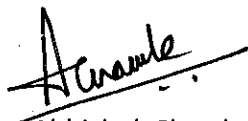
As per the provision of Section 180(1)(a) of the Companies Act, 2013, the consent of the Members of the Company through Special resolution is required to mortgage, sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company. For the purpose of creation of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

Presently, the limit approved by the Members of the Company under Section 180(1)(a) of the Companies Act, 2013 is ₹ 17,000 crores and in view to increase the limit from existing ₹ 17,000 crores to ₹ 19,000 crores and for creation of charge/mortgage on the assets of the Company in favor of the Lenders for the financial assistance, approval of Members is required through Special Resolution.

None of the Directors and/ or Key Managerial Personnel of the Company and/ or their relatives are concerned or interested, financially or otherwise, in the resolution set out in Item No. 5 of the accompanying notice.

The Board of Directors of the Company recommends the resolution set forth at item no. 5 of the Notice for approval of the members as a Special Resolution.

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



Abhishek Chawla
Company Secretary & Compliance Officer
Membership No. F8118
Address: Ace Golfshire, Sector-150, Noida-201301



Date: June 11, 2024

Place: New Delhi

**DETAILS OF DIRECTORS SEEKING APPOINTMENT / REAPPOINTMENT
AT THE 21ST EXTRAORDINARY GENERAL MEETING,
PURSUANT TO CLAUSE 1.2.5 OF THE SECRETARIAL STANDARD-2 ON GENERAL MEETINGS**

1) Mr. Grandhi Mallikarjuna Rao:

Name of Director	Mr. Grandhi Mallikarjuna Rao			
DIN	00574243			
Age (Years)	Aged over 74 Years			
Qualification	B. Tech (ME)			
Experience	More than 46 years			
Terms & Conditions of reappointment including remuneration	Re-appointment as Executive Chairman as per terms and conditions as stated in the resolution set out in item no. 1			
Remuneration Last drawn	The total remuneration as approved by the Board and Members, for the financial year 2023-24, as a combination of fixed and variable pay was up to ₹10.60 crores.			
Date of first appointment as the Executive Chairman	April 19, 2006			
Shareholding in the Company	Nil			
Relationship with other Directors, Manager & KMPs	Father of Mr. G. B. S. Raju, Managing Director and Mr. Grandhi Kiran Kumar, Director and Father-in-law of Mr. Srinivas Bommidala, Director.			
No. of Board Meeting Attended during the Year (FY 2023-24)	No. of Meetings held - 5			
	No. of Meetings Attended - 5			
Other Directorships	S. No.	Name of the Company	Designation	
	1	GMR Airports Infrastructure Limited (Formerly GMR Infrastructure Limited)	Non-Executive Chairman	
	2	GMR Varalakshmi Foundation	Chairman & Member	
	3	GMR Hyderabad International Airport Limited	Executive Chairman	
	4	GMR Airports Limited	Non-Executive Chairman	
	5	AMG Healthcare Destination Private Limited	Director	
	6	Parampara Family Business Institute	Chairman and Member	
	7	GMR Power and urban infra Limited	Non-Executive Chairman	
	8	GMR Goa International Airport Limited	Chairman	
	9	GMR Enterprises Private Limited	Non-Executive Chairman	
	10	GMR Nagpur International Airport Limited	Chairman	
	11	GMR Visakhapatnam International Airport Limited	Chairman	
	12	GMR Energy Limited	Non-Executive Chairman	
Committee Chairmanships / Memberships	S. No.	Name of the Company	Committee	Designation
	1	GMR Airports Infrastructure Limited	Management Committee	Chairman
	2	GMR Power and Urban Infra Limited	Management Committee	Chairman
	3	GMR Enterprises Private Limited	Management Committee	Chairman

2) Mr. G.B.S Raju:

Name of Director	Mr. Grandhi Buchi Sanyasi Raju (Mr. G.B.S. Raju)		
DIN	00061686		
Age (Years)	50 Years		
Qualification	Graduate in Commerce		
Experience	More than 26 years		
Terms and Conditions of Reappointment including Remuneration	Reappointment as Managing Director as per terms and conditions as stated in the resolution set out in item no. 2.		
Remuneration Last drawn	The total remuneration as approved by the Board and Member, for the financial year 2023-24, as a combination of fixed and variable pay was up to ₹10.10 crores.		
Date of first appointment as the Managing Director	April 01, 2018.		
Shareholding in the Company	Nil		
Relationship with other Directors, Manager & KMPs	Son of Mr. Grandhi Mallikarjuna Rao, Executive Chairman and Brother of Mr. Grandhi Kiran Kumar, Director.		
No. of Board Meeting Attended during the Year (FY 2023-24)	No. of Meetings held - 5		
	No. of Meetings Attended - 3		
Other Directorships	S. No.	Names of the Company	Designation
	1	GMR Airports Infrastructure Limited (Formerly GMR Infrastructure Limited)	Group Director
	2	GMR Varalakshmi Foundation	Director & Member
	3	GMR Hyderabad International Airport Limited	Managing Director
	4	GBS Holdings Private Limited	Director
	5	GMR Goa International Airport Limited	Director
	6	GMR Enterprises Private Limited	Director
	7	Delhi Duty Free Services Private Limited	Non-Executive Chairman
	8	GMR Air Cargo and Aerospace Engineering Limited	Non-Executive Chairman
	9	GMR Airports Limited	Non-Executive Vice Chairman
	10	Varalakshmi Sports Private Limited	Director
	11	GMR Airport Developers Limited	Non-Executive Chairman
12	GMR Visakhapatnam International Airport Limited	Director	



DELHI INDIRA GANDHI
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DELHI INTERNATIONAL AIRPORT LIMITED

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E: DIAL-CS@gmrgroup.in

Committee Chairmanships / Memberships	S. No.	Name of the Company	Name of Committee	Designation
	1.	GMR Enterprises Private Limited	Management Committee	Member
	2.	Delhi International Airport Limited	Stakeholder Relationship Committee	Member
			Risk Management and ESG Committee	Chairman
	3.	GMR Airports Limited	Nomination and Remuneration Committee	Member
			Risk Management Committee	Chairman
	4.	GMR Varalakshmi Foundation	Audit Committee	Member
	5.	GMR Airports Infrastructure Limited	Debenture Allotment Committee	Member
Management Committee			Member	
6.	GMR Hyderabad International Airport Limited	Risk Management and ESG Committee	Chairman	
7.	GMR Visakhapatnam International Airport Limited	Share Allotment & Transfer Committee	Chairman	

3. Mr. Indana Prabhakara Rao:

Name of Director	Mr. Indana Prabhakara Rao			
DIN	03482239			
Age (Years)	~65 Years			
Qualification	B.E., M.E.			
Experience	~40 years			
Terms & Conditions of reappointment including remuneration	Reappointment as Executive Director as per terms and conditions as stated in the resolution set out in item no. 3.			
Remuneration Last drawn	The total CTC for the Financial Year 2023-24 is ₹ 3,20,85,390/-.			
Date of first appointment as the Executive Director	April 01, 2018			
Shareholding in the Company	Nil			
Relationship with other Directors, Manager & KMPs	Not Applicable			
No. of Board Meeting Attended during the Year (FY 2023-24)	No. of Meetings held - 5			
	No. of Meetings Attended - 4			
Other Directorships	S. No.	Names of the Company	Designation	
	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	
Committee Chairmanships / Memberships	S. No.	Name of the Company	Name of Committee	Designation
	1.	GMR Airports Limited	Audit Committee	Member
			Stakeholders Relationship Committee	Member
			Corporate Social Responsibility Committee	Member
	2.	GMR Airport Developers Limited	Corporate Social Responsibility Committee	Member
			Audit Committee	Member
	3.	GMR Vishakhapatnam International Airport	Nomination and Remuneration Committee	Member



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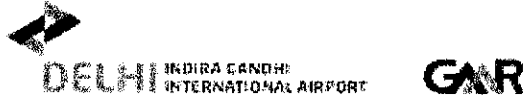
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		Limited	Corporate Social Responsibility Committee	Member
			Share Allotment & Transfer Committee	Member
	4.	Delhi International Airport Limited-	Corporate Social Responsibility Committee	Member
			Risk Management & Environment Social & Governance Committee	Member
			Audit Committee	Member



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DISCLOSURES 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	<p style="text-align: right;">(Amount in Rs. in Crore)</p> <table border="1"> <thead> <tr> <th>Particulars</th> <th>2022-2023</th> <th>2023-2024</th> </tr> </thead> <tbody> <tr> <td>Gross Revenue</td> <td>4,254.27</td> <td>5,100.11</td> </tr> <tr> <td>Profit/ (loss) after Tax</td> <td>(284.86)</td> <td>(624.07)</td> </tr> <tr> <td>Dividend</td> <td>0</td> <td>0</td> </tr> <tr> <td>EPS</td> <td>(1.16)</td> <td>(2.55)</td> </tr> </tbody> </table>	Particulars	2022-2023	2023-2024	Gross Revenue	4,254.27	5,100.11	Profit/ (loss) after Tax	(284.86)	(624.07)	Dividend	0	0	EPS	(1.16)	(2.55)
Particulars	2022-2023	2023-2024															
Gross Revenue	4,254.27	5,100.11															
Profit/ (loss) after Tax	(284.86)	(624.07)															
Dividend	0	0															
EPS	(1.16)	(2.55)															
5	Foreign Investments or collaborations, if any.	No such investment or collaboration except shareholding of Fraport AG Frankfurt Airport Services Worldwide as on March 31, 2024.															



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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	<p>Mr. Grandhi Mallikarjuna Rao (Mr. G. M. Rao) is the founder and Chairman of the GMR Group. He has been on the Company's Board since April 19, 2006. He is a graduate in mechanical engineering from Andhra University, India. He was conferred with the honorary Doctor of Laws by York University, Toronto, Canada in 2011, the honorary Doctor of Letters by the Andhra University, India in 2010 and again honorary Doctor of Letters by the Jawaharlal Nehru Technological University, Hyderabad, India in 2005. He was a director on the Board of Vysya Bank for several years and also served as a non-executive chairman of ING Vysya Bank between October 2002 and January 2006. He is involved in apex level business decisions and external relations, senior leadership</p>	<p>Mr. Grandhi Buchi Sanyasi Raju (Mr. G.B.S. Raju), is the elder son of Mr. G.M. Rao and has been on the Company's Board since April 19, 2006. He completed his bachelor's degree in commerce from Vivekananda College, University of Madras, Chennai, in 1995. He began his career as the Managing Director of GMR Energy Limited and was responsible for setting up the 220 MW barge-mounted power plant. He steered the Company's involvement in the roads sector, led Corporate Services including fund raising initiatives and spearheaded Company's foray into international business. He is currently the Chairman of the Airport business and</p>	<p>Mr. Indana Prabhakara Rao is an experienced professional with ~40 years of experience in various businesses. He holds first class Master's Degree in Industrial Engineering from Andhra University.</p> <p>He was appointed as Executive Director of the Company w.e.f. April 01, 2018. Mr. Indana Prabhakara Rao demonstrated strong strategic leadership skills by devising and implementing effective strategies to navigate through various challenges, including the impacts of the COVID-19 pandemic on the aviation industry.</p> <p>He is currently holding the Executive Director position in Delhi International Airport Limited and GMR Airports Limited.</p>



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		development, organization building initiatives. Currently, he is the Executive Chairman of Delhi International Airport Limited and GMR Hyderabad International Airport Limited.	holding the Managing Director position in Delhi International Airport Limited and GMR Hyderabad International Airport Limited.	
2	Past Remunerations	In Delhi International Airport Limited: The total remuneration as approved by the Board and Members, for the financial year 2023-24, as a combination of fixed and variable pay was up to ₹10.60 crores.	In Delhi International Airport Limited: The total remuneration as approved by the Board and Member, for the financial year 2023-24, as a combination of fixed and variable pay was up to ₹10.10 crores.	In Delhi International Airport Limited: The total CTC for the Financial Year 2023-24 is ₹ 3,20,85,390/-.
3	Achievements, Recognition or awards	Mr. G.M. Rao was conferred with the honorary Doctor of Laws by York University, Toronto, Canada in 2011, the honorary Doctor of Letters by the Andhra University, India in 2010 and honorary Doctor of Letters by the Jawaharlal Nehru Technological University, Hyderabad, India in 2005. He received the award for the 'First Generation Entrepreneur of the	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 Delhi International Airport and his leadership has been instrumental in guiding and facilitating DIAL to navigate tough business conditions through unambiguous policy making and	Mr. Indana Prabhakara Rao has been the Executive Director of DIAL since 2018. He demonstrated strong strategic leadership skills by devising and implementing effective strategies to navigate through various challenges, including the impacts of the COVID-19 pandemic on the aviation industry. Despite these challenges, DIAL has

		<p>Year' from CNBC TV18 in 2009. In the same year, he received the 'Infrastructure Person of the Year' award at the Infrastructure Journal Award Ceremony held in London. He was also chosen as the 'Entrepreneur of the year' at the Economic Times Awards for Corporate Excellence 2006-07, apart from numerous other awards and public recognition throughout his career.</p> <p>Under his leadership, the Company has shown tremendous growth and has won several national as well as international accolades. Delhi International Airport 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.</p>	<p>support on policy representations to bolster air travel business.</p> <p>Mr. GBS Raju's focus on long-term value creation for DIAL, its stakeholders, and the community underscores his commitment to sustainable growth and development. By promoting initiatives that drive economic, social, and environmental benefits, he enhances DIAL's reputation and legacy as a responsible corporate entity.</p> <p>GHIAL has received numerous national and international Awards & Accolades at prestigious forums in terms of airport operations, Customer Service Experience, Efficient Energy conversation measures and sustainable development initiatives.</p>	<p>maintained its position as one of the leading airports globally.</p> <p>Mr. Indana Prabhakara Rao fostered strong relationships with various stakeholders, including airlines, regulatory bodies, government agencies, and local communities. These relationships have been instrumental in driving collaboration, resolving issues, and promoting the long-term interests of DIAL and its stakeholders.</p> <p>DIAL has received numerous national and international Awards & Accolades at prestigious forums in terms of airport operations, safety, Construction, Customer Service Experience and Efficient Energy conversation measures.</p>
4	Job Profile and his suitability	In view of the significant achievements listed	In the view of his strategic vision,	Mr. Indana Prabhakara Rao fostered strong



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		<p>above that has strengthened the position of Delhi International Airport Limited ("DIAL") on the global aviation map and considering the critical and continuous leadership and guidance provided by Mr. Grandhi Mallikarjuna Rao, which would be required for the years to come as well, it is proposed to re-appoint Mr. Grandhi Mallikarjuna Rao (DIN: 00574243) as the Executive Chairman of DIAL, for the next 3 years w.e.f. April 01, 2024 till March 31, 2027.</p>	<p>operational excellence, leadership, infrastructure development initiatives, financial acumen, stakeholder engagement efforts, risk management skills, industry benchmarking, long-term value creation focus, and performance achievements towards the growth of the Company, it is proposed to re-appoint Mr. GBS Raju as the Managing Director on the Board of the Company for another term of 3 years w.e.f. April 01, 2024 till March 31, 2027.</p>	<p>relationships with various stakeholders, including airlines, regulatory bodies, government agencies, and local communities. These relationships have been instrumental in driving collaboration, resolving issues, and promoting the long-term interests of DIAL and its stakeholders. In view of the immense contribution made by Mr. Indana Prabhakara Rao, it is proposed to re-appoint Mr. Indana Prabhakara Rao as an Executive Director on the Board of the Company for another term of 3 years w.e.f. April 01, 2024, till March 31, 2027.</p>
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.



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6	Comparative remuneration profile with respect to industry, size of the company, profile of the position & person	Considering the responsibilities and credentials of the Executive Chairman of the Company, the proposed remuneration payable to him is comparable and commensurate with industry standards and Board level position held in similarly positioned businesses.	Considering the responsibilities and credentials of the Managing Director of the Company, the proposed remuneration payable to him is comparable and commensurate with industry standards and Board level position held in similarly positioned businesses.	Considering the responsibilities and credentials of the Executive Director of the Company, the proposed remuneration payable to him is comparable and commensurate with industry standards and Board level position held in similarly positioned businesses.
7	Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any.	Does not have any pecuniary relationship with the Company. He is related to Mr. GBS. Raju, Managing Director (Son), Mr. Grandhi Kiran Kumar, Director (Son) and Mr. Srinivas Bommidala (Son-in-law).	Does not have any pecuniary relationship with the Company. He is related to Mr. G.M. Rao, Executive Chairman (Father) and Mr. Grandhi Kiran Kumar, Director (Brother).	Does not have any pecuniary relationship with the Company and doesn't have any relationship with the managerial personnel.

III. OTHER INFORMATION

1	Reasons for loss or inadequate profits	<p>Financial Year 2024 was a year of stable operations, during the financial year 2024, following was witnessed:</p> <ul style="list-style-type: none"> - The International Passenger growth was 14% vs AOP and up by 24% as compared to financial year 2023. - Total Passenger growth was 7% vs AOP and up by 13% vs previous financial year. - Cargo volume increased by 12% as compared to previous financial year - Total overall revenue increased by 5% as compared to AOP. - Overall EBITDA for financial year 2024 is 31% as compare to AOP of 26% <p>Due to increased depreciation and capitalization of Phase 3A, the interest costs and depreciation increased significantly resulting negative impact on PAT and Cash Profit.</p>
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2	Steps taken or proposed to be taken for improvement.	<p><u>Traffic Growth:</u></p> <ul style="list-style-type: none"> • Enhancing international traffic growth through improved transfer options and hub initiatives. • Increase in Cargo volume through transshipments, focusing on key trade lanes and creating new tier II and tier III infrastructure. • Strong engagement with domestic airlines on making IGIA as a hub and deploying capacities as per plan. <p><u>Capacity Enhancement:</u></p> <ul style="list-style-type: none"> • Enhancing international capacity to handle larger volume of international passengers. • Implementation of 4 runway concept of operation and enhancing slot capacity. • Expansion in Terminal 3 Pre embankment security clearance (PESC) area. <p><u>Passenger Experience and Technology:</u></p> <ul style="list-style-type: none"> • Enhancing adoption of Digi-Yatra in domestic and exploring Digi-Yatra in international. • Implementation of Airport Operations Centre (APOC) <ul style="list-style-type: none"> - Enabling collaboration among stakeholders - Leveraging advanced analytics for improved passenger processing across all touch points • Ensuring smooth and optimum utilization of expanded Terminal – 1. • Information display across various touchpoints in order to enable passengers to make informed decisions and reduce their anxiety. • Development of new lounges to cater to the needs of varied section of passengers. <p><u>Awards & Recognition:</u></p> <ul style="list-style-type: none"> • IGIA won the award for the Best Airport in India & South Asia in Skytrax Awards 2024, for the 6th consecutive time. IGIA is ranked 36 in Skytrax world ranking of airports - only airport in India among Top 50 airports in the world.
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DELHI INDIRA GANDHI
INTERNATIONAL AIRPORT



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.newdelhianaipor.Ltd
E: DIAL-CS@gmrgroup.in

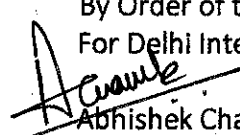
		<ul style="list-style-type: none"> IGIA has been bestowed with the Best Airport in Asia-Pacific Award for the 6th time in a row by ACI. IGIA became the first Level 4+ Certified Airport in Asia Pacific region under ACI's Airport Carbon Accreditation program. <p><u>Planned Steps:</u></p> <ul style="list-style-type: none"> Monetization of existing and new assets: New T1 commercial area, IFK, and any other commercial development. Implementation of updated tariff in CP4.
3	Expected increase in productivity and profits in measurable terms	<p>Based on the above initiatives, DIAL expects a growth in financial year 2025 over financial year 2024 as below:</p> <ul style="list-style-type: none"> Passenger traffic: 5% ATMs: 4% Cargo: 4% <p>As a resultant of the enhanced passenger traffic and through other efficiency improvements, DIALs gross revenue for financial year 2025 are expected to be 8% higher than financial year 2024.</p>

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


Abhishek Chawla
Company Secretary & Compliance Officer
Membership No. F8118

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

Date: June 11, 2024.

Place: New Delhi





DELHI INTERNATIONAL AIRPORT LIMITED
CIN No. U63033DL2006PLC146936

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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 Limited
New Udaan Bhawan, Opposite Terminal-3,
IGI Airport, New Delhi-110037

I/We, _____ [Name of the Shareholder] being the holder
of _____ nos. of equity 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 Extraordinary General meeting
of Delhi International Airport Limited on Monday, June 17, 2024 at a shorter notice.

Signature
Shareholder/ Authorised Representative
in case of Corporate

Name
Date: