

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 Ninth Annual General Meeting of the Company will be held on Friday, September 18, 2015 at 11.30 a.m. at “**Room No. 6 – Edward Rickenbacker**” **First Floor, New Udaan Bhawan, Opp. Terminal - 3, Indira Gandhi International Airport, New Delhi - 110 037**, to transact the following business(s) on shorter notice:

ORDINARY BUSINESS

1. To consider and adopt:
 - (a) the Financial Statements as at March 31, 2015, 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, 2015, together with annexures thereto and Auditors report thereon.
2. To appoint a director in place of Mr. G. Subba Rao (DIN 00064511), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a director in place of Mr. Suresh Goyal (DIN 02721580), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a director in place of Mr. G.M.Rao (DIN 00574243), who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint a director in place of Mr. Christoph Hans Nanke (DIN 01710668), who retires by rotation and being eligible, offers himself for re-appointment.
6. To appoint/re-appoint M/s. Brahmayya & Co., Chartered Accountants, Bengaluru (Firm Registration No. 000515S) and M/s. S.R. Batliboi & Associates, L.L.P Chartered Accountants, Bengaluru (Firm Registration No. 101049W) as the Joint Statutory Auditors of the Company from the conclusion of this meeting until the conclusion of the next 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, Bengaluru (Firm Registration No. 000515S) and M/s. S.R. Batliboi & Associates, L.L.P, Chartered Accountants, Bengaluru (Firm Registration No. 101049W) be and are hereby re-appointed as Joint Statutory Auditors of the Company for the financial year 2015-16 to hold office from the conclusion of this Meeting till the conclusion of the next Annual General Meeting, at such remuneration as may be determined by the Board of Directors”.

SPECIAL BUSINESS

7. Appointment of Ms. Gargi Kaul 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. Gargi Kaul, (DIN 07173427) 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”.

8. Appointment of Mr. V. Somasundaram 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. V. Somasundaram (DIN No. 03574882), 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”.

9. Appointment of Mr. K. Parameswara Rao as an Independent Director

To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary 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. K. Parameswara Rao (DIN No. - 02780484), who was appointed as an Additional Director and who is eligible for appointment as Independent Director and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable by rotation, till the conclusion of 11th AGM (in the year 2017) of the Company.

“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. Appointment of Ms. Siva Kameswari Vissa as an Independent Director

To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary 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), Ms. Siva Kameswari Vissa (DIN No. 02336249), who was appointed as an Additional Director and who is eligible for appointment as Independent Director and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable by rotation, till the conclusion of 11th AGM (in the year 2017) of the Company.

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. Approve the remuneration of M/s Narasimha Murthy & Co, Cost Accountants as Cost Auditors of the Company for F.Y 2014-15 and 2015-16

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, 2015 and March 31, 2016, 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.”

12. 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: September 8, 2015

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 12 ARE ANNEXED HERETO.**
- 3. ATTENDENT SLIP AND CONSENT FOR CONVENING THE MEETING ON SHORTER NOTICE IS ALSO 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 and Item No. 8

Pursuant to the nomination by Airport Authority of India (AAI) Mr. V. Somasundaram was co-opted as an Additional Director of the Company with effect from February 9, 2015 and Ms. Gargi Kaul was co-opted as an Additional Director of the Company with effect from July 23, 2015, as per Section 161 of the Companies Act, 2013 read with Article of Association of the Company.

Both the additional Directors shall hold office 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. V. Somasundaram and Ms. Gargi Kaul as Director, retire by rotation.

The Nomination and Remuneration Committee and Board of Directors has recommended the appointment of Mr. V. Somasundaram and Ms. Gargi Kaul as Director for the approval of members as an Ordinary Resolution.

None of the Directors or Key Managerial personnel of the Company and their relatives except Ms. Gargi Kaul, Mr. S.Suresh, Mr. V. Somasundaram, being nominees of AAI are concerned or interested in the resolution.

Item No. 9 & 10

At present, Mr. R.S.S.L.N. Bhaskarudu and Mr. N.C. Sarabeswaran are Independent Directors on the Board of the Company.

In order to broad base the Board of Directors and also the Committee(s) to have good Corporate Governance practices, the Board of Directors of the Company has appointed Mr. K. Parameswara Rao and Ms. Siva Kameswari Vissa as an Additional Director of the Company with effect from March 4, 2015 and subject to the approval of the shareholders, as an Independent Director, for a term upto the conclusion of 11th Annual General Meeting of the Company (to be scheduled in the year 2017).

Further, as per the provisions of Section 149 read with Companies (Appointment and Qualification of Directors) Rules, 2014, by appointing Ms. Siva Kameswari Vissa, company will also comply with the requirement of appointing at least one woman Director on its Board.

The Board is of the opinion that Mr. K. Parameswara Rao and Ms. Siva Kameswari Vissa fulfills the conditions specified in the Act and the Rules made thereunder for appointment as an Independent Director and also that their rich and varied management experience would immensely benefit the Company.

In view of the above provisions of Companies Act, 2013, it is hereby proposed to appoint Mr. K. Parameswara Rao and Ms. Siva Kameswari Vissa as an Independent Director on the Board of the Company for a term till the conclusion of 11th AGM of the Company.

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. K. Parameswara Rao and Ms. Siva Kameswari Vissa.

A Copy of the Draft Letter of Appointment for Independent Director, setting out the terms and conditions of their appointment, is available for inspection at the registered office of the Company during business hours on any working day.

The Nomination and Remuneration Committee and Board of Directors have recommended the appointment of Mr. K. Parameswara Rao and Ms. Siva Kameswari Vissa as Independent Director for the approval of members as an Ordinary Resolution.

None of the Directors or Key Managerial personnel of the Company and their relatives except Mr. K. Parameswara Rao and Ms. Siva Kameswari Vissa is concerned or interested in their respective resolution.

Item No. 11

As per the provisions of Section 148 of the Companies Act, 2013, and Companies (Cost Records and Audit) Rules, 2014, on the recommendation of Audit Committee, the Board of Directors have appointed M/s. Narasimha Murthy & Co, Cost Accountants as Cost Auditor for the Financial Year 2014-15 and 2015- 16.

The Audit Committee and the Board has recommended the remuneration of Rs. 5 lac for the financial year 2014-15 and Rs. 6 Lacs for the financial year 2015-16 and out of pocket expenses (excluding of taxes).

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, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 11 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2015 and March 31, 2016.

The Board recommends the Ordinary Resolution set out at Item No.11 of the Notice for approval by the members.

None of the Directors or Key Managerial personnel of the Company and their relatives is concerned or interested in this resolution.

Item No. 12

The existing borrowing of the company consists of Rs. 2971.97 cr of Rupee Loan, Rs. 449 crore Working Capital Facility, USD 288.75 Mn of Foreign Currency Bonds and USD 100.11 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 shareholders of the Company has given its consent for the above purpose in the Annual General Meeting held on August 26, 2014, 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.

The Board recommends passing of the resolution set out in Item No.12 as a special resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in the aforesaid Resolution.

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

Place: New Delhi
Date: September 8, 2015

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

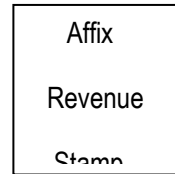
Name of the Member(s) :	
Registered Address	
E mail Id :	
Folio No / Client Id	
DP ID :	

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 Friday, September 18, 2015 at 11.30 a.m. at **“Room No. 6 – Edward Rickenbacker” 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 _____, 2015.



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

9th Annual General Meeting on Friday, September 18, 2015 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 9th Annual General Meeting of the Company held on **Friday, 18th September 2015 at 11.30 AM** at **“Room No. 6 – Edward Rickenbacker” 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

THE COMPANIES ACT, 2013
Consent of shareholder for shorter notice
[pursuant to section 101(1)]

To,

The Board of Directors
Delhi International Airport Pvt. Ltd
New Udaan Bhawan,
Opp. Terminal-3, IGI Airport,
New Delhi-110037

I/We, _____

[Name of the Shareholder] being the holder of _____ nos of
equity/preference shares of Rs.10/- each in the company, having Client Id
_____, D.P. Id _____ hereby give consent, pursuant to
section 101(1) of the Companies Act, 2013, to hold the annual general meeting on **September
18, 2015 at 11:30 am** at a shorter notice.

Signature
Shareholder/Authorised Representative in case of Corporate

Name
(In Block Letters)

Date:.....

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. G . Subba Rao	00064511	64	B.Com, CA	37 years	retiring by rotation and being eligible, offers himself for re-appointment.	NIL	19-04-2006	Nil	No Relationship	NIL	4	4	1. Delhi Aerotropolis Private Limited - Director 2. GMR Sports Private Limited - Director 3. GMR League Games Private Limited - Director 4. GMR Londa Hydropower Private Limited - Director 5. GMR Bajoli Holi Hydropower Private Limited - Director 6. GMR (Badrinath) Hydro Power Generation Private Limited - Director 7. GMR Indo-Nepal Energy Links Limited - Director 8. GMR Indo-Nepal Power Corridors Limited - Director 9. Himtal Hydropower Company Private Limited, Nepal - Director 10. GMR Upper Karnali Hydropower Limited, Nepal - Director	1. GMR Upper Karnali Hydropower Limited, Nepal- ACM Chairman 2. GMR (Badrinath) Hydro Power Generation Private Limited- Member- Audit Committee
2	Mr. Suresh Goyal	02721580	47	B.E, MBA-IIM	21 Years	retiring by rotation and being eligible, offers himself for re-appointment.	NA	10-05-2012	Nil	No Relationship	NIL	4	4	1. MB Power (Madhya Pradesh) Limited - Director 2. SBI Macquarie Infrastructure Management Private Limited - Director 3. Viom Networks Limited - Director 4. GMR Airports Limited -Director 5. Ashoka Concessions Limited - Director 6. Trichy Tollway Private Limited - Director 7. GMR Jadcherla Expressways Ltd. - Director 8. Gujarat Road And Infrastructure Company Limited - Director	GMR Airports Limited- Member- ACM MB Power (Madhya Pradesh) Limited- Member- ACM Viom Networks Limited- Member- Executive Committee Viom Networks Limited- Member- Finance Committee MB Power (Madhya Pradesh) Limited- Member- Project Management Committee MB Power (Madhya Pradesh) Limited- Member- Banking Committee GMR Airports Limited- member- Nomination & Remuneration Committee GMR Airports Limited- member- Share Allotment & Transfer Committee
														1. GMR INFRASTRUCTURE LIMITED - Whole time director 2. GMR HYDERABAD INTERNATIONAL AIRPORT LIMITED - Director 3. GMR VARALAKSHMI FOUNDATION -	National Housing Bank- Member- Audit Committee GMR Infrastructure Limited- Chairman-Management 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		
3	Mr. G.M. Rao	00574243	66	B.Tech-M.E	More than 40 years	retiring by rotation and being eligible, offers himself for re-appointment.	NA	19-04-2006	Nil	Father of Mr. Grandhi Kiran Kumar & Mr. GBS Raju, Father In law of Mr. Srinivas Bommidala	NIL	4	4	Director 4. Delhi Aerropolis Private Limited - Director 5. GMR HOLDINGS PRIVATE LIMITED - Director 6. KAKINADA REFINERY AND PETROCHEMICALS PRIVATE LIMITED - Director 7. GMR Airports Limited - Whole time director 8. AMG HEALTHCARE DESTINATION	National Housing Bank- Member- Executive Committee of Director
4	Mr. Christoph Hans Nanke	01710668	49	Diplom-kaufmann (equivalent to MBA)	More than 22 Years	retiring by rotation and being eligible, offers himself for re-appointment.	NA	18-03-2009	Nil	No Relationship	NIL	4	1	1. Fraport Reginal Airport of Greece A S.A. - President 2. Fraport Reginal Airport of Greece B S. A. - President 3. Flughafen Hannover-Langenhagen GMBH, Hannover - Director 4. Fraport Asia Limited, Hongkong - Director 5. Pantares Tradeport Asia Limited, HongKong - Shareholders representative 6. Fraport Cargo Services GmbH, Frankfurt 7. Northern Capital Gateway OOO, St. Petersburg - Director 8. Air IT Systems GMBH, Langenhagen - Shareholders representative 9. Fraport IC Ictas Havalimani Yer Hizmetleri A.S., Antalya - Chairman	Air IT Systems GMBH, Langenhagen Representative- Shareholders Meeting Fraport IC Ictas Havalimani Yer Hizmetleri A.S., Antalya - Board Chairman Flughafen Hannover-Langenhagen GMBH- Member- Supervisory Board Flughafen Hannover-Langenhagen GMBH- Member- Audit Committee Flughafen Hannover-Langenhagen GMBH- Member- Construction Committee Fraport Asia Limited, Hongkong- Member- Board of Directors Pantares Tradeport Asia Limited, HongKong- representative- Shareholder Meeting Xi'an Xianyang International Airport Co. Ltd, Xi'an- Vice Chairman- Board of Directors Northern Capital Gateway OOO, St. Petersburg- Member Supervisory Board Northern Capital Gateway OOO, St. Petersburg- Member- Remuneration 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	Ms. Gargi Kaul	07173427	55	M.Phil, IAS	30 years	Non-executive Director nominated by the Airport Authority of India	NA	23-07-2015	Nil	No Relationship	NIL	4	0	1. Pawan Hans Limited - Director 2. Air India Air Transport Services Limited - Director 3. Hotel Corporation of India Limited - Director 4. Air India Limited - Director	Nil
6	Mr. Siva Kameswari Vissa	02336249	51	CA	More than 24 years	Independent Director appointed for a term of 2 years as per the terms and conditions mentioned in the Letter of Appointment available for inspection at the Registered office of the Company during business hours on any working day, same is also available on the website of the Company i.e.	NA	04-03-2015	Nil	No Relationship	Nvision Management Solutions (P) Ltd - Managing Director	4	0	1. NVISION MANAGEMENT SOLUTIONS PRIVATE LIMITED. - Director 2. GMR INFRASTRUCTURE LIMITED - Director 3. GMR HYDERABAD INTERNATIONAL AIRPORT LIMITED - Director 4. GMR Hotels and Resorts Limited - Director 5. GMR Airports Limited - Director 6. GMR KRISHNAGIRI SEZ LIMITED - Director 7. DELHI DUTY FREE SERVICES PRIVATE LIMITED - Director	GMR Hotels and Resorts Limited - Member Audit Committee Delhi Duty Free Services Private Limited- Member- Audit committee GMR Hotels and Resorts Limited - Member - Nomination and Remuneration Committee GMR Krishnagiri SEZ Limited - Member - Nomination and Remuneration Committee GMR Krishnagiri SEZ Limited - Member - Audit Committee
7	Mr. V. Somasundaram	03574882	60	B.Sc	More than 30 years	Non-executive Director nominated by the Airport Authority of India	NA	09-02-2015	Nil	No Relationship	NIL	4	1	Airports Authority of India	Nil
														1. GMR ENERGY LIMITED - Director 2. EMCO ENERGY LIMITED - Director 3. GMR Rajahmundry Energy Limited - Director 4. GMR Vemagiri Power Generation Limited - Director 5. GMR Chennai Outer Ring Road Private Limited - Director 6. GMR CHHATTISGARH ENERGY LIMITED - Director 7. GMR HIGHWAYS LIMITED - Director 8. GMR Hyderabad Vijayawada Expressways Private Limited - Director 9. GMR AMBALA-CHANDIGARH EXPRESSWAYS PRIVATE LIMITED - Director	GMR Energy Limited- Member- GMR Vemagiri Power Generation Limited - Member- Audit Committee GMR Rajahmundry Energy Limited- Member- Audit Committee EMCO ENERGY LIMITED- member- Audit Committee GMR CHHATTISGARH ENERGY LIMITED- Member- Audit Committee GMR Chennai Outer Ring Road Private Limited- Chairman- Audit Committee GMR Hyderabad Vijayawada Expressways Private Limited - Member- Audit Committee GMR AMBALA-CHANDIGARH EXPRESSWAYS PRIVATE LIMITED- Member- Audit Committee GMR HIGHWAYS LIMITED - member- Audit 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		
8	Mr. K. Parameswara Rao	02780484	66	M.Com	More than 40 years	Independent Director appointed for a term of 2 years as per the terms and conditions mentioned in the Letter of Appointment available for inspection at the Registered office of the Company during business hours on any working day, same is also available on the website of the Company i.e. http://www.newdelhairport.in/our-company.aspx	NA	04-03-2015	Nil	No Relationship	NIL	4	0		GMR Vemagiri Power Generation Limited- Member- Nomination & Remuneration GMR Vemagiri Power Generation Limited- member- Corporate Social Responsibility GMR Rajahmundry Energy Limited- Member- Nomination & Remuneration Committee GMR Chennai Outer Ring Road Private Limited- Chairman- NRC GMR Chennai Outer Ring Road Private Limited- Member- Securities Allotment & Transfer Committee GMR Hyderabad Vijayawada Expressways Private Limited - Chairman- Securities Allotment & Transfer Committee GMR Hyderabad Vijayawada Expressways Private Limited- Member- Nomination & Remuneration Committee GMR AMBALA-CHANDIGARH EXPRESSWAYS PRIVATE LIMITED- Member- NRC GMR AMBALA-CHANDIGARH EXPRESSWAYS PRIVATE LIMITED - Member- Securities Allotment & Transfer Committee GMR Highways Limited - Member- Nomination & Remuneration Committee GMR Highways Limited - Member- Securities Allotment & Transfer Committee EMCO Energy Limited- Member- Nomination & Remuneration Committee