

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  
T +91 11 4719 7000 F +91 11 4719 7181  
W www.newdelhiairport.in

Date: October 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 September 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 September 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

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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	01-04-2022
Date of end of financial year	31-03-2023
Reporting Quarter	Quarterly
Date of Report	30-09-2022
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  
I. Composition of Board of Directors

Disclosure of AOCs on composition of board of directors explanatory																									
Whether the listed entity has a Regular Chairman																		Add Notes							
																		Yes							
Whether Chairman related to Promoter																		Yes							
Disqualification of Directors under section 168 of the Companies Act, 2013																									
Sr	Sl. No. (V No)	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(3)(b) of Listing Regulations)	Date of passing special resolution	Initial Date of appointment	Date of the appointment	Date of cessation	Tenure of director in months	No. of Directorships in listed entities including the listed entity (Refer Regulation 17A(2) of Listing Regulations)	No. of Independent Directorships in listed entities including the listed entity (Refer Regulation 17A(2)(c) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committees including the listed entity (Refer Regulation 17A(2)(d) of Listing Regulations)	No. of posts of Chairperson/ Committee Head in listed entities including the listed entity (Refer Regulation 17A(2)(e) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
1	01	Dr. Anand K. Bhatnagar	AAJCF3856C	00174925	Executive Director			28-07-1949	No				Active	Yes		19-04-2006	01-04-2022		397	1	0	0			
2	02	S. S. Raj	AAJCF3856C	00174925	Executive Director		Yes	27-05-1974	No				Active	Yes		19-04-2006	01-04-2022		397	2	0	0			
3	03	Shri. B. Venkatesh	AAJCF3856C	00174925	Non-Executive - Non Independent Director			26-05-1965	No				Active	Yes		19-04-2006	31-03-2019		397	1	0	1			
4	04	Dr. Anand K. Bhatnagar	AAJCF3856C	00174925	Non-Executive - Non Independent Director			23-05-1975	No				Active	Yes		19-04-2006	01-04-2019		397	1	0	1			
5	05	Shri. P. V. Mahesh Kumar	AAJCF3856C	00174925	Executive Director			24-01-1989	No				Active	Yes		19-04-2006	01-04-2022		397	1	0	1			
6	06	Shri. P. V. Mahesh Kumar	AAJCF3856C	00174925	Non-Executive - Non Independent Director			23-01-1977	No				Active	Yes		19-04-2006	01-04-2022		397	1	0	1			
7	07	Shri. P. V. Mahesh Kumar	AAJCF3856C	00174925	Non-Executive - Non Independent Director			25-05-1977	No				Active	Yes		19-04-2006	01-04-2022		397	1	0	1			
8	08	Shri. P. V. Mahesh Kumar	AAJCF3856C	00174925	Executive Director			25-04-1955	No				Active	Yes		17-04-2007	01-04-2022		397	1	0	1			
9	09	Dr. Anand K. Bhatnagar	AAJCF3856C	00174925	Non-Executive - Non Independent Director			26-01-1963	No				Active	Yes		19-04-2006	29-01-2021		397	1	0	1			
10	10	Shri. P. V. Mahesh Kumar	AAJCF3856C	00174925	Non-Executive - Non Independent Director			26-01-1963	No				Active	Yes		19-04-2006	29-01-2021		397	1	0	1			
11	11	Shri. P. V. Mahesh Kumar	AAJCF3856C	00174925	Non-Executive - Non Independent Director			26-01-1966	No				Active	Yes		19-04-2006	29-01-2021		397	1	0	1			
12	12	Shri. P. V. Mahesh Kumar	AAJCF3856C	00174925	Non-Executive - Non Independent Director			25-01-1976	No				Active	Yes		19-04-2006	29-01-2021		397	1	0	1			
13	13	Shri. P. V. Mahesh Kumar	AAJCF3856C	00174925	Non-Executive - Non Independent Director			25-01-1980	No				Active	Yes		19-04-2006	29-01-2021		397	1	0	1			
14	14	Shri. P. V. Mahesh Kumar	AAJCF3856C	00174925	Non-Executive - Non Independent Director			25-04-1980	No				Active	Yes		19-04-2006	29-01-2021		397	1	0	1			
15	15	Shri. P. V. Mahesh Kumar	AAJCF3856C	00174925	Non-Executive - Non Independent Director			24-04-1950	No				Active	Yes		13-10-2021			397	1	0	1			
16	16	Shri. P. V. Mahesh Kumar	AAJCF3856C	00174925	Non-Executive - Non Independent Director			24-10-1974	No				Active	Yes		19-04-2006			397	1	0	1			
17	17	Shri. P. V. Mahesh Kumar	AAJCF3856C	00174925	Non-Executive - Non Independent Director			24-08-1970	No				Active	Yes		19-04-2006			397	1	0	1			
18	18	Shri. P. V. Mahesh Kumar	AAJCF3856C	00174925	Non-Executive - Non Independent Director			24-05-1964	No				Active	Yes		19-04-2006	01-04-2022	01-04-2022	397	1	0	1			

*A. Arora*  


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. Further, Public Companies which are High Value Debt Listed entities are also included.

5. Ms. Siva Kameswari Vissa has ceased to be a Director of the Company w.e.f. the close of business hours of September 05, 2022.

*A. Chandra*



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		15
2	03482239	Indana Prabhakara Rao	Executive Director	Member	24.05.2021		17
3	05184747	Emandi Sankara Rao	Non-Executive - Independent Director	Member	12.10.2021		
4	01573258	Mundayat Ramachandran	Non-Executive - Independent Director	Member	13.10.2016		
5	08213061	Anil Kumar Pathak	Non-Executive - Non Independent Director	Member	29.01.2019		
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		13
8	02336249	Siva Kameswari Vissa	Non-Executive - Independent Director	Member	27.03.2015	05.09.2022	11
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		16
2	00061669	Grandhi Kiran Kumar	Non-Executive - Non Independent Director	Member	24.05.2021		18
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	Regis Lacote	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		14
9	02336249	Siva Kameswari Vissa	Non-Executive - Independent Director	Member	27.03.2015	05.09.2022	12
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		
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	03097753	Videh Kumar Jaipuria	CEO	Member	29.07.2022		19
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						



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. The Second term as an Independent Director of the Company of Ms. Siva Kameswari Vissa (DIN: 02336249) expired on September 05, 2022. Hence she is no longer a Director and a member of Audit Committee and Nomination and Remuneration Committee of the Company.
7. 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.
8. 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.
9. Mr. Videh Kumar Jaipuriar - member of the Risk Management Committee is the CEO of the Company and not a Director on the Board of the Company.

*A. S. Rao*



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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*
1	27-04-2022			Yes	16	14	4
2	27-05-2022	29		Yes	16	12	4
3	29-07-2022	62		Yes	16	14	4
4	01-09-2022	33		Yes	16	15	4

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\* 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. Chandra*





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 as on date of the meeting	Number of Directors (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	27-04-2022				Yes	16	3	1	0
2	Audit Committee	27-04-2022				Yes	16	7	4	0
3	Audit Committee	27-05-2022	29			Yes	16	7	4	0
4	Audit Committee	28-07-2022	61			Yes	16	7	4	0
5	Nomination and remuneration committee	28-07-2022				Yes	16	8	4	0

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

*A. K. Gupta*  


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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	NA	
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>

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*A. Chandra*



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## Annexure 1

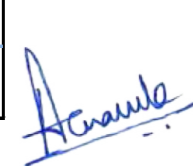
## VI. Affirmations

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 <b>a. Audit Committee</b>	Yes
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>	Yes
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>	Yes
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 1000 listed entities)</b>	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	<b>Any comments/observations/advice of Board of Directors may be mentioned here:</b>	<a href="#">Add Notes</a>

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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, 2022 was placed before the Board of Directors of the Company in its meeting held on July 29, 2022. This report will be placed before the Board in its ensuing meeting.

*A. Chandra*



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### Signatory Details

Name of signatory	Abhishek Chawla
Designation of person	Company Secretary and Compliance Officer
Place	New Delhi
Date	20-10-2022

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