

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

Registered Office:
New Udaan Bhawan, Opp. Terminal 3
Indira Gandhi International Airport
New Delhi – 110 037
CIN U63033DL2006PLC146936
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E DIAL-CS@gmrgroup.in

Date: October 21, 2023

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

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

Dear Sir/ Ma'am,

Sub: Submission of Corporate Governance Report for the quarter ended September 30, 2023 pursuant to the Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Please find enclosed herewith the Corporate Governance Report [CGR] of the Company for the quarter ended September 30, 2023 in terms of the provisions of Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Master Circular dated July 29, 2022 as amended from time to time, issued by Securities and Exchange Board of India with respect to format specifying disclosure of Corporate Governance by High Value Debt Listed Entities.

Since the format of filing CGR doesn't accept the values of multiple scrip codes and ISINs, hence, the Company have mentioned the scrip code and ISIN issued to the Company during its 1st time listing with BSE Limited. However, in this letter, we have mentioned all the scrip codes and ISINs assigned to the Company.

Submitted for your information and records please.

Thanking you,

For Delhi International Airport Limited



Abhishek Chawla
Company Secretary and Compliance Officer



Encl: As above



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General information about company

Scrip code	974004
NSE Symbol	Not listed
MSEI Symbol	Not listed
ISIN	INE657H08019
Name of the entity	Delhi International Airport Limited
Date of start of financial year	01-04-2023
Date of end of financial year	31-03-2024
Reporting Quarter	Quarterly
Date of Report	30-09-2023
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Any other

Enter the quarter ended date only

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Annexure I

Annexure I to be submitted by listed entity on quarterly basis

1. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory														Add Notes											
Whether the listed entity has a Regular Chairperson																									
Yes																									
Whether Chairperson is related to MD or CEO																									
Yes																									
Disqualification of Directors under section 164 of the Companies Act, 2013																									
Sl	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? (Refer Reg. 17(1A) of Listing Regulations)	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including the listed entity (Refer Regulation 17(1) of Listing Regulations)	No of Independent Directorship in listed entities including the listed entity (with reference to provision to regulation 17(1)(b) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including the listed entity (Refer Regulation 20(2) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including the listed entity (Refer Regulation 20(2) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
1	Mr	Granath Muthukumar Rao	AALP05050C	02079243	Executive Director	Chairperson		05-07-1949	No				Active	NA		30-04-2009	01-04-2013		2000	0	0	0			
2	Mr	G S S. Raju	ASAP011055G	02001096	Executive Director	Not Applicable	MD	22-05-1976	No				Active	NA		30-04-2009	01-04-2013		2000	2	0	2	1		
3	Mr	Srinivas Boregowda	ASAP02089L	02006454	Independent Director	Not Applicable		01-03-1963	No				Active	NA		30-04-2009	11-09-2018		2000	0	0	1	0		
4	Mr	Granath Srikanth Kumar	ASAP05083G	02006469	Non-Executive - Non	Not Applicable		01-08-1979	No				Active	NA		30-04-2009	01-06-2018		2000	0	0	1	1		
5	Mr	Indira Prabhakara Rao	AAFP08049E	21852239	Executive Director	Not Applicable		10-07-1999	No				Active	NA		01-06-2018	01-06-2018		6600	1	0	1	0		
6	Mr	Prithvii Dasgupt	77770900Z	288002136	Non-Executive - Non	Not Applicable		22-11-1973	No				Active	NA		01-01-2011			2800	1	0	1	0	1	
7	Mr	Rajan Laxkar	BDP045927K	20130168	Non-Executive - Non	Not Applicable		26-04-1972	No				Active	NA		01-01-2011			2800	1	0	0	0		
8	Mr	Atul Narayana Rao	ASAP09047H	20010407	Executive Director	Not Applicable		04-04-1995	No				Active	NA		12-01-2007	01-04-2012		10800	1	0	1	0		
9	Mr	Anil Kumar Dubek	AAAP07171L	28110061	Non-Executive - Non	Not Applicable		01-10-1993	No				Active	NA		22-01-2010			5600	1	0	1	0		
10	Mr	Shankar Aji	AAAP03261D	28130000	Non-Executive - Non	Not Applicable		18-12-1995	No				Active	NA		06-01-2010			7100	1	0	1	0		
11	Mr	Udaya Venkateshan	ASAP05048D	28160088	Non-Executive - Non	Not Applicable		20-01-1987	No				Active	NA		14-11-2012			1100	1	0	1	0		
12	Mr	Shankar Anand	ASAP07081C	20170031	Independent Director	Not Applicable		26-01-1976	No				Active	NA		06-01-2011			1100	2	0	2	0		
13	Mr	Shankar Sankara Rao	ASAP04006H	20180217	Non-Executive - Independent	Not Applicable		09-11-1980	No				Active	NA		01-01-2011			1400	2	0	2	0		
14	Mr	Sanku Bala Anandharaman	ASAP01001F	20080111	Director	Not Applicable		11-04-1980	No				Active	NA		01-01-2011			2400	2	0	2	0		
15	Mr	Manjivendra Ramachandran	ASAP07017H	21173416	Director	Not Applicable		14-06-1990	No				Active	NA		13-10-2016	13-10-2011		8400	2	0	2	0		
16	Mr	Deviya Manojkumar	77770900Z	21266416	Independent Director	Not Applicable		28-11-1978	No				Active	NA		28-08-2016			8900	1	0	1	0	1	
17	Mr	Manjivendra Ramachandran	77770900Z	21266417	Independent Director	Not Applicable		13-08-1970	No				Active	NA		16-10-2012	28-04-2011		11100	1	0	1	0	1	

A. Srinivas



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 Regulation 16 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, are 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 SEBI 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. Further, Public Companies which are High Value Debt Listed entities are also included.

5. Mr. Anil Kumar Pathak (DIN: 08213061) as Nominated by Airports Authority of India (AAI), has superannuated from the services of AAI w.e.f. September 30, 2023 and he has resigned from the position of Director of the Company close of business hours of September 30, 2023.



Annexure 1

II. Composition of Committees

Disclosure of notes on composition of committees explanatory

Add Notes

For this quarter kindly note the following points:

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

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

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1.	00082313	Subba Rao Amarthaluru	Non-Executive - Independent Director	Chairperson	12-10-2021		
2.	03482239	Indana Prabhakara Rao	Executive Director	Member	24-05-2021		
3.	05184747	Emandi Sankara Rao	Non-Executive - Independent Director	Member	12-10-2021		
4.	01573258	Mundayat Ramachandran	Non-Executive - Independent Director	Member	12-10-2021		
5.	08213061	Anil Kumar Pathak	Non-Executive - Non Independent Director	Member	29-01-2019	30-09-2023	16
6.	07466436	Denitza Weismantel	Non-Executive - Non Independent Director	Member	28-04-2016		
7.	01976832	Bijal Tushar Ajinkya	Non-Executive - Independent Director	Member	19-09-2022		
8.							
9.							
10.							

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

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

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

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1.	00061669	Grandhi Kiran Kumar	Non-Executive - Non Independent Director	Chairperson	04-12-2007		
2.	07466436	Denitza Weismantel	Non-Executive - Non Independent Director	Member	28-04-2016		
3.	08213061	Anil Kumar Pathak	Non-Executive - Non Independent Director	Member	29-01-2019	30-09-2023	18
4.	00082313	Subba Rao Amarthaluru	Non-Executive - Independent Director	Member	29-07-2022		
5.	00016262	Kada Narayana Rao	Executive Director	Member	04-12-2007		
6.	00061686	G.B.S. Raju	Executive Director	Member	08-02-2018		
7.							
8.							
9.							
10.							

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1.	00061686	G.B.S. Raju	Executive Director	Chairperson	29-07-2022		
2.	07466436	Denitza Weismantel	Non-Executive - Non Independent Director	Member	29-07-2022		
3.	03482239	Indana Prabhakara Rao	Executive Director	Member	29-07-2022		
4.	00082313	Subba Rao Amarthaluru	Non-Executive - Independent Director	Member	29-07-2022		
5.	09097753	Vidheh Kumar Jaisurkar	CEO	Member	29-07-2022		7
6.							
7.							
8.							
9.							
10.							

Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be prefilled 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.						
7.						
8.						
9.						
10.						

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Notes:

1. We have considered Regular Chairperson as the person who has been specifically designated as such for the specific committee(s).
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. Mr. Subba Rao Amarthaluru was appointed as a member of the Audit Committee on October 12, 2021. During the quarter, in the Board Meeting held on July 29, 2022, he was appointed as the Chairman of the Audit Committee.
4. Mr. Indana Prabhakara Rao was appointed as a member and Chairman of the Audit Committee on May 24, 2021. During the quarter, in the Board Meeting held on July 29, 2022, he was removed as Chairman and now continues to be the member of the Audit Committee.
5. Ms. Bijal Tushar Ajinkya was appointed as an Independent Director of the Company with effect from September 06, 2022 and was made a member of the Audit Committee and Nomination and Remuneration Committee of the Company pursuant to the approval of Board of Directors on September 19, 2022.
6. Mr. Mundayat Ramachandran was appointed as a member of the Nomination and Remuneration Committee on October 13, 2016. During the quarter, in the Board Meeting held on July 29, 2022, he was appointed as the Chairman of the Nomination and Remuneration Committee.
7. Mr. Grandhi Kiran Kumar was appointed as a member and Chairman of the Nomination and Remuneration Committee on May 24, 2021. During the quarter, in the Board Meeting held on July 29, 2022, he was removed as Chairman and now continues to be the member of the Nomination and Remuneration Committee.
8. Mr. Videh Kumar Jaipurkar - member of the Risk Management Committee is the CEO of the Company and not a Director on the Board of the Company.
9. Mr. Anil Kumar Pathak (DIN: 08213061) as Nominated by Airports Authority of India (AAI), has superannuated from the services of AAI w.e.f. September 30, 2023 and he has resigned from the position of Director of the Company close of business hours of September 30, 2023.

Since Mr. Anil Kumar Pathak has resigned from the position of Director of the Company, therefore he ceased to be a member of Audit Committee and Stakeholders Relationship Committee.



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Annexure 1

III. Meeting of Board of Directors

Disclosure of notes on meeting of board of directors explanatory

[Add Notes](#)

Sr	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
	Add Delete						
1	26-05-2023			Yes	16	15	4
2	14-08-2023	79		Yes	16	10	4

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* to be filled in only for the current quarter meetings

A. Chawla



Notes:

In the Column of "Number of Directors Present", the presence of Alternate Director is recorded in case the Original Director has not attended the Meeting.




Annexure 1												
IV. Meeting of Committees												
Disclosure of notes on meeting of committees explanatory						Add Notes						
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)		
		Add Delete										
1	Corporate Social Responsibility Committee	25-05-2023				Yes	3	2	1	0		
2	Audit Committee	25-05-2023				Yes	7	5	4	0		
3	Audit Committee	14-08-2023	80			Yes	7	4	4	0		
4	Nomination and Remuneration committee	14-08-2023				Yes	8	4	4	0		
5	Risk Management Committee	22-09-2023	38			Yes	4	3	1	0		

* to be filled in only for the current quarter meetings



Notes:

In the Column of "Number of Directors Present", the presence of Alternate Director is recorded in case the Original Director has not attended the Meeting.


A. K. Singh



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

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

A. Chandra



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

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




Notes:

1. The Corporate Governance report for the quarter ended June 30, 2023 was placed before the Board of Directors of the Company in its meeting held on August 14, 2023.

This report for the quarter ended September 30, 2023 will be placed before the Board in its ensuing meeting.




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Signatory Details

Name of signatory	Abhishek Chawla
Designation of person	Company Secretary and Compliance Officer
Place	New Delhi
Date	21-10-2023

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