

DELHI INTERNATIONAL AIRPORT PRIVATE LIMITED

Regd. Office: New Udaan Bhawan, Opp. Terminal 3, IGI Airport, New Delhi-110 037
CIN No.U63033DL2006PTC146936

NOTICE TO THE MEMBERS

Notice is hereby given that the Eighth Annual General Meeting of the Company will be held on Tuesday, August 26, 2014 at 11.30 a.m. at **“Room No. 8” First Floor, New Udaan Bhawan, Opp. Terminal - 3, Indira Gandhi International Airport, New Delhi - 110 037**, to transact the following business(s):

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2014 and Statement of Profit & Loss Account for the financial year ended on that date, together with annexures thereto, and the reports of the Directors and Auditors thereon.
2. To appoint a director in place of Mr. Sudhir Raheja (DIN 02745768), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a director in place of Mr. Grandhi Kiran Kumar (DIN 00061669), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a director in place of Mr. G.B.S. Raju (DIN 00061686), who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint a director in place of Mr. K. Narayana Rao (DIN 00016262), who retires by rotation and being eligible, offers himself for re-appointment.
6. To re-appoint M/s. S.R.Batliboi & Associates LLP, Chartered Accountants, Bengaluru (Firm Registration No. 101049W) and M/s. Brahmayya & Co, Chartered Accountants, Bengaluru (Firm Registration No 000515S) as the Joint Statutory Auditors of the Company from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company and authorize Board of Directors to fix their remuneration by passing the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to Section 139 of the Companies Act, 2013 (Act, also includes any re-enactment or modification thereof) , any other applicable provisions of the Act and rules made thereunder, M/s. S.R.Batliboi & Associates LLP, Chartered Accountants (Institute of Chartered Accountants of India, Registration No.101049W), Bengaluru and M/s. Brahmayya & Co, Chartered Accountants (Institute of Chartered Accountants of India, Registration No.000515S), Bengaluru,

be and are hereby re-appointed as Joint Statutory Auditors of the Company for the financial year 2014-15 to hold office from the conclusion of this Meeting till the conclusion of the next Annual General Meeting, at such remuneration as may be determined by the Board of Directors”.

SPECIAL BUSINESS

7. Appointment of Mr. Alok Sinha as a Director

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

“RESOLVED THAT pursuant to the provisions of Section 152, Section 160 and all other applicable provisions of Companies Act, 2013, and Companies (Appointment and Qualification of Directors) Rules, 2014,(including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Alok Sinha, (DIN No. 02669682) who was appointed as an Additional Director by the Board of Directors and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director, subject to retirement by rotation.

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

8. Appointment of Ms. Faizah Binti Khairuddin as a Director

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

“RESOLVED THAT pursuant to the provisions of Section 149, 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), Ms. Faizah Binti Khairuddin, who was appointed as an Additional Director by the Board of Directors and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as a Director, subject to retirement by rotation.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds and things as it may be deemed necessary in this regard, including filing of necessary statutory forms with

Registrar of Companies, Ministry of Corporate Affairs, as may be required from time to time”.

9. Appointment of Mr. R.S.S.L.N. Bhaskarudu as an Independent Director for a term of 2 years

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

“RESOLVED THAT pursuant to the provisions of Section 149, 152, 160 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the said act, (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. R.S.S.L.N. Bhaskarudu (DIN - 00058527), Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided under Section 149(7) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable by rotation, to hold office for two consecutive years starting from the conclusion of 8th AGM till the conclusion of 10th AGM of the Company.”

“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”.

10. Appointment of Mr. N.C. Sarabeswaran as an Independent Director

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

“RESOLVED THAT pursuant to the provisions of Sections 149,152, 160 and all other applicable provisions of the Companies Act, 2013 (Act), and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV of the Act, (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. N.C. Sarabeswaran (DIN 00167868), Independent Director of the Company, who was appointed as Additional Director by the Board and who has submitted a declaration that he meets the criteria for Independence as provided under Section 149(7) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by

rotation to hold office for two consecutive years starting from the conclusion of 8th AGM till the conclusion of 10th AGM of the Company.”

“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”.

11. Authorization to borrow under section 180 (1) (c) 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 the earlier resolution passed by the shareholders in this regard, subject to the provisions contained in Shareholders Agreement dated April 4, 2006, 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 Company be and is hereby accorded to the Board of Directors of the Company in terms of Section 180(1)(c) of the Companies Act, 2013 or other applicable provisions, if any, of the Companies Act, 2013, 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 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 temporary loans obtained from the Company’s bankers in the ordinary course of business 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 money(ies) may be borrowed by the Board of Directors outstanding at any time shall not exceed the sum of Rs. 10,000 Crore (Rupees Ten Thousand Crore only)”.

12. **Authorization to mortgage the assets of the Company under 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 the earlier resolution passed by the shareholders in this regard, subject to the provisions contained in Shareholders Agreement dated April 4, 2006, 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 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 shareholders be and is hereby accorded 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), to secure

the loans, guarantees, working capital facilities, Bonds, Notes 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 upto the aggregate outstanding amount not exceeding Rs. 10,000 Crore (Rupees Ten 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”.

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

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

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

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

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

Place: New Delhi
Date: July 22, 2014

Sd/
G.R.K. Babu
Chief Financial Officer and Company Secretary

NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE 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.**
- 2. THE RELEVANT EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF SPECIAL BUSINESS UNDER THE ITEM NO. 7 AND 13 ARE ANNEXED HERETO.**

ANNEXURE TO NOTICE

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

Item No. 7

Pursuant to the nomination by Airport Authority of India (AAI) vide letter number SEC:1.1.157/2014/11 dated January 9, 2014, Mr. Alok Sinha was co-opted as an Additional Director of the Company with effect from January 29, 2014, as per Section 161 of the Companies Act, 2014 read with Article of Association of the Company.

He holds office as Director upto the date of the ensuing Annual General Meeting. A notice under Section 160 of the Companies Act, 2014, along with necessary deposit, has been received from a member of the Company proposing the candidature of Mr. Alok Sinha as a Director, retire by rotation.

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

None of the Directors or Key Managerial personnel of the Company and their relatives except Mr. Alok Sinha, Mr. S.Suresh, Mr. Sudhir Raheja, being nominees of AAI are concerned or interested in the resolution.

Item No. 8

Ms. Faizah Binti Khairuddin (nominee of Malaysia Airports (Mauritius) Private Limited) was co-opted as an Additional Director of the Company with effect from July 22, 2014, as per Section 161 of the Companies Act, 2013 read with Article of Association of the Company. She holds office as Director upto the date of the ensuing Annual General Meeting.

A notice under Section 160 of the Companies Act, 2014, along with necessary deposit, has been received from a member of the Company proposing the candidature of Ms. Faizah Binti Khairuddin as a Director, retire by rotation.

The Nomination and Remuneration Committee and Board of Directors has recommended the appointment of Ms. Faizah Binti as Director for the approval of members as an Ordinary Resolution.

None of the Directors or Key Managerial personnel of the Company and their relatives except Ms. Faizah Binti Khairuddin is concerned or interested in the resolution.

Item No. 9

The provisions of the Companies Act, 2013 (New Act) with respect to appointment and tenure of the Independent Directors have come into effect. As per the said provisions, the Independent Directors shall be appointed for not more than two terms of five years each and shall not be liable to retire by rotation at every AGM.

Further, the Ministry of Corporate Affairs (MCA) vide General Circular No. 14/2014 dated June 9, 2014 has issued a clarification relating to Independent directors (ID's), appointed prior to April 1, 2014, that whether they may continue and complete their remaining tenure under the provisions of Companies Act, 1956 or they should demit office and be re-appointed under the New Act.

In this regard, MCA has clarified that it would be necessary, if it is intended to appoint existing ID's under the new act, such appointment shall be made expressly under Section 149(10)/(11), subject to compliance with eligibility and other prescribed conditions.

Mr. R.S.S.L.N. Bhaskarudu is an Independent Director whose period of office is liable to determination by retirement of directors by rotation, under the erstwhile applicable provisions of Companies Act, 1956.

Mr. R.S.S.L.N. Bhaskarudu has also given a declaration of Independence as required under Section 149(7) of the Companies Act, 2013. Accordingly, in the opinion of the Board, Mr. R.S.S.L.N. Bhaskarudu fulfills the conditions specified in the Act and the rules made thereunder and that the proposed director is independent of management.

In view of the above provisions of Companies Act, 2013 and clarification issued by MCA, it is hereby proposed to appoint Mr. R.S.S.L.N. Bhaskarudu as an Independent Director on the Board of the Company for a term of two consecutive years starting from the conclusion of 8th AGM till the conclusion of 10th AGM of the Company and his office is not liable to determination by retirement.

A notice under Section 160 of the Companies Act, 2014, along with necessary deposit, has been received from a member of the Company proposing the candidature of Mr. R.S.S.L.N.Bhaskarudu.

A Copy of the Draft Letter of Appointment for Independent Director, setting out the terms and conditions of their appointment, is available for inspection at the registered office of the Company during business hours on any working day.

The Nomination and Remuneration Committee and Board of Directors has recommended the appointment of Mr. R.S.S.L.N.Bhaskarudu as Independent Director for the approval of members as an Ordinary Resolution.

None of the Directors or Key Managerial personnel of the Company and their relatives except Mr. R.S.S.L.N.Bhaskarudu is concerned or interested in the resolution.

Item 10

Mr. N.C. Sarabeswaran was co-opted as an Additional Director of the Company with effect from July 22, 2014, as per Section 161 of the Companies Act, 2013 read with Article of Association of the Company. He holds office as Director upto the date of the ensuing Annual General Meeting.

Mr. N.C. Sarabeswaran has also given a declaration of Independence as required under Section 149(7) of the Companies Act, 2013. Accordingly, in the opinion of the Board, Mr. N.C. Sarabeswaran fulfills the conditions specified in the Act and the rules made thereunder and that the proposed director is independent of management.

In view of the provisions of Companies Act, 2013, it is hereby proposed to appoint Mr. N.C. Sarabeswaran as an Independent Director on the Board of the Company for a term of two consecutive years starting from the conclusion of 8th AGM till the conclusion of 10th AGM of the Company and his office is not liable to determination by retirement.

A notice under Section 160 of the Companies Act, 2014, along with necessary deposit, has been received from a member of the Company proposing the candidature of Mr. N.C. Sarabeswaran.

A Copy of the Draft Letter of Appointment for Independent Director, setting out the terms and conditions of their appointment, is available for inspection at the registered office of the Company during business hours on any working day.

The Nomination and Remuneration Committee and Board of Directors has recommended the appointment of Mr. N.C. Sarabeswaran as Independent Director for the approval of members as an Ordinary Resolution.

None of the Directors or Key Managerial personnel of the Company and their relatives except Mr. N.C. Sarabeswaran is concerned or interested in the resolution.

Item No. 11 and Item 12

The approval of the shareholders was obtained, under Section 293(1)(a) of the Companies Act, 1956 to mortgage, hypothecate, create charge and security etc, on the whole of the undertaking or substantially whole of the undertaking as mentioned in the resolution and explanatory statement of the Notice of EGM dated March 5, 2010. The approval of the shareholders was also obtained under Section 293(1)(d) of the Companies Act, 1956 for authorizing the Board of Directors to borrow in excess of its paid up share capital and free reserves upto an aggregate amount of Rs.10,000 Crore (Rupees Ten Thousand Crore Only).

Both the above resolutions were passed as Ordinary Resolution, pursuant to the provisions of Section 293(1)(a) and 293(1)(d).

MCA has notified various sections of Companies Act, 2013 and Sections 180 (1)(a) and 180(1)(c) under the New Act, corresponding to Section 293(1)(a) and 293(1)(d) of Companies Act, 1956, are effective from 12 September 2013, which requires that the approval of the Shareholders is required by way of Special Resolution, instead of Ordinary Resolution.

Further as per MCA General Circular no. 04 /2014 dated March 25, 2014, it has been further clarified that all the resolutions pertaining to Section 293(1)(a) and 293(1)(d) of Companies Act, 1956, passed earlier, will be valid for a period of one year from the date of notification of Section 180 of Companies Act, 2013 i.e. upto September 11, 2014.

It is therefore, necessary for the members to pass an enabling resolution as Special Resolution under Section 180(1)(a) and Section 180(1)(c) and other applicable provisions of the Companies Act, 2013, as set out at Item No. 11 and 12 respectively, to enable the Board of Directors to mortgage, hypothecate or create charge on the undertaking of the Company and to borrow upto Rs. 10,000 crores from time to time, as per the details mentioned in the resolution.

Board recommends the resolution for the approval of members as Special Resolution.

None of the Directors or Key Managerial personnel of the Company and their relatives is concerned or interested in the resolution.

Item No. 13

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

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

The Board of Directors in the meeting held on July 22, 2014 approved the issue of Foreign Currency Bonds of upto USD 350 Mn to re-finance existing External Commercial Borrowing and Commercial Papers upto Rs. 200 crores.

Further, the existing borrowing of the company consists of Rs. 3,043.74 cr of Rupee Loan, Rs. 449 crore Working Capital Facility, USD 350 Mn ECB – I and USD 100.12 Mn ECB – II. The Company may raise funds from time to time from various Debt Securities for the purpose of re-financing of existing Debt during the year.

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

The Board recommends passing of the resolution set out in Item No.13 as a special resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in the aforesaid Resolution.

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

Place: New Delhi
Date: July 22, 2014

Sd/
G.R.K. Babu
Chief Financial Officer and Company Secretary