



DELHI INTERNATIONAL AIRPORT LIMITED
CIN No. U63033DL2006PLC146936

Regd. Office: New Udaan Bhawan, Opp. Terminal 3, Indira Gandhi International Airport,
New Delhi-110 037
T: +91 11 4719 7000 **F:** +91 11 4719 7181 **W:** www.newdelhairport.in
E: DIAL-CS@gmrgroup.in

NOTICE TO THE MEMBERS

Notice is hereby given that the twentieth (20th) Extraordinary General Meeting (“EGM”) of the Members of Delhi International Airport Limited (the “Company”) will be held on Tuesday, February 27, 2024, at 3:00 P.M. (IST) through Video Conferencing (‘VC’)/ other Audio-Visual Means (‘OAVM’), the venue of the meeting shall be deemed to be the registered office of the Company at New Udaan Bhawan, Opposite Terminal - 3, Indira Gandhi International Airport, New Delhi - 110037, to transact the following business:

SPECIAL BUSINESS:

1. Appointment of Mr. Pankaj Malhotra (DIN: 10419629) as a Director of the Company.

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

“RESOLVED THAT pursuant to the provisions of Sections 152, 161 and other applicable provisions of the Companies Act, 2013 (“Act”), read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable Rules made under the Act, the applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and other applicable provisions, including any statutory modifications or re-enactments thereof for the time being in force, if any, of the Companies Act, 2013 and any other act(s) or Regulation(s) and as per the Nomination and Remuneration policy and Articles of Association of the Company, and as recommended by the Nomination & Remuneration Committee and Board of Directors of the Company, Mr. Pankaj Malhotra (DIN: 10419629), who was appointed as an Additional Director of the Company by the Board of Directors with effect from December 09, 2023, subject to the approval of Members of the Company and who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Non-Executive Director of the Company, liable to retire by rotation.





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RESOLVED FURTHER THAT any Director of the company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to the above resolution."

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

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



Date: January 31, 2024
Place: New Delhi



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NOTES:

1. Ministry of Corporate Affairs ("MCA") has, vide its circular dated January 13, 2021 read together with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, May 5, 2022 and September 25, 2023 (collectively referred to as "MCA Circulars") and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 issued by the Securities Exchange Board of India ("SEBI Circular") and other applicable circular(s)/ notification issued by MCA/ Securities and Exchange Board of India (SEBI), permitted convening the General Meeting ("GM") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without physical presence of the members at a common venue. In accordance with the MCA/ SEBI Circulars and the provisions of the Companies Act, 2013 ("the Act") and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015 ("Listing Regulations"), the 20th Extraordinary General Meeting ("EGM" or "the Meeting") of Delhi International Airport Limited ("DIAL" or "the Company") is scheduled to be held on **Tuesday, February 27, 2024, at 3: 00 P.M (IST), through VC / OAVM.**
2. *The deemed venue for the 20th EGM is the Registered Office of the Company i.e., New Udaan Bhawan, Opposite Terminal - 3, Indira Gandhi International Airport, New Delhi - 110037.*
3. As per the provisions of the Act and aforesaid MCA Circulars, the Company is not required to provide the facility of e-voting. The MCA Circulars prescribe that at least half of the total numbers, who represent not less than seventy-five percent of the paid-up share capital of the Company and gives a right to vote in the meeting, the General Meeting of such Company may be conducted through VC facility or OAVM only. The Company has in its records, the email addresses of all the Members of the Company representing hundred percent of the total paid-up share capital of the Company and gives right to the vote at the meeting. However, the Company is required to comply with the framework prescribed by the MCA Circulars for conducting the General Meeting through VC facility or OVAM and issue of General Meeting Notice and subject to the fulfillment of the requirements which are covered hereunder in this Notice.
4. A Member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on a poll instead of himself/ herself and such proxy need not be a member of the Company. However, pursuant to MCA Circulars on holding of General Meeting through VC / OAVM, the requirement of physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form, and Attendance Slip are not annexed to this EGM Notice.





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5. Notice convening the 20th EGM is being sent only through electronic mode i.e., by email to all the Members and others who are entitled to receive such Notice, to their e-mail addresses registered with the Company. The Notice convening the 20th EGM has been uploaded on the website of the Company at www.newdelhiairport.in.
6. The explanatory statement pursuant to Section 102(1) of the Act in respect of Special Business is annexed hereto.
7. All documents referred to in the accompanying Notice and the Explanatory Statement in respect of Special Business which are to be kept open for inspection by the Members of the Company shall be available for inspection electronically during 11.00 A.M. - 5.00 P.M. (IST) on all working days till the completion of the ensuing EGM. Members seeking to inspect such documents can send an email to DIAL-CS@gmrgroup.in. Further, the Members seeking any information with regard to any matter as placed in the EGM are requested to write to DIAL-CS@gmrgroup.in at least 10 days before the EGM and response for the same will be provided accordingly.
8. The attendance of the Members attending the EGM through VC/ OAVM will be considered for the purpose of reckoning the quorum under Section 103 of the Act.
9. Corporate members intending to send their authorized representative to attend the Meeting are requested to send to the Company, the Authorization Letter along with a certified copy of the Board Resolution authorizing their representative to attend and vote thereat, on their behalf at the EGM. The scan copy of Authorization Letter along with Board Resolution shall be sent by e-mail from their registered e-mail id to DIAL-CS@gmrgroup.in.



10. The instructions or details of the EGM i.e. access link to the VC or OAVM, login id, passwords, helpline numbers, e-mail id of a designated person who shall provide assistance for easy access to the EGM, is as follows:
- ✓ **Link to join the meeting:**
<https://gmrgroup-in.zoom.us/j/91833290533?pwd=bFA4RnV1MXpmN1RUVkZ3RVVnNcnhRUT09>
 - ✓ **Meeting ID:** 918 3329 0533 **Passcode:** 123456
 - ✓ The Member has to click on the Link and the same will take to the User Id and password option.
 - ✓ The Member has to add the password and Press on the Join Meeting Button.
 - ✓ The Member has the option to join with Video or Without Video.
 - ✓ The Member has the feature to speak by pressing 'Unmute'. It is advisable that during the proceedings, the shareholder to keep on Mute and whenever want to say anything, then only Unmute.
 - ✓ Contact details of the Company Secretary in case of any connection issues is as below:
Mr. Abhishek Chawla: + 91-9891344243.
11. Facility for joining the EGM will be kept open 15 minutes before the scheduled time of the EGM and may close not earlier than 15 minutes after the commencement of the meeting.
12. The Chairman of the Board will preside as the Chairman of EGM. In case the Chairman is not present due to other preoccupation, the Directors present will elect an acting Chairman from the other nominee Directors of the Private Participants or, if none of the nominee Directors of the Private Participants are present, any Director present at the meeting to be Chairman of the EGM. If no director is willing to act as Chairman or if no director is present within 15 minutes after the time appointed for holding the EGM, the members present shall choose one among themselves to be the Chairman of EGM.
13. The Chairman of the EGM may conduct a vote on the Resolutions by show of hands unless a demand for poll is made by a member in accordance with the provisions of section 109 of the Act. Where a poll on any item is required, the members shall cast their votes on the resolutions only by sending e-mails to the email ID [DIAL-CS@gmrgroup.in] through their email addresses which are registered with the Company.





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14. This EGM is being held through VC/ OAVM, as such the route map to the venue is not annexed to this Notice.

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



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

Date: January 31, 2024
Place: New Delhi



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ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND / OR APPLICABLE REGULATIONS OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.

Item No. 1:

In terms of Section 161 of Companies Act 2013 ("Act"), the articles of a company may confer *on its Board of Directors the power to appoint any person, other than a person who fails to get appointed as a director in a general meeting, as an additional director at any time who shall hold office up to the date of the next annual general meeting or the last date on which the annual general meeting should have been held, whichever is earlier.*

Further, as per Regulation 17 (1C) of SEBI (Listing Obligations and Disclosure Requirements) 2015 ("Listing Regulations"), the listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Accordingly, the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee (NRC) and subject to the approval of the Members of the Company, appointed Mr. Pankaj Malhotra (DIN: 10419629) as an Additional Director of the Company with effect from December 09, 2023.

In accordance with the proviso to Section 160 (1), the NRC and the Board of Directors of the Company has recommended to the Members, appointment of Mr. Pankaj Malhotra as a Non-Executive Director of the Company, liable to retire by rotation.

The Company have received a notice in writing from a Member under section 160(1) of the Act proposing his candidature for the office of Director of the Company and Mr. Pankaj Malhotra has consented to act as a Director of the Company.

The Company have also received required disclosures/ declarations under the provisions of the Companies Act, 2013 and Listing Regulations in the prescribed forms from Mr. Pankaj Malhotra.





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The Brief Profile of Mr. Pankaj Malhotra (DIN: 10419629) is as under:

“Shri Pankaj Malhotra has taken over the charge of Member (Finance) from November 8, 2023 on the Board of the Airports Authority of India (AAI). Prior to this appointment, Shri Malhotra was serving as Executive Director (Finance) in Central Electronics Limited, a Government of India enterprise under the Department of Scientific and Industrial Research (DSIR), Ministry of Science & Technology.

As Member (Finance) of AAI, Shri Pankaj Malhotra will be the in-charge of Finance, Accounts and overall financial operation of the organization. He will also be responsible for evolving, formulating policies and strategies related to entire gamut of financial operation, including resource mobilization and statutory compliances. Shri Malhotra will also play a leadership role and provide effective support in achieving sustained growth of the organization’s business. Over and above this, he will also be looking after the Joint Venture Cell (JVC) and Strategic Investment Unit (SIU) of AAI.

Shri Malhotra is a Chartered Accountant & Cost Accountant and has a diverse and rich experience in finance sector, serving in various capacities in organization’s like Steel Authority of India (SAIL), Indian Railway Catering & Tourism Corporation (IRCTC) and Noida Metro Rail Corporation Limited (NMRC).”

Except Mr. Pankaj Malhotra, being the appointee, and his relatives, none of the Director and Key Managerial Personnel of the Company or their respective relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the accompanying notice.

The Board of Directors recommends the resolution in relation to appointment of Mr. Pankaj Malhotra as a Non-Executive Director of the Company, as set out in Item No. 1 for the approval of the members by way of an Ordinary Resolution.



Information pursuant to 1.2.5 of the Secretarial Standard on General Meetings (SS-2) regarding Director seeking appointment/ re-appointment:

| | | | | |
|--|---|--------------------------------------|-----------------------|-----------------|
| Name | Mr. Pankaj Malhotra | | | |
| DIN | 10419629 | | | |
| Age | 56 Years | | | |
| Qualification | Chartered Accountant & Cost Accountant | | | |
| Experience | More than 30 Years | | | |
| Terms & Conditions of re-appointment | As explained in the resolution | | | |
| Details of remuneration sought to be paid | Not applicable | | | |
| Last drawn remuneration | Not applicable | | | |
| Date of first appointment on the board | December 09, 2023. | | | |
| Relationship with directors, managers & KMP | Not related | | | |
| Number of shares held | NIL | | | |
| Number of Board meeting attended during the Year till date (2023-2024) | 1 | | | |
| Other directorships | 1. Mumbai International Airport Limited | | | |
| Chairman/member of the committees of Boards of other companies | S. No. | Company | Name of the committee | Chairman/Member |
| | 1 | Mumbai International Airport Limited | NIL | Nil |

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



Abhishek Chawla

Company Secretary & Compliance Officer

Membership No. F8118

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

Date: January 31, 2024.

Place: New Delhi

