

Date: July 20, 2022

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

BSE Scrip Code: 974004

Dear Sir/ Ma'am,

**Sub: Submission of Corporate Governance Report for the quarter ended June 30, 2022 pursuant to the Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

Please find enclosed herewith the Corporate Governance Report of the Company for the quarter ended June 30, 2022 in terms of the provisions of Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Circular dated January 07, 2022 issued by BSE Limited with respect to formats specifying disclosure of Corporate Governance by High Value Debt Listed Entities.

Submitted for your information and records please.

Thanking you,

For Delhi International Airport Limited



Abhishek Chawla  
Company Secretary and Compliance Officer



Encl: As above



/DelhiAirport



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[Home](#)[Validate](#)[Import XML](#)

### General information about company

Scrip code	974004
NSE Symbol	Not listed
MSEI Symbol	Not Listed
ISIN	INE657H08019
Name of the entity	Delhi International Airport Limited
Date of start of financial year	01-04-2022
Date of end of financial year	31-03-2023
Reporting Quarter	Quarterly
Date of Report	30-06-2022
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Any other

Enter the quarter ended date only

[Prev](#)[Next](#)

Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory																				
Whether the listed entity has a Regular Chairperson																Yes				
Whether Chairperson is related to MD or CEO																Yes				
Sr	TDR (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? (Refer Reg. 17(1A) of Listing Regulations)	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
1	Mr	Grandhi Mallikarjuna Rao	AAUPO5856C	00574243	Executive Director	Chairperson		01-07-1949	NA		19-04-2006	01-04-2021		194	3	0	0	0		
2	Mr	G.B.S. Raju	AGAPG1105G	00061685	Executive Director	Not Applicable	MD	22-06-1974	NA		19-04-2006	01-04-2021		194	2	0	1	0		
3	Mr	Shivas Bommalada	ADAPB1985L	00061464	Non-Executive - Non Independent Director	Not Applicable		01-03-1968	NA		19-04-2006	31-03-2018		194	3	0	1	0		
4	Mr	Grandhi Kiran Kumar	ADUPO3847G	00061669	Non-Executive - Non Independent Director	Not Applicable		13-09-1975	NA		19-04-2006	01-06-2018		194	3	0	1	1		
5	Mr	Indana Prabhakara Rao	AACPB8630E	03482239	Executive Director	Not Applicable		15-07-1959	NA		01-04-2018	01-04-2021		51	1	0	5	1		
6	Mr	Phillipe Pascal	ZZZZZ999Z	08001236	Non-Executive - Non Independent Director	Not Applicable		27-11-1971	NA		24-05-2021			13	1	0	1	0	175	
7	Mr	Rajgo Lacote	BHYP16787K	09135168	Non-Executive - Non Independent Director	Not Applicable		25-04-1972	NA		24-05-2021			13	1	0	0	0		
8	Mr	Kada Narayana Rao	AJMPK7052H	00016262	Executive Director	Not Applicable		01-04-1955	NA		17-04-2007	01-04-2022		182	1	0	3	0		
9	Mr	Anil Kumar Pathak	AMLP2717L	08213061	Non-Executive - Non Independent Director	Not Applicable		01-10-1963	NA		29-03-2019			41	1	0	3	1		
10	Mr	Karkar Vinayak Rao	ADMPE501D	00074942	Non-Executive - Non Independent Director	Not Applicable		01-11-1962	NA		28-06-2021			12	1	0	0	0		
11	Ms	Rubna Ali	ADVPA2845D	08451990	Non-Executive - Non Independent Director	Not Applicable		18-12-1966	NA		06-06-2019			37	1	0	1	1		
12	Ms	Siva Kameswari Vissa	AEFPV0158M	02336249	Non-Executive - Independent Director	Not Applicable		16-05-1964	NA		04-03-2015	05-09-2017		88	2	2	9	3		
13	Mr	Emandi Sankara Rao	ABRP11696R	05184747	Non-Executive - Independent Director	Not Applicable		31-12-1960	NA		20-09-2021			9	3	3	5	0		
14	Mr	Subba Rao Amruthalu	ABPN1562F	00083113	Non-Executive - Independent Director	Not Applicable		11-04-1960	NA		20-09-2021			9	2	2	5	3		
15	Mr	Mundiyat Ramachandran	ADQPB7207R	01573258	Non-Executive - Independent Director	Not Applicable		14-06-1950	NA		13-10-2016	13-10-2021		68	2	2	10	3		
16	Ms	Dewtza Weismantel	ZZZZZ999Z	07466436	Non-Executive - Non Independent Director	Not Applicable		24-12-1974	NA		28-04-2016			74	1	0	2	0	176	
17	Mr	Matthias Engler (alternate Director to Ms.	ZZZZZ999Z	06363447	Non-Executive - Non Independent Director	Not Applicable		13-08-1970	NA		16-10-2012			116	1	0	0	0	177	

Prev

Next



Notes:

1. Kindly note that as per the explanation given under Regulation 17A, only the directorship in equity listed companies should be considered for the purpose counting the number of directorship. However, since, as per the column "No. of Directorship in listed entities including this listed entity(Refer Regulation 17A of Listing Regulations)" the directorship in the Company which is filing the Corporate Governance Report is to be included while calculation the number of directorship in listed entities.

Accordingly, we have considered the directorship in Delhi International Airport Limited which is a High Value Debt Listed entity for calculating the number of directorship for all the directors.

2. The category of Non-Executive directors who are not independent directors as per the provisions of the Companies Act, 2013 and definition of Independent Director under Regulation 16 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, is mentioned as "Non-Executive - Non Independent Director"

However, as per the explanation provided under Regulation 16, In case of a 'high value debt listed entity': (a) which is a body corporate, mandated to constitute its board of directors in a specific manner in accordance with the law under which it is established, the non- executive directors on its board shall be treated as independent directors.

Accordingly, the Non-Executive directors of the Company would be considered as Independent Directors for the purpose of LODR Regulations.

3. The total number of Directors of the Company is 16. However, since Mr. Matthias Engler is an Alternate Director to Ms. Denitza Weismantel, his name has also been mentioned in the list.

4. Private Limited Companies which are subsidiaries of Public Limited Companies are also included in the list of number of Audit / Stakeholder committee, since they are also categorized as deemed public company as per the provisions of Companies Act, 2013.



Annexure 1

II. Composition of Committees

Disclosure of notes on composition of committees explanatory

Add Notes

For this quarter kindly note the following points:  
 1. Date of Appointment and Date of Cessation (if applicable) must be mandatorily filled for every Committee.  
 2. Date of Appointment can be any day upto September 30, 2021.  
 3. Date of Cessation must be for the current quarter only, i.e. July 1,2021 to September 30,2021

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

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	03482239	Indana Prabhakara Rao	Executive Director	Chairperson	24.05.2021		
2	00082313	Subba Rao Amarthalu	Non-Executive - Independent Director	Member	12.10.2021		
3	02336249	Shva Kameswari Vissa	Non-Executive - Independent Director	Member	27.03.2015		
4	05184747	Emandi Sankara Rao	Non-Executive - Independent Director	Member	12.10.2021		
5	01573258	Mundayat Ramachandran	Non-Executive - Independent Director	Member	13.10.2016		
6	08213061	Anil Kumar Pathak	Non-Executive - Non Independent Director	Member	29.01.2019		
7	07466436	Denitza Weissmantel	Non-Executive - Non Independent Director	Member	28.04.2016		
8							
9							
10							

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

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00061669	Grandhi Kiran Kumar	Non-Executive - Non Independent Director	Chairperson	24.05.2021		
2	00082313	Subba Rao Amarthalu	Non-Executive - Independent Director	Member	12.10.2021		
3	02336249	Shva Kameswari Vissa	Non-Executive - Independent Director	Member	27.03.2015		
4	05184747	Emandi Sankara Rao	Non-Executive - Independent Director	Member	12.10.2021		
5	01573258	Mundayat Ramachandran	Non-Executive - Independent Director	Member	13.10.2016		
6	09135168	Regis Lacote	Non-Executive - Non Independent Director	Member	24.05.2021		
7	07466436	Denitza Weissmantel	Non-Executive - Non Independent Director	Member	28.04.2016		
8	08453990	Rubina Ali	Non-Executive - Non Independent Director	Member	06.06.2019		
9							
10							

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

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00061669	Grandhi Kiran Kumar	Non-Executive - Non Independent Director	Chairperson	04.12.2007		
2	08213061	Anil Kumar Pathak	Non-Executive - Non Independent Director	Member	29.01.2019		
3	07466436	Denitza Weissmantel	Non-Executive - Non Independent Director	Member	28.04.2016		
4	00016262	Kada Narayana Rao	Executive Director	Member	04.12.2007		
5	00061686	G.B.S. Raju	Managing Director	Member	08.02.2018		
6							
7							
8							
9							
10							

Risk Management Committee

Whether the Risk Management Committee has a Regular Chairperson							
					No		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1							
2							
3							
4							
5							
6							
7							
8							
9							
10							

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

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	05184747	Emandi Sankara Rao	Non-Executive - Independent Director	Chairperson	12.10.2021		
2	00016262	Kada Narayana Rao	Executive Director	Member	07.05.2014		
3	03482239	Indana Prabhakara Rao	Executive Director	Member	24.05.2021		
4							
5							
6							
7							
8							
9							
10							

Other Committee

Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks
1						
2						
3						
4						
5						
6						
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10						

Prev

Next



Notes:

Since the Company had received listing approval from BSE Limited on June 23, 2022, and thereafter, no Board Meeting of the Company has taken place till June 30, 2022, hence the composition of the various committees of the Company was not modified to make it in line with the provisions of **SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [SEBI LODR]**.

The constitution of the committees will be amended in the next Board meeting of the Company and the same will be reported accordingly from the next quarter.

The new committee(s), as applicable upon the Company, shall also be formed accordingly.

Further, the provisions of SEBI LODR shall be applicable to a 'high value debt listed entity' on a 'comply or explain' basis until March 31, 2023 and on a mandatory basis thereafter.

Further, we have considered Regular Chairperson as the person who has been specifically designated as such for the specific committee(s).



[Home](#)[Validate](#)

## Annexure 1

## III. Meeting of Board of Directors

Disclosure of notes on meeting of board of directors explanatory

[Add Notes](#)

Sr	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
	<a href="#">Add</a> <a href="#">Delete</a>					
1	27-01-2022			Yes	16	4
2	27-04-2022	89		Yes	14	4
3	27-05-2022	29		Yes	12	4

[Prev](#)[Next](#)

\* to be filled in only for the current quarter meetings



[Home](#)[Validate](#)

## Annexure 1

## IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory

[Add Notes](#)

Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	Nomination and remuneration committee	27-01-2022				Yes	8	4
2	Audit Committee	27-01-2022				Yes	7	4
3	Audit Committee	27-04-2022	89			Yes	6	4
4	Audit Committee	27-05-2022	29			Yes	5	4
5	Corporate Social Responsibility Committee	27-04-2022				Yes	3	1

[Add](#)[Delete](#)[Prev](#)[Next](#)

\* to be filled in only for the current quarter meetings





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

Prev

Next



[Home](#)[Validate](#)

## Annexure 1

## VI. Affirmations

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 <b>a. Audit Committee</b>	No
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <b>b. Nomination &amp; remuneration committee</b>	No
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <b>c. Stakeholders relationship committee</b>	No
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <b>d. Risk management committee (applicable to the top 500 listed entities)</b>	No
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	No
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	No
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	No
9	<b>Any comments/observations/advice of Board of Directors may be mentioned here:</b>	<a href="#">Add Notes</a>

[Prev](#)[Next](#)

## Annexure 1

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



Notes:

Since the Company had received listing approval from BSE Limited on June 23, 2022, and thereafter, no Board Meeting of the Company has taken place till June 30, 2022, hence the composition of the various committees of the Company was not modified to make it in line with the provisions of **SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [SEBI LODR]**.

The constitution of the committees will be amended in the next Board meeting of the Company and the same will be reported accordingly from the next quarter.

The new committee(s), as applicable upon the Company, shall also be formed accordingly.

Further, the provisions of SEBI LODR shall be applicable to a 'high value debt listed entity' on a 'comply or explain' basis until March 31, 2023 and on a mandatory basis thereafter.

The members/Directors will be made aware of their powers, role and responsibilities as specified in **SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in the next Board / Committee Meeting(s) of the Company.**

Further, this report will be placed before the Board of Directors in its next meeting scheduled to be held in the month of July, 2022.



Home

Validate

Signatory Details	
Name of signatory	Abhishek Chawla
Designation of person	Company Secretary and Compliance Officer
Place	New Delhi
Date	20-07-2022

Prev

*Abhishek Chawla*

