



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 13th Extra Ordinary General Meeting of the Company will be held on Friday, March 24, 2017 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) :

SPECIAL BUSINESS

1. Appointment of Dr. M. Ramachandran 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 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), Dr. M. Ramachandran (DIN - 01573258), who was appointed as an Additional Director and who is also eligible for appointment as Independent Director and in respect of whom the Company has received a notice in writing from a member u/s 160 of the Act, proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable by rotation, for a term upto 5 years from the date of appointment by Board of Directors.”

“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”

2. Re - appointment of Mr. Srinivas Bommidala, as Managing Director, and his remuneration for a period of 3 years with effect from April 1, 2017

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

RESOLVED THAT pursuant to provisions of Section 196, 197, 203 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. Srinivas Bommidala (DIN No. : 00061464) as Managing Director of the Company for a period of 3 years with effect from April 1, 2017 to March 31, 2020.

RESOLVED FURTHER THAT pursuant to the applicable provisions of the Companies Act, 2013, read with Schedule V, the consent of Shareholders be and is hereby accorded that Mr. Srinivas Bommidala be paid following remuneration:

| Particulars | Amount |
|--|---|
| Fixed Remuneration based on Effective Capital of DIAL to be paid in case of adequate profits or inadequate profits or losses | Rs. 4.25 cr per annum (for each year during the tenure) |
| Commission to be paid only in case of Profits | Maximum of Rs. 2.25 cr for 2017-18, Rs. 3.00 cr for 2018-19 and Rs. 3.75 cr for 2019-2020 |

RESOLVED FURTHER THAT within the maximum Fixed Remuneration for each year, the Managing Director shall be entitled to Salary, Allowances and Perquisites, as determined under the provisions of the Companies Act, 2013 read with reference to Income Tax Act, 1961, listed herein below:

| Particulars | Rs./per annum |
|---|----------------------|
| Basic Salary | 17,000,000 |
| House Rent Allowance (HRA) | 5,100,000 |
| However, he is entitled to Rent Free Accommodation, if he chooses so. Then in such case, no HRA will be paid and the valuation of Rent Free Accommodation shall be the perquisite value computed as per the provisions of the Income Tax Act, 1961 for the purpose of Managerial Remuneration and amount of Special Allowance shall be adjusted accordingly, so that overall Fixed Remuneration remain with in Rs. 4.25 cr/per annum. | |
| Special Allowance | 19,068,445 |
| TOTAL | 41,168,445 |

| | |
|--|-------------------|
| Leave Travel Allowance / Concession: Leave Travel Allowance/ Concession for anywhere in India, for self and family once in two years in a block of four years | 100,000 |
| Medical Reimbursement: Reimbursement of medical expenses incurred on self and / or family to the extent | 15,000 |
| i. Medclaim Insurance: Medclaim insurance cover for self and family as per the Policies of the Company. ii. Personal Accident Insurance & Term Insurance: As per the policies of the Company. | 6,555 |
| Contribution to the Superannuation Fund to the extent it exceeds the amount not taxable under Income Tax Act, treated as Perquisites | 1,210,000 |
| TOTAL | 1,331,555 |
| GRAND TOTAL | 42,500,000 |

RESOLVED FURTHER THAT the Managing Director be and is hereby also eligible for the following allowances and perquisites which shall be over and above the Fixed Remuneration.

- (i) Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income tax Act, 1961;
- (ii) Gratuity payable should not exceed half month's salary for each completed year of service; and
- (iii) Encashment of leave as per Company's rules, at the end of tenure.

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 Managing Director as Salary, Perquisites and any other allowances shall be governed by and be subject to the ceilings provided under Section II, Section IV of Part II of Schedule V to the Companies Act, 2013 (which includes any amendment thereon) or such other limit as may be prescribed by the Government from time to time as minimum remuneration.

RESOLVED FURTHER THAT the Managing Director shall also be entitled to other official facilities including listed herein below for the purpose of business of the company as per the policies of the Company, in addition to the Remuneration as mentioned above, which shall not form part of the Remuneration:

- i. Provision of cars
- ii. Provision of telephones (landline & mobiles)

- iii. Club Fees: Membership fees in any two clubs not being admission and Life Membership fees.
- iv. Security

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised 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.

3. Re - appointment of Mr. Grandhi Kiran Kumar, as Executive Director, and his remuneration for a period of 3 years with effect from April 1, 2017

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

RESOLVED THAT pursuant to provisions of Section 196, 197, 203 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. Grandhi Kiran Kumar [DIN No. : 00061669], as Executive Director of the Company for a period of 3 years with effect from April 1, 2017 to March 31, 2020.

RESOLVED FURTHER THAT pursuant to the applicable provisions of the Companies Act, 2013, read with Schedule V, the consent of Shareholders be and is hereby accorded that Mr. Grandhi Kiran Kumar be paid following remuneration:

| Particulars | Amount |
|--|---|
| Fixed Remuneration based on Effective Capital of DIAL to be paid in case of adequate profits or inadequate profits or losses | Rs. 4.00 cr per annum (for each year during tenure) |
| Commission to be paid only in case of Profits | Maximum of Rs. 2.00 cr for 2017-18, Rs. 2.75 cr for 2018-19 and Rs. 3.50 cr for 2019-2020 |

RESOLVED FURTHER THAT within the maximum Fixed Remuneration for each year, the Executive Director shall be entitled to Salary, Allowances and Perquisites, as determined under the provisions of the Companies Act, 2013 read with reference to Income Tax Act, 1961, listed herein below:

| Particulars | Rs./per annum |
|---|----------------------|
| Basic Salary | 16,000,000 |
| House Rent Allowance (HRA) | 4,800,000 |
| However, he is entitled to Rent Free Accommodation, if he | |

| | |
|---|-------------------|
| chooses so. Then in such case, no HRA will be paid and the valuation of Rent Free Accommodation shall be the perquisite value computed as per the provisions of the Income Tax Act, 1961 for the purpose of Managerial Remuneration and amount of Special Allowance shall be adjusted accordingly, so that overall Fixed Remuneration remain with in Rs. 4.00 cr/per annum. | |
| Special Allowance | 17,948,445 |
| TOTAL | 38,748,445 |
| Leave Travel Allowance / Concession: Leave Travel Allowance/ Concession for anywhere in India, for self and family once in two years in a block of four years | 100,000 |
| Medical Reimbursement: Reimbursement of medical expenses incurred on self and / or family to the extent | 15,000 |
| i. Mediclaim Insurance: Mediclaim insurance cover for self and family as per the Policies of the Company. ii. Personal Accident Insurance & Term Insurance: As per the policies of the Company. | 6,555 |
| Contribution to the Superannuation Fund to the extent it exceeds the amount not taxable under Income Tax Act, treated as Perquisites | 1,130,000 |
| TOTAL | 1,251,555 |
| GRAND TOTAL | 40,000,000 |

RESOLVED FURTHER THAT the Executive Director be and is hereby also eligible for the following allowances and perquisites which shall be over and above the Fixed Remuneration.

- (i) Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income tax Act, 1961;
- (ii) Gratuity payable should not exceed half month's salary for each completed year of service; and
- (iii) Encashment of leave as per Company's rules, at the end of tenure.

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 Executive Director as Salary, Perquisites and any other allowances shall be governed by and be subject to the ceilings provided under Section II, Section IV of Part II of Schedule V to the Companies Act, 2013 (which includes any amendment thereon) or such

other limit as may be prescribed by the Government from time to time as minimum remuneration.

RESOLVED FURTHER THAT the Executive Director shall also be entitled to other official facilities including listed herein below for the purpose of business of the company as per the policies of the Company, in addition to the Remuneration as mentioned above, which shall not form part of the remuneration:

- i. Provision of cars
- ii. Provision of telephones (landline & mobiles)
- iii. Club Fees: Membership fees in any two clubs not being admission and Life Membership fees.
- iv. Security

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised 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.

4. To convert the Company from Private to Public Limited and to Change the Name thereof

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 13,14 and 18 of the Companies Act, 2013 (Act) and other applicable provisions if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force) and rules made thereunder, the consent of members of the Company be and is hereby accorded for conversion of the Company from Private to Public Company and consequently the name of the Company be and is hereby changed from “Delhi International Airport Private Limited” to “Delhi International Airport Limited”.

RESOLVED FURTHER THAT pursuant to the provisions of Section 13 and any other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed thereunder the consent of the members be and is hereby accorded for alteration of the Clause I (Name Clause) of Memorandum of Association (MOA) of the company with the following clause:

The name of the Company is “Delhi International Airport Limited”

RESOLVED FURTHER THAT the name Delhi International Airport Private Limited wherever appearing in the Memorandum and Articles of Association of the Company be substituted by the new name 'Delhi International Airport Limited'.

RESOLVED FURTHER THAT Mr. Srinivas Bommidala, Managing Director, Mr. K. Narayana Rao, Whole time Director, Mr. I. Prabhakara Rao, CEO, Mr. G.R.K. Babu, CFO, Mr. Saurabh Jain, C.S be and hereby severally authorised, on behalf of the Company, to do all such acts, deeds, matters, things including to file, appear, submit necessary documents, papers, forms with the Registrar of Companies, Ministry of Corporate Affairs, any other Ministry, Government Authority, Department, and also do to all such acts, deeds, things as may be suggested by Registrar of Companies while allowing the conversion and to settle any question or difficulty that may arise with regard to the aforesaid purpose and which it may deem fit in the interest of the Company and necessary to give effect to this resolution.”

5. Alteration of Articles of the Company

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 14, 18 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under, the consent of the members of the Company be and is hereby accorded to alter the Articles of Association of the Company as follows :

- (i) The Existing Article 3 of the Articles of Association of the Company be and is hereby substituted with the following Article.

| | | |
|-----------|----------------------------------|---|
| Article 3 | Public Company Limited by Shares | The Company is a Public Company limited by shares within the meaning of Section 2(71) of the Companies Act, 2013. |
|-----------|----------------------------------|---|

- (ii) The words 'two' wherever, appearing in the 'Article 64 – Quorum' of the Articles of Association of the Company is replaced with the words 'five', wherever, appearing.
- (iii) By Deleting the words 'Private' from the name of the Company wherever, it is appearing in the Articles of Association.

RESOLVED FURTHER THAT Mr. Srinivas Bommidala, Managing Director, Mr. K. Narayana Rao, Whole time Director, Mr. I. Prabhakara Rao, CEO, Mr. G.R.K. Babu, CFO, Mr. Saurabh Jain, C.S be and hereby severally authorised, on behalf of the Company, to do all such acts, deeds, matters, things including to file, appear, submit necessary documents, papers, forms with the Registrar of Companies, Ministry of Corporate Affairs, any other Ministry, Government Authority, Department, and also

do to all such acts, deeds, things as may be suggested by Registrar of Companies while allowing the conversion and to settle any question or difficulty that may arise with regard to the aforesaid purpose which it may deem fit in the interest of the Company and necessary to give effect to this resolution.

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

Place: New Delhi
Date: March 01, 2017

S/d
Saurabh Jain
Company Secretary

NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA ORDINARY 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. 1 TO 5 ARE ANNEXED HERETO.**
- 3. ATTENDANCE SLIP IS ANNEXED**
- 4. DETAILS OF DIRECTORS APPOINTED/RE-APPOINTED AS REQUIRED BY SECRETARIAL STANDARDS ON GENERAL MEETING IS ALSO ATTACHED**
- 5. MAP OF THE LOCATION OF VENUE IS ATTACHED**
- 6. A COPY OF EXISTING MEMORANDUM & ARTICLES OF ASSOCIATION AND A COPY OF THE PROPOSED MEMORANDUM & ARTICLES OF ASSOCIATION ARE AVAILABLE FOR INSPECTION AT THE REGISTERED OFFICE OF THE COMPANY DURING THE BUSINESS HOURS UPTO THE DATE OF THE MEETING.**

ANNEXURE TO NOTICE

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

Item No. 1

Pursuant to the resignation of Mr. K.P. Rao, Independent Director, the Board of Directors, based on the recommendation of Nomination and Remuneration Committee appointed Dr. M. Ramachandran as an Additional Director of the Company with effect from October 13, 2016, as per Section 161 of the Companies Act, 2013 read with Articles of Association of the Company, who shall be an Independent Director for a period of 5 years, subject to the approval of the Shareholders.

In the opinion of the Board, Dr. M. Ramachandran fulfills the conditions specified in the Act and the rules made there under and that the proposed director is Independent of management.

Dr. M. Ramachandran, a retired officer of Indian Administration Service has held various prestigious positions in his early years of service. He was Secretary, Ministry of Urban Development in Government of India. He was Chairman of the Metro Rail Corporation of Delhi, Bangalore, Kolkata and Chennai. Dr. M Ramachandran holds a post graduate degree in Economics and is a Master of Philosophy in the subject of Economic Planning from University of Glasgow. He has a Phd. in Project Planning.

In view of the provisions of Companies Act, 2013, it is hereby proposed to appoint Dr. M. Ramachandran as an Independent Director on the Board of the Company for a term of five consecutive years from the date of appointment by Board of Directors and his office is not liable to determination by retirement.

The Company has received notice under section 160 of the Companies Act, 2013 from a member, along with necessary deposit of Rs. 1,00,000/-, proposing the candidature of Dr. M. Ramachandran to be appointed as such under the provisions of section 152 of the Companies Act, 2013.

The Company has received separately from Dr. M. Ramachandran (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.

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

Except Dr. M. Ramachandran, 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. 1.

The Board recommends the passing of the resolution set out in Item No. 1 as an Ordinary Resolution.

Item No. 2

On the approval and recommendation of Nomination and Remuneration Committee, the Board of Directors at the meeting held on February 07, 2017 have re - appointed Mr. Srinivas Bommidala as Managing Director of the Company for a period of 3 years with effect April 1, 2017, on a remuneration and other terms and conditions, as mentioned in the resolution.

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. Srinivas Bommidala, in order to comply with the provisions of Schedule V.

| I. GENERAL 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 and operation of Delhi 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 prospectus | Not Applicable |
| (4) Financial performance based on the given indicators | Financial Year 2016-17 (Quarter ending December 31, 2016) Total Revenue: Rs. 4217.37 Crores Profit after Tax: Rs. 335.26 Crores |
| (5) Foreign investments or collaborations, if any | Foreign Collaboration with Fraport AG Frankfurt Airport Services Worldwide |
| II. INFORMATION ABOUT THE APPOINTEE | |
| (1) Background details | <p>Mr. Srinivas Bommidala, Managing Director of the Company has been on the Board since April 19, 2006. Currently, he is also the Managing Director of GMR Hyderabad International Airport Ltd.</p> <p>He is a commerce graduate and one of the first directors of the group. Mr. Srinivas Bommidala entered his family tobacco export business in 1982 and led the diversification into new businesses such as Aerated water bottling plants, etc. He was also in charge of international marketing and management of the organization.</p> <p>Subsequently, he led the GMR Group's foray into the power sector with setting up of 200 MW power plant at Chennai and was the Managing Director of GMR Power Corporation Private Limited.</p> |

| | <p>As the Managing Director of Vemagiri Power Generation Limited, he led the implementation of the gas based power project in Vemagiri, Andhra Pradesh. He has more than 35 years of experience in the infrastructure, agriculture, fast moving consumer goods and services sectors.</p> <p>When the government of India decided to modernize and restructure New Delhi Airport under a Public Private Partnership in 2006, he became the first Managing Director of this venture successfully managed the transition process from a public owned entity to a public private partnership enterprise and has achieved many significant milestones.</p> | | | | | | | | | | | | | | | | | | | | | | | | |
|--|--|--|-----------------------------------|----------------------|-----------------------------------|---------|-----|---|-----------------------|---------------------|------|------|------|---|---------|-----------------------|------|------|-----|---|------------------------------|--|-------|------|------|
| (2) Past remuneration | <p>The remuneration drawn by Mr. Srinivas Bommidala during the past two years is as follows:</p> <p>FY 2014-15 – Rs. 225 Lacs FY 2015-16 – Rs. 247.50 Lacs FY 2016-17 – Rs. 272.25 Lacs</p> | | | | | | | | | | | | | | | | | | | | | | | | |
| (3) Recognition or awards | <p>Under the stewardship of Mr. Srinivas Bommidala, as Managing Director, IGI Airport has implemented various measures in the direction of improving passenger service efficiency, power savings, environmental protection, cost reduction, which has taken the customer service to the highest levels and contributed to the increase in the bottom line of the Company. Under his leadership IGI Airport has been adjudged as No. 1 Airport in 2014 as well as in 2015 in the Airport Service Quality Award conducted by Airport Council International in the 25 mn to 40 mn passenger size category and many other prestigious National and International Awards.</p> | | | | | | | | | | | | | | | | | | | | | | | | |
| (4) Job profile and his suitability | <p>He is the Managing Director of the Company and devotes his time to the management of the affairs of the Company and exercises powers under the supervision and superintendence of the Board of the Company</p> | | | | | | | | | | | | | | | | | | | | | | | | |
| (5) Remuneration proposed | As per the resolution mentioned above | | | | | | | | | | | | | | | | | | | | | | | | |
| (6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person | <p style="text-align: right;">(Rs/Cr.)</p> <table border="1"> <thead> <tr> <th>SN</th> <th>Name of Company</th> <th>Name of the Director</th> <th>Managerial Remuneration (2015-16)</th> <th>Revenue</th> <th>PAT</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Reliance Capitals Ltd</td> <td>Mr Soumen Ghosh, ED</td> <td>7.29</td> <td>9998</td> <td>1353</td> </tr> <tr> <td>2</td> <td>DLF Ltd</td> <td>Dr KP Singh, Chairman</td> <td>4.37</td> <td>9820</td> <td>549</td> </tr> <tr> <td>3</td> <td>Godrej Consumer Products Ltd</td> <td>Mr. Adi Godrej (Chairman and Board Member)</td> <td>18.68</td> <td>9050</td> <td>1119</td> </tr> </tbody> </table> | SN | Name of Company | Name of the Director | Managerial Remuneration (2015-16) | Revenue | PAT | 1 | Reliance Capitals Ltd | Mr Soumen Ghosh, ED | 7.29 | 9998 | 1353 | 2 | DLF Ltd | Dr KP Singh, Chairman | 4.37 | 9820 | 549 | 3 | Godrej Consumer Products Ltd | Mr. Adi Godrej (Chairman and Board Member) | 18.68 | 9050 | 1119 |
| SN | Name of Company | Name of the Director | Managerial Remuneration (2015-16) | Revenue | PAT | | | | | | | | | | | | | | | | | | | | |
| 1 | Reliance Capitals Ltd | Mr Soumen Ghosh, ED | 7.29 | 9998 | 1353 | | | | | | | | | | | | | | | | | | | | |
| 2 | DLF Ltd | Dr KP Singh, Chairman | 4.37 | 9820 | 549 | | | | | | | | | | | | | | | | | | | | |
| 3 | Godrej Consumer Products Ltd | Mr. Adi Godrej (Chairman and Board Member) | 18.68 | 9050 | 1119 | | | | | | | | | | | | | | | | | | | | |

| | | | | | | |
|---|---|------------------------------------|--|-------|------|------|
| | 4 | Godrej Consumer Products Ltd | Ms. Nisaba Godrej (ED and Board Member) | 6.12 | 9050 | 1119 |
| | 5 | Britannia industries Ltd | Mr. Nusli N Wadia (Promoter & Non Exec Chairman) | 4.69 | 8779 | 806 |
| | 6 | IL&FS Transportation Networks Ltd. | K Ramchand, MD | 5.91 | 8732 | 312 |
| | 7 | Dabur India Ltd. | Mr. P D Narang (WTD and Board Member) | 8.87 | 8673 | 1253 |
| | 8 | Arvind Limited | Mr. Sanjay Ialbhai (CMD & Board Member) | 7.61 | 8456 | 363 |
| | 9 | Piramal Enterprises Ltd | Mr. Ajay G. Piramal, Chairman | 10.16 | 6610 | 950 |
| | 12 | Marico Ltd | Mr. Saugata Gupta, MD | 8.0 | 6225 | 725 |
| | 11 | Marico Ltd | Harsh Mariwala, Chairman | 5.52 | 6225 | 725 |
| | 10 | Apollo Hospitals Enterprise Ltd | Mr. Pratap C Reddy (MD & Board Member) | 13.61 | 6086 | 331 |
| | 13 | DCM Shriram Ltd | Shri Ajay S. Shriram, Chairman & Sr. Managing Director | 5.10 | 5787 | 350 |
| | 14 | Indian Hotels Co Ltd | Mr. Rakesh Sarna (MD and Board Member) | 7.92 | 4706 | -61 |
| | 15 | Mumbai International Airports Ltd | Dr GVK Reddy | 5.11 | 2691 | -85 |
| | 16 | Mumbai International Airports Ltd | Mr. G.V. Sanjay Reddy | 5.11 | 2691 | -85 |
| (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 except remuneration drawn as Managing Director. He is related to Mr. G.M. Rao, Chairman (Father in Law), Mr. Grandhi Kiran Kumar (Executive Director) and Mr. G.B.S. Raju (Director) as Brother in Law. | | | | | |
| III. OTHER INFORMATION: | | | | | | |
| (1) 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 i.e., from April 2014 to March 2019 has been reduced as compared to Tariff of First Control Period, however the same is not yet implemented, as the matter is under appeal and sub-judice. 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. | | | | | |

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|---|---|
| (2) 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. |
| (3) Expected increase in productivity and profits in the measurable terms | NIL |

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. Srinivas Bommidala, Mr. G.M. Rao, Mr. Grandhi Kiran Kumar and Mr. G.B.S. Raju, being related to each other, 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. 2.

The Board recommends the passing of the resolution set out in Item No. 2 as a Special Resolution.

Item No. 3

On the approval and recommendation of Nomination and Remuneration Committee, the Board of Directors at the meeting held on February 07, 2017 have re - appointed Mr. Grandhi Kiran Kumar as Executive Director of the Company for a period of 3 years with effect April 1, 2017, on a remuneration and other terms and conditions, as mentioned in the resolution.

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. Grandhi Kiran Kumar, in order to comply with the provisions of Schedule V.

| I. GENERAL 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 and operation of Delhi 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 prospectus | Not Applicable |
| (4) Financial performance based on the given | Financial Year 2016-17 (Quarter ending December 31, 2016) |

| | |
|---|---|
| indicators | Total Revenue: Rs. 4217.37 Crores Profit after Tax: Rs. 335.26 Crores |
| (5) Foreign investments or collaborations, if any | Foreign Collaboration with Fraport AG Frankfurt Airport Services Worldwide |
| II. INFORMATION ABOUT THE APPOINTEE | |
| (1) Background details | <p>Mr. Grandhi Kiran Kumar was appointed as Executive Director of the Company in April 2006. He has a Bachelor's degree in Commerce from Osmania University. He has also headed GMR Group's finance function and shared services, highways, Construction, SEZs and allied businesses (excluding Airports SEZ) and Sports divisions. Prior to his current position, he spearheaded the successful development of Rajiv Gandhi International Airport in Hyderabad and was instrumental in taking forward the public-private partnership project the Airport. Under his stewardship, the GMR Group won the bid to develop the Sabiha Gokcen International Airport at Istanbul, Turkey.</p> <p>Among other directorships and positions, Mr. Kiran Kumar currently holds the positions of Chairman of the GMR Group's Group Finance, Corporate Strategy and GMR Sports divisions, and Managing Director of GMR Infrastructure Ltd.</p> |
| (2) Past remuneration | <p>The remuneration drawn by Mr. Grandhi Kiran Kumar during the past three years is as follows:</p> <p>FY 2014-15 – Rs. 225 Lacs</p> <p>FY 2015-16 – Rs. 247.50 Lacs</p> <p>FY 2016-17 – Rs. 272.25 Lacs</p> |
| (3) Recognition or awards | Under the stewardship of Mr. Grandhi Kiran Kumar, as Executive Director, DIAL has implemented various measures in the direction of increasing profitability by following various cost optimization measures. Mr. Grandhi Kiran Kumar is instrumental in various refinancing during the last 5 years, specially, the two recent International Market Bond Issuances by DIAL, Strategy formulation for non-aero revenue enhancement, real estate monetization. |
| (4) Job profile and his suitability | He is the Executive Director of the Company and devotes his time to the management of the affairs of the Company and exercises powers under the supervision and superintendence of the Board of the Company |

| | | | | | | |
|--|--|------------------------------------|--|--|----------------|------------|
| (5) Remuneration proposed | As per the resolution mentioned above | | | | | |
| (6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person | (Rs/Cr.) | | | | | |
| | SN | Name of Company | Name of the Director | Managerial Remuneration (2015-16) | Revenue | PAT |
| | 1 | Reliance Capitals Ltd | Mr Soumen Ghosh, ED | 7.29 | 9998 | 1353 |
| | 2 | DLF Ltd | Dr KP Singh, Chairman | 4.37 | 9820 | 549 |
| | 3 | Godrej Consumer Products Ltd | Mr. Adi Godrej (Chairman and Board Member) | 18.68 | 9050 | 1119 |
| | 4 | Godrej Consumer Products Ltd | Ms. Nisaba Godrej (ED and Board Member) | 6.12 | 9050 | 1119 |
| | 5 | Britannia industries Ltd | Mr. Nusli N Wadia (Promoter & Non Exec Chairman) | 4.69 | 8779 | 806 |
| | 6 | IL&FS Transportation Networks Ltd. | K Ramchand, MD | 5.91 | 8732 | 312 |
| | 7 | Dabur India Ltd. | Mr. P D Narang (WTD and Board Member) | 8.87 | 8673 | 1253 |
| | 8 | Arvind Limited | Mr. Sanjay lalbhai (CMD & Board Member) | 7.61 | 8456 | 363 |
| | 9 | Piramal Enterprises Ltd | Mr. Ajay G. Piramal, Chairman | 10.16 | 6610 | 950 |
| | 12 | Marico Ltd | Mr. Saugata Gupta, MD | 8.0 | 6225 | 725 |
| | 11 | Marico Ltd | Harsh Mariwala, Chairman | 5.52 | 6225 | 725 |
| | 10 | Apollo Hospitals Enterprise Ltd | Mr. Pratap C Reddy (MD & Board Member) | 13.61 | 6086 | 331 |
| | 13 | DCM Shriram Ltd | Shri Ajay S. Shriram, Chairman & Sr. Managing Director | 5.10 | 5787 | 350 |
| | 14 | Indian Hotels Co Ltd | Mr. Rakesh Sarna (MD and Board Member) | 7.92 | 4706 | -61 |
| | 15 | Mumbai International Airports Ltd | Dr GVK Reddy | 5.11 | 2691 | -85 |
| | 16 | Mumbai International Airports Ltd | Mr. G.V. Sanjay Reddy | 5.11 | 2691 | -85 |
| (7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if | Does not have any pecuniary relationship with the Company except remuneration drawn as Executive Director. He is related to Mr. G.M. Rao, Chairman (Father), Mr. G.B.S. Raju, Director (Brother) and Mr. Srinivas Bommidala, Managing Director (Brother in Law). | | | | | |

| | |
|---|---|
| any | |
| III. OTHER INFORMATION: | |
| (1) 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 i.e., from April 2014 to March 2019 has been reduced as compared to Tariff of First Control Period, however the same is not yet implemented, as the matter is under appeal and sub-judice. 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. |
| (2) 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. |
| (3) Expected increase in productivity and profits in the measurable terms | NIL |

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. Grandhi Kiran Kumar, Mr. G.M. Rao, Mr. Srinivas Bommidala and Mr. G.B.S. Raju, being related to each other, 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. 3.

The Board recommends the passing of the resolution set out in Item No. 3 as a Special Resolution.

Item No. 4 & 5

The Company was incorporated as a private limited company vide certificate of incorporation dated March 01, 2006 under the Companies Act, 1956. The Company, being the subsidiary of GMR Airports Limited (GAL), is a deemed Public Limited Company for the purposes of the provisions of Companies Act, 2013. As a Public Limited Company, the Company would be entitled to certain advantages/ benefits for the purpose of raising funds from Financial Institutions, Debt Capital Market etc.

Therefore, it is proposed to convert the Company to Public Limited Company to enable it to explore the opportunities to raise funds, specially by way Bonds/Debentures from the Debt Capital Market.

Upon conversion of the Company into Public Limited Company, the name of the Company is also required to be changed by deleting the word 'Private' from the name of the Company wherever appearing in the Memorandum and Articles of Association of the Company.

The Company is required to amend the Articles of Association, as per the provisions of Section 14 to convert the Private Company to Public Company.

The Board of Directors in its meeting held on February 07, 2017 resolved to change the status of the Company from 'Private Limited' to 'Public Limited' and to alter the Memorandum and Articles of Association of the Company subject to the approval of the members of the Company in a General Meeting.

None of the Directors and Key managerial personnel or their relatives are concerned or interested in the proposed resolution.

The Board recommends passing of the resolutions set out in Item No. 4 & 5 of this notice as a Special Resolution.

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

Place: New Delhi
Date: March 01, 2017

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 Extra Ordinary General Meeting of the Company, to be held on Friday, March 24, 2017 at 11.30 a.m. at **“Room No. 5 – William Boeing” First Floor, New Udaan Bhawan, Opp. Terminal - 3,**

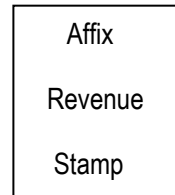
Indira Gandhi International Airport, New Delhi - 110 037 and at any adjournment thereof in respect of all the resolutions as are mentioned in the Notice of EGM.

Signed this _____ day of _____, 2017.

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

Extra Ordinary General Meeting on Friday, March 24, 2017 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 Extra Ordinary General Meeting of the Company held on **Friday, March 24, 2017 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.**

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 | Age | Qualifications | Experience | Terms and Conditions of Appointment/Re-appointment | Remuneration Last drawn | Date of 1st Appointment on Board | Shareholding in the Company | Relationship with other Director | r and KMP of other compan | No. of Board Meeting Attended during the Year | | Other Director Ship and Comiittee | Memberships/Chairmanships in Committee |
|-------|-------------------------|----------|----------|--|--------------------|---|-------------------------|----------------------------------|-----------------------------|---|---------------------------|---|--------------------------|---|---|
| | | | | | | | | | | | | No. of Meetings Held | No. of Meetings Attended | | |
| 1 | Mr. Srinivas Bommidala | 00061464 | 53 Years | Commerce Graduate | more than 35 years | Re-appointed as Managing Director of the Company for a period of 3 years | Rs. 272.25 Lacs | 19-Apr-06 | NIL | Son in Law of Mr. GM Rao, Brother in Law of Mr. Grandhi Kiran Kumar and Mr. G.B.S. Raju | Yes | 1 | 1 | 1. BSR HOLDINGS PRIVATE LIMITED 2. DELHI DUTY FREE SERVICES PRIVATE LIMITED 3. AMG HEALTHCARE DESTINATION PRIVATE LIMITED 4. GMR HYDERABAD AEROTROPOLIS LIMITED 5. GMR GOA INTERNATIONAL AIRPORT LIMITED 6. GMR SPORTS PRIVATE LIMITED 7. GMR AEROSPACE ENGINEERING LIMITED 8. GMR AVIATION PRIVATE LIMITED 9. B S R INFRASTRUCTURE PRIVATE LIMITED 10. GMR AIRPORTS LIMITED 11. GMR ENTERPRISES PRIVATE LIMITED 12. GMR INFRASTRUCTURE LIMITED 13. BOMMIDALA TOBACCO THRESHERS PRIVATE LIMITED 14. KAKINADA SEZ LIMITED 15. GMR VARALAKSHMI FOUNDATION 16. GMR HYDERABAD INTERNATIONAL AIRPORT LIMITED 17. BOMMIDALA TOBACCO EXPORTERS PRIVATE LIMITED 18. BOMMIDALA EXPORTS PRIVATE LIMITED 19. BOMMIDALA EXIM PVT LTD. | 1. GMR Enterprises Private Limited - Audit Committee - Member 2. Delhi International Airport Private Limited - Share Allotment, Transfer & Grievance Committee - Member 3. GMR Infrastructure Limited a) Management Committee - Member b) Debenture Allotment Committee - Member 4. GMR Airports Limited - Corporate Social Responsibility Committee - Member |
| 2 | Mr. Grandhi Kiran Kumar | 00061669 | 42 Years | Commerce Graduate | more than 19 years | Re-appointed as Executive Director of the Company for a period of 3 years | Rs. 272.25 Lacs | 19-Apr-06 | NIL | Son of Mr. GM Rao, Brother in Law of Mr. G.B.S. Raju and Brother in Law of Mr. Srinivas Bommidala | Yes | 1 | 1 | 1. GKR HOLDINGS PRIVATE LIMITED 2. GMR SPORTS PRIVATE LIMITED 3. GMR INFRASTRUCTURE LIMITED 4. GMR ENTERPRISES PRIVATE LIMITED 5. GMR VARALAKSHMI FOUNDATION 6. GMR AIRPORTS LIMITED 7. GMR HYDERABAD INTERNATIONAL AIRPORT LIMITED 8. GMR GOA INTERNATIONAL AIRPORT LIMITED 9. GMR MALE INTERNATIONAL AIRPORT PRIVATE LIMITED | 1. Delhi International Airport Private Limited - Share Allotment, Transfer & Grievance Committee - Member 2. GMR Infrastructure Limited - Management Committee - Member |
| 3 | Dr. M. Ramachandran | 01573258 | 66 Years | Post graduate in Economics and is a Master of Philosophy in the subject of Economic Planning from University of Glasgow. Phd. in Project | more than 40 years | Appointment as Independent Director for a period of 5 years | NA | 13-Oct-16 | NIL | No Relationship | No | 1 | 1 | 1. GMR (BADRNATH) HYDRO POWER GENERATION PRIVATE LIMITED 2. GMR KAMALANGA ENERGY LIMITED 3. GMR BAJOLI HOLI HYDROPOWER PRIVATE LIMITED 4. GMR CHHATTISGARH ENERGY LIMITED 5. GMR KISHANGARH UDAIPUR AHMEDABAD EXPRESSWAYS LIMITED 6. SANMARG PROJECTS PRIVATE LIMITED | 1. GMR Kishangarh Udaipur Ahmedabad Expressways Limited - Audit committee - Chairman 2. GMR Kishangarh Udaipur Ahmedabad Expressways Limited - Nomination and Remuneration Committee - Member |

