

DELHI INTERNATIONAL AIRPORT LIMITED
CIN No. U63033DL2006PLC146936

Regd. Office: New Udaan Bhawan, Opp. Terminal 3, Indira Gandhi International Airport,
New Delhi-110 037

T: + 91 11 4719 7433 **F:** +91 11 4719 7181 **W:** www.newdelhiairport.in
E: DIAL-CS@gmrgroup.in

NOTICE TO THE MEMBERS

Notice is hereby given that the Twenty Second (22nd) Extraordinary General Meeting (“EGM”) of the Members of Delhi International Airport Limited (the “Company”/ “DIAL”) will be held on Tuesday, February 25, 2025, at 3:00 P.M. (IST) through Video Conferencing (“VC”)/ other Audio-Visual Means (“OAVM”), the venue of the meeting shall be deemed to be the registered office of the Company at New Udaan Bhawan, Opposite Terminal - 3, Indira Gandhi International Airport, New Delhi - 110037, to transact the following business:

SPECIAL BUSINESS:

1. To consider and approve the re-appointment of Mr. Kada Narayana Rao (DIN: 00016262) as the Whole Time Director of the Company and approval of his remuneration.

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, 198 and Schedule V of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable rules and provisions of the Companies Act, 2013, (including any statutory modifications(s) or re-enactment(s) thereof for the time being in force), if any and subject to due compliance with applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), as amended from time to time and such other provisions as may be applicable and subject to other approvals and permissions, as may be required and as per the provisions of Articles of Association and Nomination & Remuneration Policy of the Company, based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, consent of the members of the Company be and is hereby accorded for reappointment of Mr. Kada Narayana Rao [DIN: 00016262], aged around 70 years, as Whole Time Director of the Company, liable to retire by rotation, for a period of 3 years with effect from April 01, 2025 till March 31, 2028 on the following overall remuneration:

| Particulars | Amount |
|--|------------------------------|
| Fixed Remuneration (Cost to Company i.e. CTC) w.e.f. April 1, 2025* | ₹ 2,98,67,729/- |
| Performance Linked Incentive Pay (PLIP) | As per group HR PLIP policy. |

*Compensation is revised effective 1st July, every year, increment % to be as per Group HR policy.





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RESOLVED FURTHER THAT pursuant to proviso of Section 196(3) read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013, the consent of the Members of the Company be and is hereby accorded for the continuance of the employment of Mr. Kada Narayana Rao who will attain the age of 70 (Seventy) years on April 01, 2025, as the Whole Time Director till the expiry of his term of office i.e. March 31, 2028.

RESOLVED FURTHER THAT the following break up of remuneration within the overall limit of remuneration be and is hereby approved:

1. Basic Salary.
2. Perquisites and Allowances: Mr. Kada Narayana Rao shall be entitled to the following perquisites and allowances:
 - (i) House Rent Allowance.
 - (ii) Special Allowance as per policy of the company.
 - (iii) Performance Linked Incentive Pay, as per group HR PLIP policy .
 - (iv) Festival Bonus.
 - (v) Any other payments / allowances / bonus as per Group HR Policy.
 - (vi) Leave Travel Assistance.
 - (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.

The valuation of perquisites shall be as per the provisions of the Income Tax Act.

RESOLVED FURTHER THAT notwithstanding anything contained herein above, where, in any financial year during the currency of his appointment, the Company has no profits or its profits are inadequate, the remuneration payable to the Whole Time Director as Salary, Perquisites and any other Allowances along with Provident Fund, Gratuity and Leave Encashment shall be governed by the amended proviso of Section 197 (1) and Schedule V of the Companies Act, 2013, wherein the managerial remuneration more than the limits prescribed under the Act can be paid subject to the approval of the members of the Company.

RESOLVED FURTHER THAT the detailed salary break up as enumerated above, may be interchanged as agreed and requested by Mr. Kada Narayana Rao within overall remuneration limit(s) of remuneration.



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RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to take all such actions as may be necessary to give effect to the above resolution, including filing of necessary statutory forms, as per the provisions of Companies Act, 2013 and to all such acts, deeds and things in this regard.”

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





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

Date: January 28, 2025
Place: New Delhi

NOTES:

1. Ministry of Corporate Affairs ("MCA") has, vide its circular dated January 13, 2021 read together with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, May 5, 2022 September 25, 2023 and September 19, 2024 (collectively referred to as "MCA Circulars") and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 issued by the Securities Exchange Board of India ("SEBI Circular") and other applicable circular(s)/ notification issued by MCA/ Securities and Exchange Board of India (SEBI), permitted convening the General Meeting ("GM") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without physical presence of the members at a common venue.
2. In accordance with the MCA/ SEBI Circulars and the provisions of the Companies Act, 2013 ("the Act") and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015 ("Listing Regulations"), the 22nd Extraordinary General Meeting ("EGM" or "the Meeting") of Delhi International Airport Limited ("DIAL" or "the Company") is scheduled to be held on Tuesday, February 25, 2025, at 3:00 P.M. (IST), through VC / OAVM.
3. The deemed venue for the 22nd EGM is the Registered Office of the Company i.e. New Udaan Bhawan, Opposite Terminal - 3, Indira Gandhi International Airport, New Delhi - 110037.
4. As per the provisions of the Act and aforesaid MCA Circulars, the Company is not required to provide the facility of e-voting. The MCA Circulars prescribe that at least half of the total numbers, who represent not less than seventy-five percent of the paid-up share capital of the Company and gives a right to vote in the meeting, the General Meeting of such Company may be conducted through VC facility or OAVM only. The Company has in its records, the email addresses of all the Members of the Company representing hundred percent of the total paid-up share capital of the Company and gives right to the vote at the meeting. However, the Company is required to comply with the framework prescribed by the MCA Circulars for conducting the General Meeting through VC facility or OVAM and issue of General Meeting Notice and subject to the fulfillment of the requirements which are covered hereunder in this Notice.
5. A Member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on a poll instead of himself/ herself and such proxy need not be a member of the Company. However, pursuant to MCA Circulars on holding of General Meeting through VC / OAVM, the requirement of physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form, and Attendance Slip are not annexed to this EGM Notice.



6. Notice convening the 22nd EGM is being sent only through electronic mode i.e. by email to all the Members and others who are entitled to receive such Notice, to their e-mail addresses registered with the Company. The Notice convening the 22nd EGM has been uploaded on the website of the Company at www.newdelhiairport.in.
7. The explanatory statement pursuant to Section 102(1) of the Act in respect of Special Business is annexed hereto.
8. All documents referred to in the accompanying Notice and the Explanatory Statement in respect of Special Business and Statutory Registers which are to be kept open for inspection by the Members of the Company shall be available for inspection electronically during 11:00 A.M. - 5:00 P.M. (IST) on all working days till the completion of the ensuing EGM. Members seeking to inspect such documents can send an email to DIAL-CS@gmrgroup.in. Further, the Members seeking any information with regard to any matter as placed in the EGM are requested to write to DIAL-CS@gmrgroup.in at least 3 days before the EGM and response for the same will be provided accordingly.
9. The attendance of the Members attending the EGM through VC/ OAVM will be considered for the purpose of reckoning the quorum under Section 103 of the Act.
10. Corporate members intending to send their authorized representative to attend the Meeting are requested to send to the Company, the Authorization Letter along with a certified copy of the Board Resolution authorizing their representative to attend and vote thereat, on their behalf at the EGM. The scan copy of Authorization Letter along with Board Resolution shall be sent by e-mail from their registered e-mail id to DIAL-CS@gmrgroup.in.
11. The instructions or details of the EGM i.e. access link to the VC or OAVM, login id, passwords, helpline numbers, e-mail id of a designated person who shall provide assistance for easy access to the EGM, is as follows:
 - ✓ Link to join the meeting: <https://gmrgroup-in.zoom.us/j/96328246488>
 - ✓ Meeting ID: 963 2824 6488 Passcode: 123456
 - ✓ The Member has to click on the Link and the same will take to the User Id and password option.
 - ✓ The Member has to add the password and Press on the Join Meeting Button.
 - ✓ The Member has the option to join with Video or Without Video.
 - ✓ The Member has the feature to speak by pressing 'Unmute'. It is advisable that during the proceedings, the shareholder to keep on Mute and whenever want to say anything, then only Unmute.
 - ✓ Contact details of the Company Secretary in case of any connection issues is as below:
Mr. Abhishek Chawla: + 91-9891344243.





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12. Facility for joining the EGM will be kept open 15 minutes before the scheduled time of the EGM and may close not earlier than 15 minutes after the commencement of the meeting.
13. The Chairman of the Board will preside as the Chairman of EGM. In case the Chairman is not present due to other preoccupation, the Directors present will elect an acting Chairman from the other nominee Directors of the Private Participants or, if none of the nominee Directors of the Private Participants are present, any Director present at the meeting to be Chairman of the EGM. If no director is willing to act as Chairman or if no director is present within 15 minutes after the time appointed for holding the EGM, the members present shall choose one among themselves to be the Chairman of EGM.
14. The Chairman of the EGM may conduct a vote on the Resolutions by show of hands unless a demand for poll is made by a member in accordance with the provisions of section 109 of the Act. Where a poll on any item is required, the members shall cast their votes on the resolutions only by sending e-mails to the email ID [DIAL-CS@gmrgroup.in] through their email addresses which are registered with the Company.
15. This EGM is being held through VC/ OAVM, as such the route map to the venue is not annexed to this Notice.

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



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

Date: January 28, 2025

Place: New Delhi

ANNEXURE TO THE NOTICE

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

Item No. 1:

Mr. Kada Narayana Rao is associated with DIAL and with his leadership, the Company has shown tremendous growth and has won several national as well as international accolades. Indira Gandhi International Airport, Delhi has been consistently ranked amongst the best airports in the world at various forums.

Mr. Kada Narayana Rao fostered strong relationships with various stakeholders, including airlines, regulatory bodies, government agencies, NGOs and local communities. These relationships have been instrumental in driving collaboration, resolving issues, and promoting the long-term interests of DIAL and its stakeholders.

Mr. Kada Narayana Rao was reappointed as the Whole Time Director of Delhi International Airport Limited ("DIAL" or "Company") for a period of 3 years w.e.f. April 1, 2022 till March 31, 2025. The total CTC of Mr. Kada Narayana Rao for the financial year 2024-25 as mentioned below:

| Particulars | Amount |
|---|------------------------------|
| Fixed Remuneration | ₹ 2,98,67,729/- |
| Performance Linked Incentive Pay (PLIP) | As per group HR PLIP policy. |

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors at its meeting held on January 28, 2025 had reappointed Mr. Kada Narayana Rao as a Whole-Time Director of the Company for a period of 3 years with effect from April 1, 2025 to March 31, 2028 and approved the remuneration as mentioned in below table and other terms and conditions, as mentioned in the resolution set out in item no. 1, subject to the approval of the members of the Company:

| Particulars | Amount |
|--|------------------------------|
| Fixed Remuneration (Cost to Company i.e. CTC) w.e.f. April 1, 2025* | ₹ 2,98,67,729/- |
| Performance Linked Incentive Pay (PLIP) | As per group HR PLIP policy. |

*Compensation is revised effective 1st July, every year, increment % to be as per Group HR policy.

In view of the immense contribution made by Mr. Kada Narayana Rao to the Company, his experience & expertise within the aviation sector, expert knowledge, continuous involvement in business decisions, effective liasoning for resolution of issues related to DIAL with all stakeholders/ officials, including Delhi Government, Central Government, Airports Authority of





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India, other Regulatory bodies, NGO and support in airport operations, it is proposed to reappoint Mr. Kada Narayana Rao as an Whole-Time Director on the Board of the Company for another term of 3 (three) years w.e.f. April 01, 2025 till March 31, 2028, on the remuneration as mentioned below:

| Particulars | Amount |
|--|---|
| Fixed Remuneration (Cost to Company i.e. CTC) w.e.f. April 1, 2025* | ₹ 2,98,67,729/- [No change in his current CTC is being proposed for this re-appointment. Yearly increments will be applicable as per Group HR policy.] |
| Performance Linked Incentive Pay | As per group HR PLIP policy. |

*Compensation is revised effective 1st July, every year, increment % to be as per Group HR policy.

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

Mr. Kada Narayana Rao, during his tenure of office as Whole Time Director, will attain the age of 70 years on April 01, 2025. In view of his experience and expertise knowledge and in pursuance of proviso of Section 196(3) read with Schedule V of the Companies Act, 2013, the Board of Directors recommended the continuance of the Directorship of Mr. Kada Narayana Rao as the Whole Time Director beyond the age of 70 years till the expiry of his term of office i.e. March 31, 2028. The Board therefore recommended the special resolution as set out in item no.1 of the Notice for approval of the members of the Company.

Except Mr. Kada Narayana Rao, being interested in the item, none other Director 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. 1.

The Board of Directors of the Company recommends the resolution set forth at item no. 1 of the Notice for approval of the members as a Special Resolution

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

Abhishek Chawla
Company Secretary & Compliance Officer
Membership No. F8118
Address: Ace Golfshire, Sector-150, Noida-201301
Date: January 28, 2025
Place: New Delhi



**DETAILS OF DIRECTOR SEEKING REAPPOINTMENT
AT THE 22nd EXTRAORDINARY GENERAL MEETING,
PURSUANT TO CLAUSE 1.2.5 OF THE SECRETARIAL STANDARD-2 ON GENERAL MEETINGS**

1. Mr. Kada Narayana Rao:

| | | | | |
|--|---|---------------------------------------|---------------------------------|-------------|
| Name of Director | Mr. Kada Narayana Rao | | | |
| DIN | 00016262 | | | |
| Age (Years) | ~70 Years | | | |
| Qualification | B.Com, CA, CS, ICWA and CIMA | | | |
| Experience | ~45 years | | | |
| Terms & Conditions of reappointment including remuneration | Reappointment as Whole Time Director as per terms and conditions as stated in the resolution set out in item no. 1. | | | |
| Remuneration Last drawn | The total CTC for the Financial Year 2024-25 as mentioned below: | | | |
| | Particulars | | Amount | |
| | Fixed Remuneration | ₹ 2,98,67,729/- | | |
| | Performance Linked Incentive Pay (PLIP) | As per group HR PLIP policy. | | |
| Date of first appointment as the Executive Director | April 17, 2007 | | | |
| Shareholding in the Company | Nil | | | |
| Relationship with other Directors, Manager & KMPs | Not Applicable | | | |
| No. of Board Meeting Attended during the Year till date (FY 2024-25) | No. of Meetings held - 4 | | | |
| | No. of Meetings Attended - 4 | | | |
| Other Directorships | S. No. | Names of the Company | Designation | |
| | 1. | GMR Goa International Airport Limited | Director | |
| | 2. | Geokno India Private Limited | Director | |
| Committee Chairmanships / Memberships | S. No. | Name of the Company | Name of Committee | Designation |
| | 1. | GMR Goa International Airport Limited | Audit Committee | Member |
| | 2. | Delhi International Airport Limited- | Corporate Social Responsibility | Member |

| | | | | |
|--|--|--|-------------------------------------|--------|
| | | | Committee | |
| | | | Stakeholders Relationship Committee | Member |

DISCLOSURES AS PER SCHEDULE-V OF THE COMPANIES ACT, 2013

I. GENERAL INFORMATION

| S. No. | Particulars/ Subject | Information | | | | | | | | | | | | | | | |
|--------------------------|---|--|-------------|-----------|--|---------------|----------|---------|--------------------------|----------|----------|----------|---|---|-----|--------|--------|
| 1 | Nature of Industry | Transportation & Storage (Airport Operations) | | | | | | | | | | | | | | | |
| 2 | Date or Expected date of commencement of commercial production. | Business commenced in 2006, since the company is into construction, operation management and development of Indira Gandhi International Airport, hence there is no date of commercial production. | | | | | | | | | | | | | | | |
| 3 | In case of new companies, expected date of commencement of activities as per Project approved by financial institutions appearing in the prospects. | Not applicable | | | | | | | | | | | | | | | |
| 4 | Financial performance based on given indicators | (Amount in Rs. in Crore) | | | | | | | | | | | | | | | |
| | | <table border="1"> <thead> <tr> <th>Particulars</th> <th>2023-2024</th> <th>2024-2025 (April 01, 2024 to December 31, 2024</th> </tr> </thead> <tbody> <tr> <td>Gross Revenue</td> <td align="right">5,094.86</td> <td align="right">4096.77</td> </tr> <tr> <td>Profit/ (loss) after Tax</td> <td align="right">(180.61)</td> <td align="right">(916.77)</td> </tr> <tr> <td>Dividend</td> <td align="right">0</td> <td align="right">0</td> </tr> <tr> <td>EPS</td> <td align="right">(0.74)</td> <td align="right">(3.74)</td> </tr> </tbody> </table> | Particulars | 2023-2024 | 2024-2025 (April 01, 2024 to December 31, 2024 | Gross Revenue | 5,094.86 | 4096.77 | Profit/ (loss) after Tax | (180.61) | (916.77) | Dividend | 0 | 0 | EPS | (0.74) | (3.74) |
| Particulars | 2023-2024 | 2024-2025 (April 01, 2024 to December 31, 2024 | | | | | | | | | | | | | | | |
| Gross Revenue | 5,094.86 | 4096.77 | | | | | | | | | | | | | | | |
| Profit/ (loss) after Tax | (180.61) | (916.77) | | | | | | | | | | | | | | | |
| Dividend | 0 | 0 | | | | | | | | | | | | | | | |
| EPS | (0.74) | (3.74) | | | | | | | | | | | | | | | |
| 5 | Foreign Investments or collaborations, if any. | No such investment or collaboration except shareholding of Fraport AG Frankfurt Airport Services Worldwide as on January 28, 2025. | | | | | | | | | | | | | | | |



II. INFORMATION ABOUT THE APPOINTEE OR PERSON WHOSE REMUNERATION IS REVISED

| S. no. | Particulars/ Subject | Information | | | | | | |
|---|-------------------------------------|---|-------------|--------|--------------------|-----------------|---|------------------------------|
| 1 | Background details | <p>Mr. Kada Narayana Rao is an experienced professional with ~45 years of experience in various businesses. He is a qualified Chartered Accountant, Company Secretary and Cost Management Accountant.</p> <p>Mr. Kada Narayana Rao made immense contribution to the Company, his experience & expertise within the aviation sector, expert knowledge, continuous involvement in business decisions, effective liasoning for resolution of issues related to Delhi International Airport Limited ("DIAL") with all stakeholders/ officials, including Delhi Government, Central Government, Airports Authority of India, NGO and other regulatory bodies.</p> <p>Mr. Rao demonstrated strong leadership skills by devising and implementing effective strategies to navigate through various challenges. He has made significant contributions and was instrumental in achieving critical milestones for DIAL.</p> <p>He is currently holding the Whole Time Director position in Delhi International Airport Limited.</p> | | | | | | |
| 2 | Past Remunerations | <p>In Delhi International Airport Limited: The total CTC for the Financial Year 2024-25 as mentioned below:</p> <table border="1"> <thead> <tr> <th>Particulars</th> <th>Amount</th> </tr> </thead> <tbody> <tr> <td>Fixed Remuneration</td> <td>₹ 2,98,67,729/-</td> </tr> <tr> <td>Performance Linked Incentive Pay (PLIP)</td> <td>As per group HR PLIP policy.</td> </tr> </tbody> </table> | Particulars | Amount | Fixed Remuneration | ₹ 2,98,67,729/- | Performance Linked Incentive Pay (PLIP) | As per group HR PLIP policy. |
| Particulars | Amount | | | | | | | |
| Fixed Remuneration | ₹ 2,98,67,729/- | | | | | | | |
| Performance Linked Incentive Pay (PLIP) | As per group HR PLIP policy. | | | | | | | |
| 3 | Achievements, Recognition or awards | <p>Mr. Kada Narayana Rao fostered strong relationships with various stakeholders including Central Government, state Government, Airports Authority of India ("AAI"), other Government Bodies airlines, NGOs, regulatory bodies local communities.</p> <p>DIAL has received numerous national and international Awards & Accolades at prestigious forums in terms of airport operations, safety, Construction, Customer Service Experience and Efficient Energy conversation measures.</p> | | | | | | |

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| 4 | Job Profile and his suitability | <p>Mr. Kada Narayana Rao fostered strong relationships with various stakeholders including airlines, regulatory bodies, government agencies and local communities. These relationships have been instrumental in driving collaboration, resolving issues, and promoting the long-term interests of DIAL and its stakeholders.</p> <p>In view of the immense contribution made by Mr. Kada Narayana Rao, it is proposed to re-appoint Mr. Kada Narayana Rao as Whole Time Director on the Board of the Company for another term of 3 years w.e.f. April 01, 2025, till March 31, 2028.</p> |
| 5 | Remunerations Proposed | As fully set out in the resolution of item no. 1 of the Notice. |
| 6 | Comparative remuneration profile with respect to industry, size of the company, profile of the position & person | Considering the responsibilities and credentials of the Whole Time Director of the Company, the proposed remuneration payable to him is comparable and commensurate with industry standards of Board level position held in similarly positioned businesses. The Industry Benchmarking & Internal comparison was done and the proposed remuneration was within the limit as per Industry Benchmarks. |
| 7 | 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 and doesn't have any relationship with the managerial personnel. |

III. OTHER INFORMATION

| | | |
|---|--|---|
| 1 | Reasons for loss or inadequate profits | <p>Nine months ended December 2024 is period of stable operations, during the period, following was witnessed:</p> <ul style="list-style-type: none"> • International Passenger growth was in line with AOP and up by 12% as compared to nine-months period ended December 2023. • Total Passenger growth was 1% vs AOP and up by 8% vs previous nine-month period ended December 2023. • Cargo volume increased by 14% as compared to previous nine-month period ended December 2023. • Total overall revenue is in line with AOP. |
|---|--|---|



| | | |
|---|--|--|
| | | <ul style="list-style-type: none"> Overall EBITDA for financial year 2024 is 29.93% as compared to AOP of 28.75%. <p>Due to increased depreciation and capitalization of Phase 3A, the interest costs and depreciation increased significantly resulting negative impact on PAT and Cash Profit.</p> |
| 2 | Steps taken or proposed to be taken for improvement. | <p><u>Traffic Growth:</u></p> <p>Enhancing international traffic growth through improved transfer options and hub initiatives.</p> <p>Increase in Cargo volume through transshipments, focusing on key trade lanes, and creating new tier II and tier III infrastructure.</p> <p>Strong engagement with domestic airlines on making Indira Gandhi International (IGI) Airport as a hub and deploying capacities as per plan.</p> <p><u>Capacity Enhancement:</u></p> <p>Enhancing international capacity to handle larger volume of international passengers.</p> <p>Implementation of 4 runway concept of operation and enhancing slot capacity.</p> <p><u>Passenger Experience and Technology:</u></p> <p>Implementation of Airport Operations Centre (APOC):</p> <ul style="list-style-type: none"> Enabling collaboration among stakeholders Leveraging advanced analytics for improved passenger processing across all touch points. Ensuring smooth and optimum utilization of expanded Terminal 1. Information display across various touchpoints in order to enable passengers to make informed decisions and reduce their anxiety. Improving wayfinding and signage Biometric Kiosks for Faster Immigration Virtual Information Desk (VID) installation for passengers. First airport in India to introduce the Government of India's pioneering "Fast Track Immigration-Trusted Traveler Programme" (FTI-TTP) for Indian passport holders and Overseas Citizen of India (OCI) cardholders. <p><u>Awards & Recognition:</u></p> |

| | | |
|---|---|---|
| | | <ul style="list-style-type: none"> • IGI Airport won the award for the Best Airport in India & South Asia in Skytrax Awards 2024, for the 6th consecutive time. • IGI Airport is ranked 36 in Skytrax world ranking of airports - only airport in India among Top 50 airports in the world. • IGI Airport has been bestowed with the Best Airport in Asia-Pacific Award for the 6th time in a row by ACI. • 1st airport in Asia to successfully achieve Net Zero Carbon Emission Airport status (Level 5 certification) under the ACI Airport Carbon Accreditation (ACA) program. <p>Planned Steps:</p> <ul style="list-style-type: none"> • Monetization of existing and new assets: New T1 commercial area, IFK, and any other commercial development. • Implementation of updated tariff in CP4. • Conversion of Pier C in Terminal 3 into international. • Expansion of Digi-Yatra in Terminal 1 and exploring Digi-Yatra in international. |
| 3 | Expected increase in productivity and profits in measurable terms | <p>Based on the above initiatives, DIAL expects a growth in financial year 2025 over financial year 2024 as below:</p> <ul style="list-style-type: none"> • Passenger traffic: 5%. • ATMs: 4%. • Cargo: 4%. <p>As a resultant of the enhanced passenger traffic and through other efficiency improvements, DIALs gross revenue for financial year 2025 are expected to be 8% higher than financial year 2024.</p> |

IV. Disclosures:

The requisite disclosures of remuneration package etc. have been mentioned in the resolution read with the Explanatory Statement. At present, there is no stock option scheme available in the Company.



DELHI INTERNATIONAL AIRPORT LIMITED
CIN No. U63033DL2006PLC146936

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The Explanatory Statement together with other allied documents, being referred in the resolution shall be construed to be memorandum setting out the terms of the appointment/ re-appointment as specified under Section 190 of the Companies Act, 2013.

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



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

Date: January 28, 2025.
Place: New Delhi