



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 Tenth Annual General Meeting of the Company will be held on Tuesday, September 20, 2016 at 11.30 a.m. at **“Room No. 5 – William Boeing” 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 consider and adopt:
 - (a) the Audited Financial Statements as at March 31, 2016, together with annexures thereto, and the reports of the Directors and Auditors thereon.
 - (b) the Audited Consolidated Financial Statements of the Company for the Financial year ended March 31, 2016, together with annexures thereto and Auditors report thereon.
2. 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.
3. 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.
4. To appoint a director in place of Mr. S. Suresh (DIN 06386248), 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 appoint/re-appoint M/s. Brahmayya & Co., Chartered Accountants and M/s. S.R. Batliboi & Associates, L.L.P Chartered Accountants as the Joint Statutory Auditors of the Company from the conclusion of this meeting until the conclusion of the 11th 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. Brahmayya & Co., Chartered Accountants (Firm Registration No. 000515S) and M/s. M/s. S.R. Batliboi & Associates, L.L.P Chartered Accountants (Firm

Registration No. 101049W) be and are hereby re-appointed as Joint Statutory Auditors of the Company to hold office from the conclusion of this Meeting till the conclusion of the 11th Annual General Meeting, at such remuneration as may be determined by the Board of Directors”.

SPECIAL BUSINESS

7. Re - appointment of Mr. K. Narayana Rao, as a Whole Time Director, and his remuneration for a period of 3 years with effect from April 1, 2016

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

“RESOLVED THAT pursuant to the provisions of Section 196, 197, Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the consent of Shareholders be and is hereby accorded for re-appointment of Mr. K. Narayana Rao as a Whole-time Director of the Company for a period of 3 years with effect from April 1, 2016 to March 31, 2019.

RESOLVED FURTHER THAT pursuant to the provisions of Companies Act, 2013, the consent of the Company be and is hereby accorded that Mr. K. Narayana Rao be paid an overall remuneration of Rs. 1,50,00,000 per annum for the year April 1, 2016 to March 31, 2017, Rs. 1,65,00,000 per annum for the year April 1, 2017 to March 31, 2018 and Rs. 1,81,50,000 per annum for the year April 1, 2018 to March 31, 2019.

RESOLVED FURTHER THAT the following break up of remuneration within the overall limit of Rs. 1,50,00,000 for the year April 1, 2016 to March 31, 2017 be and is hereby approved

1. Salary Per month: Rs. 4,40,000/-

2. Perquisites and Allowances

Mr. K. Narayana Rao shall be entitled to the following perquisites and allowances:

- (i) Housing: House Rent Allowance @ 50% of Basic Salary or Rent Free Unfurnished Accommodation
- (ii) Special Allowance Rs. 2,97,856/- per month.
- (iii) Variable Pay Rs. 18,00,000 per annum.
- (iv) Festival Bonus at periodical interval(s) Rs. 5,28,000/- per annum.
- (v) Leave Travel Concession: Leave Travel Concession, for self and family once in a year maximum of Rs. 1 Lacs p.a.
- (vi) Medical Reimbursement: Rs. 15000/- p.a.
- (vii) Personal Accident and Group Medical Insurance: As per the rules of the Company.

3. Other benefits

- a. Earned /privilege leave : As per the rules of the Company.

b. Contribution to Provident Fund, Superannuation fund or annuity fund as per the Company's rules and applicable provisions of the relevant statutes. Gratuity payable should not exceed half month's salary for each completed year of service subject to maximum prescribed limit.

RESOLVED FURTHER THAT as per the provisions of Companies Act, 2013 read with Schedule V the valuation of perquisites shall be as per the provisions of the Income Tax Act, 1961 (or any amendment or re-enactment thereof).

RESOLVED FURTHER THAT the detailed salary break up as enumerated above, may be re-fixed as may be agreed by and between Mr. K. Narayana Rao and the Company, within overall remuneration limit(s) of remuneration of respective years as mentioned above till the term of his appointment.

RESOLVED FURTHER THAT Mr. Srinivas Bommidala, Managing Director, Mr. G. Subba Rao, Director, Mr. I. Prabhakara Rao, CEO, Mr. G.R.K. Babu, Chief Financial Officer and Mr. Saurabh Jain, Company Secretary be and are hereby severally authorised to take all such actions as may be necessary to give effect to the above resolution, including filing of necessary statutory forms, applying to the Central Government approval, if required, as per the provisions of Companies Act, 2013, in the event of no profits or inadequate profits during his tenure of 3 years and to all such acts, deeds and things in this regard.

8. Appointment of Ms. Denitza Weismantel 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), Ms. Denitza Weismantel, (DIN 07466436) 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. A.K. Dutta 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. A.K. Dutta (DIN No. 07435107), 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”.

10. Re - appointment of Mr. R.S.S.L.N. Bhaskarudu as an Independent Director for a term of 5 years

To consider and if thought fit, to pass with or without modification, the following resolution as Special 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, be and is hereby appointed as an Independent Director of the Company, not liable by rotation, to hold office for 5 consecutive years starting from the conclusion of 10th AGM.”

“**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. Re - appointment of Mr. N.C. Sarabeswaran as an Independent Director for a term of 5 years

To consider and if thought fit, to pass with or without modification, the following resolution as Special 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 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, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation to hold office for 5 consecutive years starting from the conclusion of 10th AGM.”

“**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”.

12. Approve the remuneration of M/s Narasimha Murthy & Co., Cost Accountants as Cost Auditors of the Company for F.Y 2016-17

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

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the Financial year ending March 31, 2017, be paid the remuneration as set out in the Statement annexed to the Notice convening this Meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

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, The Companies (Share Capital and Debentures Rules, 2014) and other applicable provisions, if any, of the Act and Rules made thereunder (including any circulars, clarifications, 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 as applicable (including any circulars, clarifications, statutory modifications or re-enactments thereof for the time being in force), any other applicable statute, Rules, Regulations, Guidelines, Notifications 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: August 16, 2016

S/d
Saurabh Jain
Company Secretary

NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL 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.**

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

- 2. THE RELEVANT EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF SPECIAL BUSINESS UNDER THE ITEM NO. 7 TO 13 ARE ANNEXED HERETO.**
- 3. ATTENDENT SLIP IS ANNEXED**
- 4. DETAILS OF DIRECTORS APPOINTED/RE-APPOINTED AS REQUIRED BY SECRETARIAL STANDARDS ON GENERAL MEETING IS ALSO ATTACHED**

ANNEXURE TO NOTICE

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

Item No. 7

On the approval and recommendation of nomination and remuneration committee, the Board of Directors at the meeting held on January 27, 2016 have re - appointed Mr. K. Narayana Rao as Whole-time Director of the Company for a period of 3 years with effect April 1, 2016. The Board of Directors have approved the remuneration of Rs. 1,50,00,000 per annum for a period from April 1, 2016 to March 31, 2017, Rs. 1,65,00,000 per annum for a period from April 1, 2017 to March 31, 2018 and Rs. 1,81,50,000 per annum for the year April 1, 2018 to March 31, 2019 of Mr. K. Narayana Rao.

The following additional detailed information as per Section – II of Part II of Schedule V is given in case where the company has inadequate profits or losses during the tenure of Mr. K. Narayana Rao, in order to comply with the provisions of Schedule V.

GENERAL INFORMATION	
(a) Nature of industry	Airport Sector
(b) Date or expected date of commencement of commercial production	Business commenced in 2006, since the company is into construction and operation of Delhi International Airport, hence there is no date of commercial production
(c) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
(d) Financial performance based on the given indicators	Financial Year 2015-16 Gross Revenue: Rs. 5015.98 Crores Profit after Tax: Rs. 508.86 Crores
(e) Foreign investments or collaborations, if any	Foreign Collaboration with Fraport AG Frankfurt Airport Services Worldwide
INFORMATION ABOUT THE APPOINTEE	
(a) Background details	Mr. K. Narayana Rao, 61 years, Whole-time Director of the Company has been on the Board since April 2007. Mr. K Narayana Rao is a Chartered Accountant, Cost Accountant, Company Secretary and Management Accountant. He is having more than 37 years of experience in TATA Steel Limited, Raasi

	<p>Group, Coromandal Fertilizers Ltd, Spectrum Powers and for the last 18 years has been working with GMR Group on various senior positions.</p> <p>He is having experience in dealing with various Banks, Financial institutions, and Government agencies at higher level. He also dealt with International Financial institutions like IFC, Washington, CDC, ADB etc in the previous organizations. He is having rich experience in the fields of Law, Finance, Operations, Regulatory Marketing, and Public Relations etc.</p> <p>He holds directorship in various other companies and he is also the member of PHD Chamber of Commerce and Industry and ASSOCHAM</p> <p>Mr. K. Narayana Rao was re - appointed as Whole-time Director of Delhi International Airport Private Ltd with effect from April 1, 2016. As Whole-time Director, he is responsible for corporate affairs of the Company.</p>												
(b) Past remuneration	<p>The remuneration drawn by Mr. K. Narayana Rao during the past two years is as follows: FY 2014-15 – Rs. 113.61 Lacs FY 2015-16 – Rs. 106.61 Lacs (Including Rs. 18 Lacs of VPP for the Financial Year 2015 – 16 paid in July 2016).</p>												
(c) Recognition awards or	<p>He has received number of prestigious awards from the Government of Andhra Pradesh, Confederation of Indian Industry and All India Manufacturers Association. GMR Industries Limited has also won the award as best performing sugar factory in the state of Andhra Pradesh.</p>												
(d) Job profile and his suitability	<p>He is the Whole Time Director of the Company and devotes whole time attention to the management of the affairs of the Company and exercises powers under the supervision and superintendence of the Board of the Company</p>												
(e) Remuneration proposed	<p>It is proposed to pay consolidated remuneration to Mr. K. Narayana Rao by way of salary and perquisites, performance based rewards/ incentives etc.as follows. Financial Year 2016 – 17 : Rs. 150 Lakhs 2017 – 18 : Rs. 165 Lakhs 2018 – 19 : Rs. 181.50 Lakhs</p>												
(f) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	<table border="1"> <thead> <tr> <th>S. No</th> <th>Name of Company</th> <th>Name of the Director</th> <th>Managerial Remuneration(14-15) Rs. /Crores</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>GVK Infra & Power Limited</td> <td>Mr. Krishna Ram Bhupal</td> <td>1.40</td> </tr> <tr> <td>2</td> <td>Jindal Steel</td> <td>Mr. K. Rajagopal, Director</td> <td>3.75</td> </tr> </tbody> </table>	S. No	Name of Company	Name of the Director	Managerial Remuneration(14-15) Rs. /Crores	1	GVK Infra & Power Limited	Mr. Krishna Ram Bhupal	1.40	2	Jindal Steel	Mr. K. Rajagopal, Director	3.75
S. No	Name of Company	Name of the Director	Managerial Remuneration(14-15) Rs. /Crores										
1	GVK Infra & Power Limited	Mr. Krishna Ram Bhupal	1.40										
2	Jindal Steel	Mr. K. Rajagopal, Director	3.75										

		and Power Limited	Mr. Dinesh Kumar Saraogi, Wholetime Director	1.41	
	3	BGR Energy Systems Limited	A. Swaminathan, Joint Managing Director & CEO	1.76	
	4	Tata Steel Limited	Mr. Koushik Chatterjee	5.62	
	5	Larsen & Turbo Limited	Mr. S. N. Subrahmanyam (Director)	1.23	
	6	Tata Power Limited	Mr. Ashok S. Sethi, COO & Executive Director	2.21	
			Mr. S. Padmanabhan, Executive Director (Operations)	1.29	
	7	Ultratech Cement Limited	Dilip Gaur, Deputy Managing Director	1.36	
	8	Adani Power Limited	Mr. Vinod Bhadawat (CFO)	2.28	
	9	Reliance Infrastructure Limited	Mahendra Singh Mehta (CEO)	3.14	
			Madhukar Moowaney(CFO)	1.37	
(g) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Does not have any pecuniary relationship with the Company except remuneration drawn as Whole Time Director				
I. OTHER INFORMATION:					
(a) Reasons of loss or inadequate profits	At present, the Company is having adequate profits. However, the revenue of the Company is regulated by Airport Economic Regulatory Authority (AERA). AERA determines tariff for a control period consisting of 5 years. The tariff for 2 nd Control Period is from April 2014 to March 2019 has been reduced to 89%, however the same is not yet implemented, as the matter is under litigation. Basis on the outcome of decision of the court, the Company may incur losses or not incur losses in future, which is linked to the Tariff as may be implemented.				
(b) Steps taken or proposed to be taken for improvement	The Company is continuously making efforts to increase its profits from Non – AERO activities and by monetization of Commercial Property Development.				
(c) Expected increase in productivity and	NIL				

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

Age	61 Years
Qualification	B.Com, C.A, C.S, ICWA and CIMA
Experience	More than 37 Years
Last drawn remuneration	Rs. 106.61 Lacs
Date of first appointment on the board	17.04.2007
Relationship with directors, managers & KMP	Not related
Number of shares held	NIL
Number of board meeting attended during the Year	4
Other directorships	Delhi Aerotropolis Private Limited GMR Sports Private Limited PHD Chamber of Commerce and Industry ASSOCHAM - Member
Chairman/member of the committees of boards of other companies	GMR Sports Private Limited – Audit Committee Member <u>OTHER COMMITTEES</u> GMR Sports Private Limited - CSR Committee ASSOCHAM - Management Committee - Member ASSOCHAM - Civil Aviation Committee - Chairman

As required under the provisions of Section 196, Section 197, and any other applicable provisions of the Companies Act, 2013 (Act) read with Schedule V of the Act, the special resolution is being placed before the shareholders for approval.

Except Mr. K. Narayana Rao, being appointee, none of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise, in the resolution set out in Item No. 7.

The Board recommends the passing of the resolution set out in Item No. 7 as a Special Resolution.

Item No. 8

Ms. Denitza Weismantel (nominee of Fraport AG Frankfurt Airport Services Worldwide) was co-opted as Additional director of the Company with effect from April 28, 2016, 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, 2013, along with necessary deposit, has been received from a member of the Company proposing the candidature of Ms. Denitza Weismantel, as Director, retire by rotation.

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

Except Ms. Denitza Weismantel, being appointee, none of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise, in the resolution set out in Item No. 8.

The Board recommends the passing of the resolution set out in Item No. 8 as an Ordinary Resolution.

Item No. 9

Pursuant to the nomination by Airport Authority of India (AAI) Mr. A.K. Dutta was co-opted as an Additional Director of the Company with effect from April 28, 2016, 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. A notice under Section 160 of the Companies Act, 2013, along with necessary deposit, has been received from a member of the Company proposing the candidature of Mr. A.K. Dutta. as Director, retire by rotation.

The Nomination and Remuneration Committee and Board of Directors has recommended the appointment of Mr. A.K. Dutta, as Director for the approval of members as an Ordinary Resolution.

Except Mr. A.K. Dutta, being appointee, none of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise, in the resolution set out in Item No. 9.

The Board recommends the passing of the resolution set out in Item No. 9 as an Ordinary Resolution.

Item 10 and Item 11

Mr. R.S.S.L.N. Bhaskarudu and Mr. N.C. Sarabeswaran (hereinafter collectively referred to as "the said Director") were appointed as Independent Director(s) of the Company at the 8th Annual General Meeting held on August 26, 2014 for a term of 2 years.

Pursuant to the provision of section 149(10) of the Companies Act 2013, an independent director shall hold office for a term upto 5 consecutive years on the board of the company, but shall be eligible for re – appointment on passing a special resolution by the company.

The company has received notice under Section 160 of the Companies Act, 2013, from a member, along with the necessary deposit of Rs. 1,00,000/- each proposing the candidature

of the said the Directors, to be re-appointed as such under the provisions of section 149 of the Companies Act, 2013.

The Company has received separately from each Directors (i) consent in writing to act as director pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014 (ii) intimation to the effect that he is not disqualified under section 164(2) of the Companies Act, 2013 and (iii) a declaration of Independence as required under Section 149(7) of the Companies Act, 2013.

The Nomination and Remuneration Committee at its Meeting held on July 20, 2016 recommended the re-appointment of said Directors, as Independent Director to hold office for a second term for a period 5 years from the conclusion of this AGM.

The Board of Directors of the Company at its Meeting held on July 20, 2016 also accorded its consent to the re-appointment of the said Directors as Independent Directors for the second term for a period 5 years from the conclusion of this AGM, subject to approval of Members at the ensuing Annual General Meeting.

In the opinion of the Board, the said Directors fulfills the conditions specified in the Act and the rules made thereunder for their re-appointment as Independent Directors of the Company

In Compliance with provision of Section 149 read with Schedule IV of the Companies Act, 2013, the resolutions for the re-appointment of the said Directors as the Independent Director of the Company for a second term of 5 years are placed before the members for their approval. The said Directors will not be liable to retire by rotation.

As per the provisions of the Companies Act, 2013, the re-appointment of Independent Director shall be on the basis of Performance Evaluation. The performance of the Independent Director has been evaluated by the Board on the following broad parameters and the result of which are as follows:

S. No.	Parameters	Result/ Rating	
		Mr. R.S.S.L.N. Bhaskarudu	Mr. N.C. Sarabeswaran
1	Understands governance, regulatory, legal, financial, fiduciary and ethical requirements of the board.	Excellent	Excellent
2	Adheres to high standards of personal integrity and gives high priority to ethical standards	Excellent	Excellent
3	Has adequate knowledge of the company's key activities, financial condition and key developments	Excellent	Excellent
4	Attendance at meetings	Excellent	Excellent
5	Asks probing questions focused on policy and strategy rather than tactics and details	Very Good	Excellent

Except the said Directors, being respective appointee, none of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise, in the resolution set out in Item No. 10 and 11.

The Board recommends the passing of the resolution set out in Item No. 10 and 11 as a Special Resolution.

Item No. 12

As per the provisions of Section 148 of the Companies Act, 2013, and Companies (Audit and Auditors) Rules, 2014, on the recommendation of Audit Committee, the Board of Directors have appointed M/s. M/s. Narasimha Murthy & Co. Cost Accountants as Cost Auditor for the Financial Year 2016 -17.

The Audit Committee and the Board has approved and recommended the remuneration of Rs. 6 Lacs for the financial year 2016 - 17 and out of pocket expenses (excluding of taxes) for the Cost Auditor.

As per the provisions of Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by Audit Committee and approved by Board of Directors, has to be ratified by the members of the company.

Accordingly, the consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 12 of the Notice for ratification of the remuneration of Rs. 6 Lacs and out of pocket expenses (excluding of taxes) payable to the Cost Auditors for the financial year ending March 31, 2017.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise, in the resolution set out in Item No. 12.

The Board recommends the Ordinary Resolution set out at Item No. 12 of the Notice for approval by the members.

Item No. 13

The existing borrowing of the company consists of Rs. 2946.29 cr of Rupee Loan, Rs. 449 crore Working Capital Facility, USD 288.75 Mn of Foreign Currency Bonds and USD 83.92 Mn ECB from IDBI Bank. The Company may raise funds from time to time from various Debt Securities for the purpose of re-financing of existing Debt or for any other purpose, during the year.

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 members of the Company has given its consent for the above purpose in the Annual General Meeting held on September 18, 2015, which shall lapse after one year.

Accordingly, in terms of Section 42 read with Rules, it is required to obtain the fresh 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 which shall be valid from the conclusion of this meeting, till the conclusion of next AGM.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise, in the resolution set out in Item No. 13.

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

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

Place: New Delhi
Date: August 16, 2016

S/d
Saurabh Jain
Company Secretary



FORM NO MGT-11

PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014)

CIN : U63033DL2006PTC146936
 Name of the Company : Delhi International Airport Private Limited
 Registered Office : New Udaan Bhawan, Opp. Terminal 3, IGI Airport, New Delhi - 110 037

Name of the Member(s) :	
Registered Address	
E mail Id :	
Folio No / Client Id	
DP ID :	

I/We, being the member(s) of shares of the above named company, hereby appoint:

- (1) Mr. r/o
 Having email ID failing him;
- (2) Mr. r/o
 Having email ID failing him;
- (3) Mr. r/o
 Having email ID failing him;

as my / our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on Tuesday, September 20, 2016 at 11.30 a.m. at **“Room No. 5 – William Boeing” First Floor, New Udaan Bhawan, Opp. Terminal - 3, Indira**

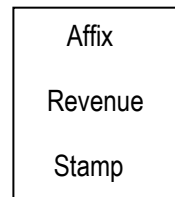
Gandhi International Airport, New Delhi - 110 037 and at any adjournment thereof in respect of all the resolutions as are mentioned in the Notice of AGM.

Signed this _____ day of _____, 2016.

Signature of the Shareholder.....

Signature of Proxy holder(s)

- (1) Name
- (2) Name
- (3) Name



Notes: This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.



DELHI INTERNATIONAL AIRPORT PRIVATE LIMITED

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

Attendance Slip

10th Annual General Meeting on Tuesday, September 20, 2016 at 11.30 A.M

Regd. Folio No. / DP ID & Client ID

I certify that I am a Registered Shareholder / Proxy for the Registered Shareholder of the Company.

I hereby record my presence at the 10th Annual General Meeting of the Company held on **Tuesday, September 20, 2016 at 11.30 AM** at **“Room No. 5 – William Boeing” First Floor, New Udaan Bhawan, Opp. Terminal - 3, Indira Gandhi International Airport, New Delhi - 110 037.**

Member's / Proxy name in BLOCK letters

Member's / Proxy's Signature

Details of Director(s) appointed or re-appointed as per clause 1.2.5 of Secretarial Standards on General Meeting

S. No.	Name of Director	DIN No.	Age (Years)	Qualification	Experience	Terms & Condition of Appointment	Remuneration Details	Date of 1st Appointment on Board	Shareholding in the Company	Relationship with other Director	Manager & KMP of other company	No. of Board meetings attended during the year		Other Directorships and Committee	Memberships / Chairmanships in Committee
												No. of meetings held	No. of meetings attended		
1	Mr. Grandhi Kiran Kumar	00061669	41	Commerce Graduate	18	retiring by rotation and being eligible, offers himself for reappointment.	Rs. 247.43Lacs	4/19/2006	NIL	Son of Mr. G.M. Rao, Brother of Mr. GBS Raju and Brother in Law of Mr. Srinivas Bommidala	Yes	4	1	1. GMR Infrastructure Limited 2. GMR Hyderabad International Airport Limited 3. GMR Varalakshmi Foundation 4. GMR Holdings Private Limited 5. GKR Holdings Private Limited 6. GMR Airports Limited 7. GMR Sports Private Limited 8. GMR Male International Airport Private Limited	1. GMR Infrastructure Limited - Member - Management Committee
2	Mr. G.B.S. Raju	00061686	42	Commerce Graduate	20	retiring by rotation and being eligible, offers himself for reappointment.	NA	4/19/2006	NIL	Son of Mr. G.M. Rao, Brother of Mr. Kiran Kumar Grandhi and Brother in Law of Mr. Srinivas Bommidala	Yes	4	2	1. GMR Infrastructure Limited 2. GMR Energy Limited 3. GMR Varalakshmi Foundation 4. GMR Holdings Private Limited 5. Delhi Aerotropolis Private Limited 6. Kakinada Refinery and Petrochemicals Private Limited 7. GBS Holdings Private Limited 8. GMR Kamalanga Energy Limited 9. GMR Bajoli Holi Hydropower Private Limited 10. EMCO Energy Limited 11. GMR Infrastructure (Singapore) PTE Limited 12. GMR Chhattisgarh Energy Limited 13. Limak-GMR Adi-Oratakli (Limak-GMR Joint Venture)	1. GMR Infrastructure Limited - Member - a) Stakeholders' Relationship Committee b) Debenture Allotment Committee c) Management Committee d) CSR Committee 2. GMR Holdings Private Limited - Member - Audit Committee 3. GMR Energy Limited - Member - a) Audit Committee & Shareholder Transfer & Grievance Committee b) Securities Allotment Committee c) Executive Committee Chairman a) IPO Committee 4. EMCO Energy Limited - Member - Audit Committee 5. GMR Chhattisgarh Energy Limited - Member - Audit Committee 6. GMR Bajoli Holi Hydropower Private Limited - Member - Audit Committee 7. GMR Kamalanga Energy Limited - Member - Audit Committee 8. Kakinada Refinery and Petrochemicals Private Limited - Member - Share Allotment and Transfer Committee
3	Mr. S. Suresh	06386248	56	B.Com and is an Associate Member of the Institute of Cost and Works Accountants of India. He is also having a Post Graduate Diploma in Computer Applications	more than 31 years	retiring by rotation and being eligible, offers himself for reappointment.	NA	11/30/2012	NIL	Related to Ms. Gargi Kaul and Mr. A. K. Dutta, all being the Nominee Director(s) of AAI	No	4	2	1. MIHAN India Limited 2. Chandigarh International Airport Limited 3. Mumbai International Airport Private Limited	1. MIHAN India Limited - Chairman - Audit Committee
4	Mr. R.S.S.L.N. Bhaskarudu	00058527	76	Engineering degree (first class with honors) in Electrical	more than 45 years	re-appointment as Independent Director	NA	3/18/2009	NIL	No Relationship	No	4	4	1. GMR Infrastructure Limited 2. Fatpipe Networks Private Limited (Formerly known as Fatpipe Networks Limited) 3. GMR Hyderabad International Airport Limited 4. GMR Airports Limited 5. Hyderabad Menzies Air Cargo Private Limited 6. Hyderabad Duty Free Retail Limited 7. GMR Airport Developers Limited 8. Delhi Duty Free Services Private Limited 9. TIM Delhi Airport Advertising Private Limited 10. GMR Upper Karnali Hydro Power Limited 11. GMR Male International Airport Private Limited	1. GMR Infrastructure Limited - Chairman - a) Stakeholders' Relationship Committee b) Nomination and Remuneration Committee c) CSR Committee Member a) Corporate Governance Committee b) Audit Committee 2. GMR Hyderabad International Airport Ltd - Chairman a) Audit Committee b) Nomination and Remuneration Committee c) Share Allotment and Transfer Committee d) CSR Committee 3. Fatpipe Networks Private Limited - Chairman - Audit Committee 4. GMR Upper Karnali Hydro Power Limited - Member - Audit Committee 5. GMR Male International Airport Private Limited - Chairman - Audit Committee 6. GMR Airports Limited - Chairman a) Audit Committee b) Nomination and Remuneration Committee c) Share Allotment and Transfer Committee d) CSR Committee 7. Hyderabad Menzies Air Cargo Private Limited - Member a) Audit Committee b) Nomination and Remuneration Committee c) CSR Committee 8. Hyderabad Duty Free Retail Limited - Chairman a) Nomination and Remuneration Committee b) CSR Committee

S. No.	Name of Director	DIN No.	Age (Years)	Qualification	Experience	Terms & Condition of Appointment	Remuneration Details	Date of 1st Appointment on Board	Shareholding in the Company	Relationship with other Director	Manager & KMP of other company	No. of Board meetings attended during the year		Other Directorships and Committee	Memberships / Chairmanships in Committee
												No. of meetings held	No. of meetings attended		
5	Mr. N.C. Sarabeswaran	00167868	72	Bachelor's degree in Science and Fellow Member of the Institute of Chartered Accountants of India	more than 40 years	re-appointment as Independent Director	NA	7/22/2014	NIL	No Relationship	No	4	4	1. GMR Infrastructure Limited 2. R Subbaraman & Co Private Limited 3. Madura Micro Finance Limited 4. GMR Airports Limited 5. GMR Hyderabad International Airport Limited	1. GMR Infrastructure Limited - Chairman a) Audit Committee b) Corporate Governance Committee Member - Nomination and Remuneration Committee 2. Madura Micro Finance Limited - Member - Audit Committee 3. GMR Hyderabad International Airport Limited - Member a) Audit Committee b) Nomination and Remuneration Committee 4. GMR Airports Limited - Member a) Audit Committee b) Nomination and Remuneration Committee
6	Ms. Denitza Weismantel	07466436	41	Holds degrees in Business administration from the University in Frankfurt and in Banking and Finance from the University of Wales, Bangor.	more than 10 years	Non Executive Director nominated by Fraport	NA	4/28/2016	NIL	No Relationship	No	4	0	1. Antalya Havalimam Uluslararası Terminal İşletmeciliği A.Ş. 2. Fraport Asia Limited, Hong Kong 3. Fraport Twin Star Airport Management AG, Varna 4. Fraport IC İctiş Havalimam İşletme A.S. 5. Northern Capital Gateway OOO, St. Petersburg 6. Pantares Tradeport Asia Limited, Hong Kong	NIL
7	Mr. A.K. Dutta	07435107	58	Science Graduate from University of Delhi and holds Masters Degree in Business Administration	more than 30 years	Non Executive Director nominated by AAI	NA	4/28/2016	NIL	Related to Ms. Gargi Kaul and Mr. S. Suresh, all being the Nominee Director(s) of AAI	No	4	0	NIL	NIL