



DELHI INTERNATIONAL AIRPORT LIMITED

(Formerly known as Delhi International Airport (P) 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 14th Extra Ordinary General Meeting of the Company will be held at Shorter Notice on Friday, April 20, 2018 at 11.30 a.m. at “**New Udaan Bhawan, Opp. Terminal - 3, Indira Gandhi International Airport, New Delhi - 110 037**”, to transact the following business(s) :

SPECIAL BUSINESS

1. APPOINTMENT OF MR. GRANDHI MALLIKARJUNA RAO AS AN EXECUTIVE CHAIRMAN OF THE COMPANY AND HIS REMUNERATION FOR A PERIOD OF 3 YEARS WITH EFFECT FROM APRIL 1, 2018

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, Schedule V, and other applicable provisions, if any, of the Companies Act, 2013, consent of the shareholders be and is hereby accorded for the appointment of Mr. Grandhi Mallikarjuna Rao [DIN No. : 00574243], as Executive Chairman of the Company for a period of 3 years with effect from April 01, 2018 to March 31, 2021.

RESOLVED FURTHER THAT pursuant to the applicable provisions of the Companies Act, 2013, read with Schedule V, the consent of Shareholders be and is hereby accorded that Grandhi Mallikarjuna Rao [DIN No. : 00574243] be paid following remuneration:

Particulars	Amount
Fixed Remuneration	Rs. 5 Crs per annum (for each year during the tenure)
Commission in case of Profits	Maximum of Rs. 3.00 Crs for FY 2018-19, Rs. 3.50 Crs for FY 2019-20, Rs. 4 Crs for FY 2020-21

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 in reference to Perquisites. The broad break up of components of Fixed Remuneration is as follows:

- i. Basic Salary
- ii. House Rent Allowance (HRA)
However, he is entitled to Rent Free Accommodation, if he chooses so. Then in such case, no HRA will be paid and the valuation of Rent Free Accommodation shall be the perquisite value computed as per the provisions of the Income Tax Act, 1961 for the purpose of Managerial Remuneration.
- iii. Special Allowance
- iv. Leave Travel Allowance / Concession: Leave Travel Allowance/ Concession for anywhere in India, for self and family once in two years in a block of four years.
- v. Medclaim Insurance: Medclaim 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 Salary, Perquisites and any other Allowances along with Provident Fund, Gratuity and Leave Encashment shall be governed by and be subject to the ceilings provided under Section II, Section IV of Part II of Schedule V to the Companies Act, 2013 (which includes any amendment thereon) or such other limit as may be prescribed by the Government from time to time as Minimum Remuneration.

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 Executive Chairman shall also be entitled to other official facilities as listed herein below, but not limited to the same for the purpose of business of the company, in addition to the Remuneration as mentioned above, which shall not form part of the Remuneration:

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

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

2. Appointment of Mr. G.B.S. Raju, as Managing Director, and his remuneration for a period of 3 years with effect from April 1, 2018

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

RESOLVED THAT pursuant to provisions of Section 196, 197, Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the consent of shareholders be and is hereby accorded for appointment of Mr. G.B.S. Raju [DIN No. : 00061686] as Managing Director of the Company for a period of 3 years with effect from April 1, 2018 to March 31, 2021.

RESOLVED FURTHER THAT pursuant to the applicable provisions of the Companies Act, 2013, read with Schedule V, the consent of Shareholders be and is hereby accorded that Mr. G.B.S. Raju [DIN No. : 00061686] be paid following remuneration:

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

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

- i. Basic Salary
- ii. House Rent Allowance (HRA)
However, he is entitled to Rent Free Accommodation, if he chooses so. Then in such case, no HRA will be paid and the valuation of Rent Free Accommodation shall be the perquisite value computed as per the provisions of the Income Tax Act, 1961 for the purpose of Managerial Remuneration.
- iii. Special Allowance
- iv. Leave Travel Allowance / Concession: Leave Travel Allowance/ Concession for anywhere in India, for self and family once in two years in a block of four years.
- v. Medclaim Insurance: Medclaim 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 Salary, Perquisites and any other allowances along with Provident Fund, Gratuity and Leave Encashment shall be governed by and be subject to the ceilings provided under Section II, Section IV of Part II of Schedule V to the Companies Act, 2013 (which includes any amendment thereon) or such other limit as may be prescribed by the Government from time to time as Minimum Remuneration.

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, but not limited to the same for the purpose of business of the company as per the policies of the Company, in addition to the Remuneration as mentioned above, which shall not form part of the remuneration:

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

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

3. Cessation of Mr. Srinivas Bommidala, as Managing Director of the Company

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 Companies Act, 2013 and any other applicable provisions of Companies Act, 2013, cessation of Mr. Srinivas Bommidala, as Managing Director of the Company w.e.f. end of business hours of March 31, 2018, be and is hereby approved.

RESOLVED FURTHER THAT the Member places on record its appreciation for the services rendered by Mr. Srinivas Bommidala during his tenure as Managing Director of 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.

4. Appointment of Mr. Indana Prabhakara Rao as Executive Director, and his remuneration for a period of 3 years with effect from April 1, 2018

To consider and if thought fit, to pass the following resolution, with or without modification, as an Special 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. Indana Prabhakara Rao, (DIN 03482239) who was appointed as an Additional Director by the Board of Directors be and is hereby appointed as a Director.

RESOLVED FURTHER THAT pursuant to the provisions of Section 196, 197, Schedule V, and other applicable provisions, if any, of the Companies Act, 2013, consent of the shareholders be and is hereby accorded for the appointment of Mr. Indana Prabhakara Rao (DIN 03482239), as an Executive Director of the Company for a period of 3 years with effect from April 1, 2018 to March 31, 2021.

RESOLVED FURTHER THAT Mr. Indana Prabhakara Rao be and is hereby paid an overall remuneration of Rs. 2.46 crores per annum for the year April 1, 2018 to March 31, 2019, Rs. 2.71 crores per annum for the year April 1, 2019 to March 31, 2020 and Rs. 2.98 crores per annum for the year April 1, 2020 to March 31, 2021.

RESOLVED FURTHER THAT the following break up of remuneration within the overall limit of Rs. 2.46 crores for the year April 1, 2018 to March 31, 2019 be and is hereby approved

- 1. Salary Per month: Rs. 8,20,000**
- 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 Rs. 562,119/- per month.
- (iii) Variable Pay as per the policy of the Company.
- (iv) Festival Bonus at periodical interval(s) Rs. 82,000 /- per annum.
- (v) Leave Travel Concession: Leave Travel Concession, for self and family once in a year maximum of Rs. 1 Lacs p.a.
- (vi) Medical Reimbursement upto Rs. 15,000
- (vii) Travel Allowance
- (viii) Personal Accident and Group Medical Insurance: As per the rules of the Company.

3. Other benefits

a. Earned /privilege leave : As per the rules of the Company.

b. Contribution to Provident Fund, Superannuation fund or annuity fund as per the Company's rules and applicable provisions of the relevant statutes. Gratuity payable should not exceed half month's salary for each completed year of service subject to maximum prescribed limit.

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

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 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”.

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

Place: New Delhi
Date: April 09, 2018

S/d
Saurabh Jain
Company Secretary

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA ORDINARY 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. PROXY FORM IS ATTACHED.

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. 1 to 4 are annexed hereto.
3. Attendance slip is annexed
4. Details of directors appointed/re-appointed as required by secretarial standards on general meeting is also attached
5. Map of the location of venue is attached
6. Copies of all documents referred to in the notice and explanatory statement annexed thereto are available for inspection at the registered office and corporate office of the company during working hours on all working days till the date of the EGM.
7. Corporate members intending to send their authorized representatives to attend the general meeting, pursuant to section 113 of the companies act, 2013, are requested to send to the company, certified copy of the relevant board resolution authorizing their representative to attend and vote on their behalf at the meeting.
8. Consent of the shareholders for convening the General Meeting at shorter notice is attached herewith

ANNEXURE TO NOTICE

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

Item No. 1

Based on the approval and recommendation of Nomination and Remuneration Committee, the Board of Directors in their meeting at the meeting held on February 08, 2018 have appointed Mr. Grandhi Mallikarjuna Rao as Executive Chairman of the Company for a period of 3 years with effect April 1, 2018, on a remuneration and other terms and conditions, as mentioned in the resolution, subject to the approval of the members of the Company.

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

Except, Mr. G.M. Rao, Mr. Srinivas Bommidala, Mr. Grandhi Kiran Kumar and Mr. G.B.S. Raju are interested, 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 shareholders as a Special Resolution for appointment and payment of remuneration on the terms detailed in the resolution, in terms of Sections 196 &, 197 read with Schedule V and other applicable provisions of the Companies Act, 2013.

Item No. 2

Based on the approval and recommendation of Nomination and Remuneration Committee, the Board of Directors in their meeting held on February 08, 2018 have appointed, Mr. G.B.S. Raju as Managing Director of the Company for a period of 3 years with effect from April 1, 2018, on a remuneration and other terms and conditions, as mentioned in the resolution, subject to the approval of the members of the Company.

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

Except, Mr. G.M. Rao, Mr. Srinivas Bommidala, Mr. Grandhi Kiran Kumar and Mr. G.B.S. Raju, being related to each other, none other Director and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise, in the resolution set out in Item No. 2.

The Board of Directors of the Company recommends the resolution set forth at item no. 2 of the Notice for approval of the shareholders as a Special Resolution for appointment and payment of remuneration on the terms detailed in the resolution, in terms of Sections 196 &, 197 read with Schedule V and other applicable provisions of the Companies Act, 2013.

Item No. 3

The Board of Director at its meeting held on February 07, 2017 & Shareholders of the Company at its meeting held on March 24, 2017 have approved the appointment of Mr. Srinivas Bommidala (DIN No. : 00061464) as Managing Director of the Company for a period of 3 years with effect from April 1, 2017 to March 31, 2020.

Based on the recommendation of Nomination and Remuneration Committee, it is proposed to appoint Mr. G.B.S. Raju as Managing Director of the Company for a period of 3 years with effect from April 1, 2018.

As appointment of Mr. Srinivas Bommidala is already approved by the Board of Directors & Shareholders of the Company at their meetings held on February 07, 2017 & March 24, 2017 respectively. Therefore, cessation of Mr. Srinivas Bommidala as Managing Director of the Company before the expiry of his tenure also requires the approval of shareholders.

Except, Mr. G.M. Rao, Mr. Srinivas Bommidala, Mr. Grandhi Kiran Kumar and Mr. G.B.S. Raju are interested, 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. 3.

The Board of Directors of the Company recommends the resolution set forth at item no. 3 of the Notice for approval of the shareholders as a Special Resolution for Cessation of Mr. Srinivas Bommidala, as Managing Director of the Company, in terms of applicable provisions of the Companies Act, 2013.

Item No. 4

Mr. I. Prabhakara Rao was appointed as an Additional Director by the Board of Directors as per Section 161 of the Companies Act, 2013 read with Article of Association of the Company w.e.f. April 01, 2018 and he holds office as Director upto the date of the ensuing Annual General Meeting.

A notice under Section 160 of the Companies Act, 2013, along with necessary deposit, has been received from a member of the Company signifying his intention proposing the candidature of Mr. I. Prabhakara Rao, as Director of the Company.

He is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as Director.

Based on the approval and recommendation of Nomination and Remuneration Committee, the Board of Directors in their meeting held on February 08, 2018 have appointed, Mr. Indana Prabhakara Rao as Executive Director of the Company for a period of 3 years with effect from April 1, 2018, on a remuneration and other terms and conditions, as mentioned in the resolution, subject to the approval of the members of the Company.

Except, Mr. I. Prabhakara Rao, being appointee, no 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. 4.

The Board of Directors of the Company recommends the resolution set forth at item no. 4 of the Notice for approval of the shareholders as a Special Resolution for appointment and payment of remuneration on the terms detailed in the resolution, in terms of Sections 152, 160, 196 &, 197 read with Schedule V and other applicable provisions of the Companies Act, 2013.

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

Place: New Delhi
Date: April 09, 2018

S/d
Saurabh Jain
Company Secretary

ANNEXURE TO ITEM NO. 1, 2 & 4.

The following additional detailed information as per Section – II of Part II of Schedule V is given in case where the company has inadequate profits or losses, in order to comply with the provisions of Schedule V.

I.GENERAL INFORMATION	Mr. Grandhi Mallikarjuna Rao	Mr. G.B.S. Raju	Mr. I. Prabhakara Rao	
(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 and operation of Delhi 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 prospectus	Not Applicable			
(4) Financial performance based on the given indicators	Particulars	FY 2017-18 (Quarter ending December 31, 2017)	FY 2016-17 ended at March 31, 2017	FY 2015-16 ended at March 31, 2016
	Total Revenue	3228.17 Crores	5,879.84 Crores	5,277.92 Crores
	Profit after Tax	106.21 Crores	534.57 Crores	468.74 Crores
(5) Foreign investments or collaborations, if any	Foreign Collaboration with Fraport AG Frankfurt Airport Services Worldwide			

II. INFORMATION ABOUT THE APPOINTEE			
	Mr. Grandhi Mallikarjuna Rao	Mr. G.B.S. Raju	Mr. I. Prabhakara Rao
(1) Background details	<p>Mr. Grandhi Mallikarjuna Rao aged 68 years was appointed as Chairman of the Board of Directors of DIAL in April 2006. He is the founder of the GMR Group. He recognized the tremendous opportunities in this sector and resolved to transform the GMR Group into a powerhouse in the area of infrastructure development in India. Under his leadership, DIAL, has adopted a culture of professional-entrepreneurship where enterprise, speed and team excellence are critical ingredients.</p> <p>Under his leadership, the Company has shown tremendous growth and has won several national as well as international accolades. Indira Gandhi International Airport, Delhi has been consistently ranked amongst the best airports in the world at various forums.</p>	<p>Mr. G.B.S. Raju aged 43 years joined the family business, the GMR Group, in 1996 at the age of 22, and is currently the Business Chairman of the Energy Sector which has successfully implemented/is developing multiple power generation plants including transmission projects with an aggregate capacity of about 7500 MW. Mr. G.B.S. Raju has held multiple positions in key areas of business, such as energy, airports and highways that are vital for India to fulfil its tremendous potential and economic development. He has been instrumental in establishing GMR as a key Infrastructure player with footprints in Indian and International markets.</p> <p>Initially, he played a crucial role in shaping the overall strategy and positioning of the organization. He then took on the development and implementation of various projects of the Group. He pioneered the development of Power projects by setting up India's first and the World's largest floating barge mounted power plant – GMR Energy Ltd. He effectively steered the Group's foray into the Roads Business by revolutionizing the road development projects.</p>	<p>Mr. I. Prabhakara Rao aged 58 years has been the Chief Executive Officer of DIAL since 2011. Prior to that he was Chief Development Officer at DIAL and was responsible for revamping the erstwhile Domestic and International Terminals and building a new Integrated Terminal - 3. He has made a stellar contribution in leading the construction of IGI Airport and then leading the operations of the Airport and achieving towards Number # 1 ranking in ACI/ASQ ranking in the world in CY 2015 & 2016.</p> <p>In the recent years, under his leadership as Chief Executive Officer, the performance of the Company has reached greater heights and has wiped out past year losses by controlling the costs and taking various new initiatives. He has brought in strong execution rigor to his work, and has considerably strengthened the Company.</p>

		<p>He successfully led the Group through GMR Infrastructure's maiden IPO in 2006 and certain largest QIPs & Private Equity in the years 2007, 2010 & 2011 amounting to approx. USD 3 billion in the Energy and Airport sectors of the Group.</p> <p>With his far sightedness and entrepreneurial skills, Mr. G.B.S. Raju was a key player in leading GMR's foray into the Airport Sector and in developing the Hyderabad, Delhi and Istanbul Airports and in winning the Cebu Airport (Philippines) and recently the Mopa Greenfield Airport in Goa (India), by his strategic vision in developing international business and building projects like, Sabiha Gokcen International Airport, Istanbul and a power project in Jurong Island in Singapore.</p>	
(2) Past remuneration	<p>The remuneration drawn by Mr. G.M. Rao during the past two years is as follows:</p> <p>FY 2015-16- Rs. 81.97 Lacs FY 2016-17 Rs. 71.29 Lacs</p>	<p>Mr. G.B.S. Raju has not drawn any remuneration from Delhi International Airport Limited, however, the remuneration drawn by Mr. G.B.S. Raju from GMR Warora Energy Limited during the past two years is as follows for reference purpose.</p> <p>FY 2015-16 & FY 2016-17 - Rs. 2.5 Crores</p>	<p>The remuneration drawn by Mr. I. Prabhakara Rao as Chief Executive Officer during the past two years is as follows:</p> <p>FY 2015-16- Rs. 190.07 Lacs FY 2016-17 Rs. 365.24 Lacs</p>

<p>(3) Recognition or awards</p>	<p>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 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>Mr. G.B.S. Raju joined the group in 1996 and began his career as managing director of GMR Energy Limited. It was under his leadership that India's first and the world's largest floating barge-mounted power plant was established ahead of schedule. In the past, as the sector head of the GMR Groups' road business, he led the Group's foray in the roads sector. Mr. G.B.S. Raju also led the Shared Services, Corporate Departments and International Business of GMR Group in the capacity of Chairman – Corporate and International Business. He was instrumental in the successful initial public offering of GMR Infrastructure Limited in India in 2006. He is currently the Business Chairman of the Energy Sector of GMR Group.</p>	<p>Under the stewardship of Mr. I. Prabhakara Rao, as CEO, IGI Airport has implemented various measures in the direction of improving passenger service efficiency, power savings, environmental protection, cost reduction, which has taken the customer service to the highest levels and contributed to the increase in the bottom line of the Company. Under his leadership IGI Airport has been adjudged as No. 1 Airport in 2014 as well as in 2015 in the Airport Service Quality Award conducted by Airport Council International in the 25 mn to 40 mn passenger size category and many other prestigious National and International Awards.</p> <p>The Company rated as the No. 1 Airport in the world in the highest category (>40 Million Passengerspar Annum) by Airport council International for 2017.</p>
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<p>(4) Job profile and his suitability</p>	<p>He is the Founder Chairman of GMR Group. Over the last 4 decades he has successfully established GMR Group, as one of the most recognized brands in the country, creating national infrastructure assets of global scale and world-class quality, creating new benchmarks. The Group is now well diversified and professionally managed infrastructure developer with focus on Airports, Energy, Transportation and Urban Infrastructure including SEZs. He is also on the Board of GMR Airports Limited as an Executive Chairman.</p> <p>He is one of the globally renowned industry leaders whose involvement is very much important for growth and development of the Company</p> <p>In view of his leadership, strategic inputs, management skills as well as operational guidance towards the growth of the Company, it is proposed to appoint Mr. Grandhi Mallikarjuna Rao as Executive Chairman of the Company for period of 3 (three) years w.e.f. April 01, 2018.</p>	<p>As explained in the above paragraph under his background details, he has an experience of handling and leading complex Businesses, his Strategic vision, leadership skills, management skills and experience will help the Company to achieve further success in future.</p> <p>He is the Managing Director of the Company and devotes his time to the management of the affairs of the Company and exercises powers under the supervision and superintendence of the Board of the Company</p>	<p>He is the Executive Director of the Company and devotes his time to the management of the affairs of the Company and exercises powers under the supervision and superintendence of the Board of the Company.</p> <p>In the view of the immense contribution made to the Company, his experience and expertise with the Airport from bidding, building, Construction, operating and management, it is proposed to appoint Mr. Indana Prabhakara Rao as an Executive Director on the Board of the Company and Mr. Indana Prabhakara Rao is mainly responsible for construction of Airport and Master Planning and report to Managing Director .</p>
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(5) Remuneration proposed	As per the resolution mentioned above																																																																																								
(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	Considering the responsibility shouldered by him of the enhanced business activities of the Company, proposed remuneration is commensurate with industry standards and Board level positions held in Similar sized and similarly positioned businesses.																																																																																								
	<table border="1"> <thead> <tr> <th data-bbox="598 418 667 532">S.No</th> <th data-bbox="667 418 951 532">Name of Company</th> <th data-bbox="951 418 1392 532">Name of the Director/ MD/ Chairman</th> <th data-bbox="1392 418 1644 532">Managerial Remuneration (16-17) Rs. In Cr.</th> <th data-bbox="1644 418 1833 532">Revenue (Rs. In Cr.)</th> <th data-bbox="1833 418 1990 532">PAT (Rs. In Cr.)</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Godrej Consumer Products Ltd</td> <td>Adi Godrej (Chairman)</td> <td>13.75</td> <td>9608.8</td> <td>1307.97</td> </tr> <tr> <td>2</td> <td>Piramal Enterprises Ltd</td> <td>Ajay G Piramal (Chairman)</td> <td>11.18</td> <td>8,547</td> <td>1,252</td> </tr> <tr> <td>3</td> <td>Apollo Hospital Enterprise Ltd</td> <td>Pratap C Reddy (Executive Chairman)</td> <td>10.82</td> <td>6,441.70</td> <td>285.1</td> </tr> <tr> <td>4</td> <td>Dabur India Ltd.,</td> <td>P.D. Narang (Whole-Time Director)</td> <td>8.58</td> <td>7,999.79</td> <td>1,276.94</td> </tr> <tr> <td>5</td> <td>Reliance Capital</td> <td>Soumen Ghosh (ED & Group CEO)</td> <td>8.15</td> <td>2,071.00</td> <td>419</td> </tr> <tr> <td>6</td> <td>Arvind Limited</td> <td>Sanjay Lalbhai (Chairman and Managing Director)</td> <td>8.08</td> <td>9235.54</td> <td>320.06</td> </tr> <tr> <td>7</td> <td>Indian Hotels Co Ltd</td> <td>Rakesh Sarna (MD & CEO)</td> <td>7.94</td> <td>2,391.25</td> <td>141.94</td> </tr> <tr> <td>8</td> <td>Britannia industries Ltd</td> <td>Varun Berry (MD)</td> <td>7.36</td> <td>8,581.55</td> <td>843.69</td> </tr> <tr> <td>9</td> <td>BIAL Airport (15-16)</td> <td>G.V. Sanjay Reddy (Co-Chairman)</td> <td>7.02</td> <td>1,149.03</td> <td>437.61</td> </tr> <tr> <td>10</td> <td>DLF Ltd.,</td> <td>Dr. K.P. Singh (Chairman)</td> <td>6.81</td> <td>3,702.95</td> <td>596.56</td> </tr> <tr> <td>11</td> <td>Marico Limited</td> <td>Harsh Mariwala (Chairman)</td> <td>5.52</td> <td>5,935.92</td> <td>810.97</td> </tr> <tr> <td>12</td> <td>Godrej Consumer Products Ltd</td> <td>Nisaba Godrej (Whole time Director)</td> <td>5.15</td> <td>9608.8</td> <td>1307.97</td> </tr> <tr> <td>13</td> <td>Britannia industries Ltd</td> <td>Nusli N Wadia (Chairman)</td> <td>5.03</td> <td>8,581.55</td> <td>843.69</td> </tr> </tbody> </table>					S.No	Name of Company	Name of the Director/ MD/ Chairman	Managerial Remuneration (16-17) Rs. In Cr.	Revenue (Rs. In Cr.)	PAT (Rs. In Cr.)	1	Godrej Consumer Products Ltd	Adi Godrej (Chairman)	13.75	9608.8	1307.97	2	Piramal Enterprises Ltd	Ajay G Piramal (Chairman)	11.18	8,547	1,252	3	Apollo Hospital Enterprise Ltd	Pratap C Reddy (Executive Chairman)	10.82	6,441.70	285.1	4	Dabur India Ltd.,	P.D. Narang (Whole-Time Director)	8.58	7,999.79	1,276.94	5	Reliance Capital	Soumen Ghosh (ED & Group CEO)	8.15	2,071.00	419	6	Arvind Limited	Sanjay Lalbhai (Chairman and Managing Director)	8.08	9235.54	320.06	7	Indian Hotels Co Ltd	Rakesh Sarna (MD & CEO)	7.94	2,391.25	141.94	8	Britannia industries Ltd	Varun Berry (MD)	7.36	8,581.55	843.69	9	BIAL Airport (15-16)	G.V. Sanjay Reddy (Co-Chairman)	7.02	1,149.03	437.61	10	DLF Ltd.,	Dr. K.P. Singh (Chairman)	6.81	3,702.95	596.56	11	Marico Limited	Harsh Mariwala (Chairman)	5.52	5,935.92	810.97	12	Godrej Consumer Products Ltd	Nisaba Godrej (Whole time Director)	5.15	9608.8	1307.97	13	Britannia industries Ltd	Nusli N Wadia (Chairman)	5.03	8,581.55	843.69
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<p>(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any</p>	<p>Does not have any pecuniary relationship with the Company. He is related to Mr. G.B.S. Raju, Director (Son), Mr. Grandhi Kiran Kumar, Director (Son) and Mr. Srinivas Bommidala, Managing Director (son in Law).</p>	<p>Does not have any pecuniary relationship with the Company. He is related to Mr. G.M. Rao, Chairman (Father), Mr. Grandhi Kiran Kumar, Executive Director (Brother) and Mr. Srinivas bommidala, Managing Director (Brother in Law).</p>	<p>Does not have any pecuniary relationship with the Company except remuneration drawn as Chief Executive Officer.</p>
<p>III.OTHER INFORMATION:</p>			
<p>(1) Reasons of loss or inadequate profits</p>	<p>Airport Economic Regulatory Authority (AERA) had determined the Aeronautical Charges in respect of IGI Airport, New Delhi for the second control period (1st April 2014 to 31st March, 2019) vide its order no. 40/2015-16 dated December 08, 2015, issued on December 10, 2015.</p> <p>The said order of AERA could not be implemented since the order of Hon'ble Delhi High Court, passed on January 22, 2015 stating that the tariff determined by AERA for the first Control Period vide Tariff order No. 03/ 2012-13 dated 20th April, 2012 shall continue till the disposal of appeal pending against the said tariff order by AERA Appellate Tribunal (AERAAT), was in force.</p> <p>The same was also confirmed by AERA, in its order no. 40/2015-16 dated December 08, 2015, that the date of implementation of tariff for second control period will be decided depending upon the outcome of legal proceedings.</p> <p>In view of the above, DIAL continued to levy tariff for Aeronautical services as per Tariff order No. 03/ 2012-13 dated 20th April, 2012 (First Control Period Tariff).</p> <p>The Hon'ble Supreme Court of India, on SLP filed by Air India, vide its judgement dated July 03, 2017, had vacated the order of Hon'ble High Court of Delhi and directed Telecom Dispute Settlement and Appellate Tribunal (TDSAT) to dispose of the appeals of DIAL in the next two months.</p> <p>Accordingly, AERA implemented the Tariff order No. 40/2015-16 dated 08.12.2015 with immediate effect and in this regard DGCA issued order No. AIC 13/2017 dated July 07, 2017 implementing the said tariff order with effect from July 07, 2017, due to which tariff for 2nd Control Period i.e., from April 2014 to March 2019 has been reduced as compared to Tariff of First Control Period.</p>		

	<p>Despite, the implementation of 2nd Control Period, the Company has registered a PAT of Rs. 106.21 Crores as on December 31, 2017. However, since the Tariff has been reduced substantially the Company may incur losses or not incur losses in future, which is linked to the Tariff as may be implemented.</p>
<p>(2) Steps taken or proposed to be taken for improvement</p>	<p>As explained above, currently the company is into profits, however as the Aeronautical revenue of the Company are dependent on the Tariff, which is a subject matter of Appeal, more clarity will emerge after the order of Appellate Authority.</p> <p>The Company is continuously making efforts to increase its revenue from Non – AERO activities and by monetization of Commercial Property Development.</p>
<p>(3) Expected increase in productivity and profits in the measurable terms</p>	<p>Barring unforeseen circumstances, the company hopes to increase the Revenue and Profits by favorable order from the Appellate Authority and increase in sale of Non- Aero and monetization of Commercial Property.</p>

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 Last drawn	Date of 1st Appointment on Board	Shareholding in the Company	Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	No. of Board Meeting Attended during the Year		Other Director Ship and Committee	Memberships/Chairmanships in Committee
											No. of Meetings Held	No. of Meetings Attended		
1	Mr. G.M. Rao	00574243	68	B.Tech-M.E	More than 40 years	Appointment as Executive Chairman. T&C as per the resolution.	NA	19-Apr-06	NIL	Father of Mr. Grandhi Kiran Kumar & Mr. GBS Raju, Father In law of Mr. Srinivas Bommidalau	6	4	1.GMR Infrastructure Limited -Non Executive-Chairman 2. GMR Male International Airport Private Ltd- Chairman 3.GMR Hyderabad International Airport limited- Chairman 4. GMR Varalakshmi Foundation- Chairman 5.Delhi Aerotropolis Private Limited- Chairman 6.GMR Airports Limited- Whole-Time Director & Executive Chairman 7. AMG Healthcare Destination Private Limited-Director 8. Parampara Family Business Institute- Chairman 9.Kakinada SEZ Limited- Chairman 10.Andhra Pradesh State Skill Development Corporation- Director 11.GMR Goa International Airport Limited- Chairman 12.GMR Enterprises Private Limited- Director	1.GMR Infrastructure Limited- Chairman- Management Committee 2.GMR Enterprises Private Limited Nomination and Remuneration Committee- Member Corporate Social Responsibility Committee- Member
2	Mr. G.B.S. Raju	00061686	43	Commerce Graduate	More than 20 years	Appointment as Managing Director . T&C as per the resolution.	NA	19-Apr-06	NIL	Son of Mr. G.M. Rao, Brother of Mr. Kiran Kumar Grandhi and Brother in Law of Mr. Srinivas Bommidala	6	5	1.GMR Infrastructure Limited- Group Director 2.GMR Energy Limited- Director 3.GMR Varalakshmi Foundation -Director 4.Delhi Aerotropolis Private Limited- Director 5. GBS Holdings Private Limited-Director 6.Limak-GMR Adi-Oratakli (Limak-GMR Joint Venture)- Chairman 7.GMR Goa International Airport Limited-Director 8.Raxa Security Services Limited- Director 9.GMR Enterprises Private Limited- Director	1. GMR Infrastructure Limited - Member - a)Stakeholders' Relationship Committee b) Debenture Allotment Committee c) Management Committee d) CSR Committee 2. GMR Enery Limited - Member - a) Audit Committee b) Shareholder Transfer & Grievance Committee c) Securities Allotment Committee d) Managing Committee Chairman a) IPO Committee 3. GMR Enterprises Private Limited- Member- Audit Committee
3	Mr. I. Prabhakara Rao	03482239	58	B.E, M.E	More than 30 years	Appointment as Executive Director. T&C as per the resolution.	365.24 Lacs	1-Apr-18	NIL	NA	6*	6*	1.Delhi Duty Free Services Private Limited 2.Wipro Airport IT Services Limited 3.GMR Goa International Airport Limited	1.Wipro Airport IT Services Limited- Member- Audit Committee

* Attended Board Meeting as Chief Executive Officer of the Company



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 (Formerly known as Delhi International Airport (P) 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 Extra Ordinary General Meeting of the Company, to be held on Friday, April 20, 2018 at 11.30 a.m. at “ **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 EGM.

Signed this _____ day of _____ , 2018.

Affix
Revenue
Stamp

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
(Formerly known as Delhi International Airport (P) Limited)

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

Attendance Slip

Extra Ordinary General Meeting on Friday, April 20, 2018 at 11.30 a.m

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 Extra Ordinary General Meeting of the Company held on **Friday, April 20, 2018 at 11.30 a.m. at “ 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 14th Extra Ordinary General Meeting on
held on Friday, April 20, 2018 at 11.30 a.m. at a shorter notice.

Signature
Shareholder/Authorised Representative in case of Corporate

Name
(In Block Letters)

Date:.....

Route map for venue of the 14th Extra Ordinary General Meeting:
Date: April 20, 2018
Time: 11.30 A.M

