

# FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Management and Administration) Rules, 2014]



सत्यमेव जयते

# Annual Return (other than OPCs and Small Companies)

Form language  English  Hindi

Refer the instruction kit for filing the form.

## I. REGISTRATION AND OTHER DETAILS

(i) \* Corporate Identification Number (CIN) of the company

U63033DL2006PLC146936

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AACCD3570F

(ii) (a) Name of the company

DELHI INTERNATIONAL AIRPORT

(b) Registered office address

New Udaan Bhawan, Opp. Terminal-3,  
Indira Gandhi International Airport,  
New Delhi  
Delhi  
110037

(c) \*e-mail ID of the company

DI\*\*\*\*\*UP.IN

(d) \*Telephone number with STD code

01\*\*\*\*\*33

(e) Website

www.newdelhiairport.in

(iii) Date of Incorporation

01/03/2006

Type of the Company	Category of the Company	Sub-category of the Company
Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes  No

(vi) \*Whether shares listed on recognized Stock Exchange(s)

Yes  No

(b) CIN of the Registrar and Transfer Agent

U74900TN2015PTC101466

Pre-fill

Name of the Registrar and Transfer Agent

INTEGRATED REGISTRY MANAGEMENT SERVICES PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

2nd Floor Kences Towers ,1 Ramakrishna Street  
North Usman Road T Nagar

(vii) \*Financial year From date 01/04/2023 (DD/MM/YYYY) To date 31/03/2024 (DD/MM/YYYY)

(viii) \*Whether Annual general meeting (AGM) held  Yes  No

(a) If yes, date of AGM 09/09/2024

(b) Due date of AGM 30/09/2024

(c) Whether any extension for AGM granted  Yes  No

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities 2

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	H	Transport and storage	H5	Services incidental to land, water & air transportation	30.51
2	L	Real Estate	L1	Real estate activities with own or leased property	28.17

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

\*No. of Companies for which information is to be given 11

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	GMR ENTERPRISES PRIVATE LIM	U74900TN2007PTC102389	Holding	0
2	GMR AIRPORTS LIMITED (Form	L52231HR1996PLC113564	Holding	64
3	CELEBI DELHI CARGO TERMINA	U74900DL2009FTC191359	Associate	26
4	DELHI AVIATION SERVICES PRIN	U24233DL2007PTC165308	Associate	50
5	DELHI AVIATION FUEL FACILIT	U74999DL2009PTC193079	Associate	26
6	DELHI AIRPORT PARKING SERV	U63030DL2010PTC198985	Associate	49.9

7	TRAVEL FOOD SERVICES (DELH	U55101DL2009PTC196639	Associate	40
8	DELHI DUTY FREE SERVICES PR	U52599DL2009PTC191963	Associate	49.9
9	TIM DELHI AIRPORT ADVERTISI	U74999DL2010PTC203419	Associate	49.9
10	GMR BAJOLI HOLI HYDROPOW	U40101HP2008PTC030971	Associate	20.14
11	DIGI YATRA FOUNDATION	U63030DL2019NPL346327	Associate	14.8

#### IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

##### (i) \*SHARE CAPITAL

###### (a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	3,000,000,000	2,450,000,000	2,450,000,000	2,450,000,000
Total amount of equity shares (in Rupees)	30,000,000,000	24,500,000,000	24,500,000,000	24,500,000,000

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	3,000,000,000	2,450,000,000	2,450,000,000	2,450,000,000
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	30,000,000,000	24,500,000,000	24,500,000,000	24,500,000,000

###### (b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

**(c) Unclassified share capital**

Particulars	Authorised Capital
Total amount of unclassified shares	0

**(d) Break-up of paid-up share capital**

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
<b>Equity shares</b>						
<b>At the beginning of the year</b>	0	2,450,000,0	2450000000	24,500,000,0	24,500,000,0	
<b>Increase during the year</b>	0	0	0	0	0	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify						
<b>Decrease during the year</b>	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
<b>At the end of the year</b>	0	2,450,000,0	2450000000	24,500,000,0	24,500,000,0	
<b>Preference shares</b>						

<b>At the beginning of the year</b>	0	0	0	0	0	
<b>Increase during the year</b>	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
<b>Decrease during the year</b>	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
<b>At the end of the year</b>	0	0	0	0	0	

ISIN of the equity shares of the company

(ii) Details of stock split/consolidation during the year (for each class of shares)

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

**(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) \***

Nil

[Details being provided in a CD/Digital Media]

Yes  No  Not Applicable

Separate sheet attached for details of transfers

Yes  No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting		<input style="width: 100%;" type="text"/>	
Date of registration of transfer (Date Month Year)		<input style="width: 100%;" type="text"/>	
Type of transfer	<input style="width: 50px;" type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input style="width: 150px;" type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input style="width: 150px;" type="text"/>
Ledger Folio of Transferor		<input style="width: 100%;" type="text"/>	
Transferor's Name	<input style="width: 150px;" type="text"/>	<input style="width: 150px;" type="text"/>	<input style="width: 150px;" type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input style="width: 100%;" type="text"/>	
Transferee's Name	<input style="width: 150px;" type="text"/>	<input style="width: 150px;" type="text"/>	<input style="width: 150px;" type="text"/>
	Surname	middle name	first name
Date of registration of transfer (Date Month Year)		<input style="width: 100%;" type="text"/>	
Type of transfer	<input style="width: 50px;" type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input style="width: 150px;" type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input style="width: 150px;" type="text"/>

Ledger Folio of Transferor			
[ ]			
Transferor's Name	[ ]	[ ]	[ ]
	Surname	middle name	first name
Ledger Folio of Transferee			
[ ]			
Transferee's Name	[ ]	[ ]	[ ]
	Surname	middle name	first name

**(iv) \*Debentures (Outstanding as at the end of financial year)**

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	25,130,753,355	1, 1000000 and 100000	62,570,468,955
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
<b>Total</b>			62,570,468,955

**Details of debentures**

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
<b>Non-convertible debentures</b>	42,570,984,700	27,440,000,000	7,440,515,745	62,570,468,955
<b>Partly convertible debentures</b>	0	0	0	0
<b>Fully convertible debentures</b>	0	0	0	0

**(v) Securities (other than shares and debentures)**

2

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
6.125% Senior Secured	2,613	USD200,000	522,600,000	USD 200,000	522,600,000
6.45% Senior Secured	2,500	USD200,000	500,000,000	USD 200,000	500,000,000
<b>Total</b>	5,113		1,022,600,000		1,022,600,000

**V. \*Turnover and net worth of the company (as defined in the Companies Act, 2013)**

(i) Turnover

50,948,600,000

(ii) Net worth of the Company

14,897,100,000

**VI. (a) \*SHARE HOLDING PATTERN - Promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	1,568,000,000	64	0	
10.	Others	0	0	0	
	<b>Total</b>	1,568,000,000	64	0	0

Total number of shareholders (promoters)

5

**(b) \*SHARE HOLDING PATTERN - Public/Other than promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage

1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	882,000,000	36	0	
10.	Others	0	0	0	
	<b>Total</b>	882,000,000	36	0	0

Total number of shareholders (other than promoters)

2

Total number of shareholders (Promoters+Public/  
Other than promoters)

7

**VII. \*NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS  
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	5	5
Members (other than promoters)	2	2
Debenture holders	5	11

## VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### (A) \*Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
<b>A. Promoter</b>	0	0	0	0	0	0
<b>B. Non-Promoter</b>	4	13	4	14	0	0
(i) Non-Independent	4	9	4	10	0	0
(ii) Independent	0	4	0	4	0	0
<b>C. Nominee Directors representing</b>	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
<b>Total</b>	<b>4</b>	<b>13</b>	<b>4</b>	<b>14</b>	<b>0</b>	<b>0</b>

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date 21

### (B) (i) \*Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
MALLIKARJUNA RAO	00574243	Director	0	
BUCHISANYASI RAJL	00061686	Managing Director	0	
PRABHAKARA INDAN	03482239	Whole-time director	0	
NARAYANA RAO KAD	00016262	Whole-time director	0	
KIRAN KUMAR GRAN	00061669	Director	1	
SRINIVAS BOMMIDAL	00061464	Director	1	
SRINIVAS HANUMANI	10303016	Director	0	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
RUBINA ALI	08453990	Director	0	
PANKAJ MALHOTRA	10419629	Director	0	
SUBBA RAO AMARTH	00082313	Director	0	
EMANDI SANKARA RA	05184747	Director	0	
BIJAL TUSHAR AJINK	01976832	Director	0	
MUNDAYAT RAMACH	01573258	Director	0	
REGIS SEBASTIEN LA	09135168	Director	0	
FABIEN ALAIN CAMIL	10360063	Director	0	
DENITZA LUBOMILOV	07466436	Director	0	
MATTHIAS ENGLER	06363447	Alternate director	0	
PIERRE ETIENNE MA	10360054	Alternate director	0	
Videh Kumar Jaipuria	ADEPJ1638C	CEO	0	
Hari Nagrani	AALPN9287F	CFO	0	
Abhishek Chawla	AGCPC1547J	Company Secretar	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

10

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
ANIL KUMAR PATH	08213061	Director	30/09/2023	Cessation
PHILIPPE PASCAL	08903236	Director	26/10/2023	Cessation
VIDYA VAIDYANAT	08366688	Director	29/11/2023	Cessation
SRINIVAS HANUMA	10303016	Additional director	01/10/2023	Appointment
SRINIVAS HANUMA	10303016	Director	22/12/2023	Change in Designation
FABIEN ALAIN CAM	10360063	Additional director	30/10/2023	Appointment
FABIEN ALAIN CAM	10360063	Director	22/12/2023	Change in Designation
PIERRE ETIENNE M	10360054	Alternate director	30/10/2023	Appointment
PANKAJ MALHOTR	10419629	Additional director	09/12/2023	Appointment
PANKAJ MALHOTR	10419629	Director	27/02/2024	Change in Designation

#### IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

##### A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

3

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
ANNUAL GENERAL MEETI	14/09/2023	7	7	100
EXTRA - ORDINIARY GEN	22/12/2023	7	7	100
EXTRA - ORDINIARY GEN	27/02/2024	7	7	100

##### B. BOARD MEETINGS

\*Number of meetings held

5

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	26/05/2023	16	15	93.75

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
2	14/08/2023	16	10	62.5
3	30/10/2023	16	14	87.5
4	31/01/2024	16	16	100
5	27/03/2024	16	11	68.75

**C. COMMITTEE MEETINGS**

Number of meetings held

13

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	AUDIT COMM	25/05/2023	7	5	71.43
2	AUDIT COMM	14/08/2023	7	4	57.14
3	AUDIT COMM	26/10/2023	7	7	100
4	AUDIT COMM	30/01/2024	7	7	100
5	AUDIT COMM	27/03/2024	7	7	100
6	CORPORATE	25/05/2023	3	2	66.67
7	CORPORATE	26/10/2023	3	3	100
8	STAKEHOLDER	30/01/2024	6	3	50
9	RISK MANAG	22/09/2023	5	4	80
10	RISK MANAG	30/01/2024	5	4	80

**D. \*ATTENDANCE OF DIRECTORS**

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	09/09/2024
								(Y/N/NA)
1	MALLIKARJU	5	5	100	0	0	0	No
2	BUCHISANYA	5	3	60	3	0	0	No

3	PRABHAKAR,	5	4	80	9	6	66.67	No
4	NARAYANA R	5	5	100	3	2	66.67	Yes
5	KIRAN KUMA	5	4	80	4	1	25	No
6	SRINIVAS BO	5	4	80	0	0	0	No
7	SRINIVAS HA	3	2	66.67	2	2	100	Yes
8	RUBINA ALI	5	4	80	3	2	66.67	No
9	PANKAJ MAL	2	2	100	2	2	100	Yes
10	SUBBA RAO,	5	5	100	11	11	100	Yes
11	EMANDI SAN	5	5	100	10	10	100	Yes
12	BIJAL TUSHA	5	5	100	8	8	100	No
13	MUNDAYAT F	5	5	100	8	8	100	Yes
14	REGIS SEBAS	5	3	60	3	0	0	No
15	FABIEN ALAI	3	2	66.67	0	0	0	No
16	DENITZA LUE	5	1	20	11	4	36.36	No
17	MATTHIAS E	4	3	75	7	5	71.43	Yes
18	PIERRE ETIE	1	0	0	1	0	0	No

**X. \*REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

4

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	GRANDHI MALLIK/	EXECUTIVE CH	50,689,857	0	0	0	0
2	BUCHISANYASI R/	MANAGING DIF	51,882,464	0	0	0	0
3	INDANA PRABHAK	EXECUTIVE DII	43,621,248	0	0	0	0
4	KADA NARAYANA	WHOLE-TIME C	28,704,811	0	0	0	0
	Total		174,898,380	0	0	0	0

Number of CEO, CFO and Company secretary whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
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S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Videh Kumar Jaipur	CEO	38,699,778	0	0	0	0
2	Hari Nagrani	CFO	16,695,001	0	0	0	0
3	Abhishek Chawla	COMPANY SEC	4,917,573	0	0		0
	Total		60,312,352	0	0	0	0

Number of other directors whose remuneration details to be entered

9

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	GRANDHI KIRAN K	Director	100,000	0	0	0	0
2	SRINIVAS BOMMIL	Director	80,000	0	0	0	0
3	SRINIVAS HANUM.	Director	80,000	0	0	0	0
4	PANKAJ MALHOTR	Director	80,000	0	0	0	0
5	AMARTHALURU SI	Independent Dir	520,000	0	0	0	0
6	EMANDI SANKARA	Independent Dir	500,000	0	0	0	0
7	BIJAL TUSHAR AJI	Independent Dir	460,000	0	0	0	0
8	MUNDAYAT RAMA	Independent Dir	460,000	0	0	0	0
9	VIDYA VAIDYANAT	Director	60,000	0	0	0	0
	Total		2,340,000	0	0	0	0

#### XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

\* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year  Yes  No

B. If No, give reasons/observations

#### XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS  Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

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(B) DETAILS OF COMPOUNDING OF OFFENCES  Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

**XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment**

Yes  No

**XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES**

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

MANEESH GUPTA

Whether associate or fellow

Associate  Fellow

Certificate of practice number

2945

**I/We certify that:**

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.  
 (b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

**Declaration**

I am Authorised by the Board of Directors of the company vide resolution no. ..  dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

- Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- All the required attachments have been completely and legibly attached to this form.

**Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.**

**To be digitally signed by**

Director

NARAYANA  
RAO KADA

DIN of the director

0\*0\*6\*6\*

To be digitally signed by

MANEES  
H GUPTA  
Digitally signed by  
MANEESH GUPTA  
Date: 2024.11.08  
17:50:08 +0530

Company Secretary

Company secretary in practice

Membership number

4\*8\*

Certificate of practice number

2\*4\*

**Attachments**

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any

Attach

Attach

Attach

Attach

**List of attachments**

Dial List of Shareholders and Debentures.p  
MGT 8.pdf  
DIAL Clarification Letter.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company



LIST OF SHAREHOLDERS OF DELHI INTERNATIONAL AIRPORT LIMITED AS ON MARCH 31, 2024

First Name	Middle Name	Last Name	Folio Number	DP ID- Client Id Account No.	Number of shares held	Class of Shares
GMR Airports	Infrastructure	Limited	-	IN30061010280921	100	Equity
GMR	Energy	Limited	-	IN30061010582056	100	Equity
GMR	Airports	Limited	-	IN30016710157624 IN30061010941476	473118575 1094881223	Equity
Fraport AG Frankfurt Airport	Services	Worldwide	--	IN30016710044718	245,000,000	Equity
Airports	Authority	of India	-	IN30154918598256	637,000,000	Equity
GMR Airports Limited	jointly with	Mr. Srinivas Bommidala	-	IN30020611049089	1	Equity
GMR Airports Limited	jointly with	Mr. Grandhi Kiran Kumar	-	IN30020611049097	1	Equity

For and on behalf of  
Delhi international Airport Limited

  
Abhishek Chawla  
Company Secretary  
Membership No. F8118  
Address: Ace Golfshire,  
Sector 150, Noida, Uttar Pradesh - 201301



**LIST OF DEBENTURE HOLDERS OF DELHI INTERNATIONAL AIRPORT LIMITED AS ON MARCH 31, 2024**

S. No	First Name	Middle Name	Last Name	Reference Number/Folio Number	ISIN	Number of debentures	Face Value of Debenture in Rs.	Total amount of debentures in Rs.
1	INDIA AIRPORT	-	INFRA	IN30362210045193	INE657H07011	25130468955	1	25130468955
2	AXIS	FINANCE	LIMITED	IN30048417383339	INE657H08019	1,000	10,00,000	1,000,000,000
					INE657H08035	5800	1,00,000	580,000,000
3	ASEEM INFRASTRUCTURE	FINANCE	LIMITED	IN30133040237416	INE657H08019	5,000	10,00,000	5,000,000,000
					INE657H08027	7500	1,00,000	750,000,000
					INE657H08035	6000	1,00,000	600,000,000
4	TATA CLEANTECH	CAPITAL	LIMITED	IN30133040877189	INE657H08019	1,500	10,00,000	1,500,000,000
5	ADITYA BIRLA	FINANCE	LIMITED	IN30169611778422	INE657H08019	2,500	10,00,000	2,500,000,000
					INE657H08027	10,000	1,00,000	1,000,000,000
6	INDIA INFRASTRUCTURE	FINANCE COMPANY	LIMITED	IN30133020015622	INE657H08027	60000	1,00,000	6,000,000,000
					INE657H08043	20,000	1,00,000	2,000,000,000
7	TATA	CAPITAL	LIMITED	IN30133021716964	INE657H08027	6000	1,00,000	600,000,000
8	THE FEDERAL	BANK	LIMITED	IN30151610000012	INE657H08027	20,000	1,00,000	2,000,000,000
9	CITICORP	FINANCE INDIA	LIMITED	IN30005410006976	INE657H08035	13,000	1,00,000	1,300,000,000
10	AXIS	BANK	LIMITED	IN30048410820765	INE657H08035	27,300	1,00,000	2,730,000,000
					INE657H08043	30,000	1,00,000	3,000,000,000
11	ICICI	BANK	LIMITED	IN30134820000065	INE657H08027	16,500	1,00,000	1,650,000,000
					INE657H08035	22,300	1,00,000	2,230,000,000
					INE657H08043	30,000	1,00,000	3,000,000,000

For and on behalf of  
Delhi international Airport Limited

  
Abhishek Chawla  
Company Secretary  
Membership No. F8118  
Address – Ace Golfshire,  
Sector 150, Noida, Uttar Pradesh - 201301



**Maneesh Gupta**

Company Secretary  
18/15, Shakti Nagar, Delhi-110 007  
Ph: 9871208877

**FORM NO. MGT-8**

[Pursuant to section 92(2) of the Companies Act, 2013 and Rule 11(2) of Companies  
(Management and Administration) Rules, 2014]

**CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE**

I have examined the registers, records and books and papers of Delhi International Airport Limited (CIN: U63033DL2006PLC146936) ("the Company") as required to be maintained under the Companies Act, 2013 ("Act") and the rules made there under for the financial year ended on March 31, 2024.

In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the company, its officers and agents,

**I CERTIFY THAT:**

- A. The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. During the aforesaid financial year, the Company has complied with provisions of the Act & Rules made there under in respect of following:
  1. **Its status under the Act;** The Company is Public Limited Company, having CIN: U63033DL2006PLC146936, having Authorized Share Capital amounting to Rs. 30,000,000,000 and Paid-Up Capital amounting to Rs. 24,500,000,000 and registered under the Companies Act, 1956 and having its registered office at New Udaan Bhawan, Opposite Terminal-3, Indira Gandhi International Airport, New Delhi- 110037.
  2. **Maintenance of the registers/records & made entries therein within the time prescribed thereof;** According to information and details provided, the Company has maintained Registers/Records & made entries therein within the time prescribed thereof.
  3. **Filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within/beyond the prescribed time;** The Company has filed applicable forms and returns as stated with the Registrar of Companies, Regional Director, Central Government, the Tribunal or Court or other authorities within the prescribed time during the period under review without additional fees;
  4. **Calling/ convening/ holding meetings of Board of Directors or its Committees, if any, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly**

## Maneesh Gupta

Company Secretary  
18/15, Shakti Nagar, Delhi-110 007  
Ph: 9871208877

recorded in the Minute Book/registers maintained for the purpose and the same have been signed; calling/ convening/ holding meetings of Board of Directors or its committees and the meetings of the members of the Company has been done on time and the same has been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed.

### The Meetings held during the reporting period are stated below:

S No.	Name of Meeting	Date of Meeting	Strength of Directors	Directors Present	% of Attendance
1.	Board Meeting	May 26, 2023	16	15	93.75%
2.	Board Meeting	August 14, 2023	16	10	62.5%
3.	Board Meeting	October 30, 2023	16	14	87.5%
4.	Board Meeting	January 31, 2024	16	16	100%
5.	Board Meeting	March 27, 2024	16	11	68.75%
6.	Audit Committee	May 25, 2023	7	5	71.43%
7.	Audit Committee	August 14, 2023	7	4	57.14%
8.	Audit Committee	October 26, 2023	7	7	100%
9.	Audit Committee	January 30, 2024	7	7	100%
10.	Audit Committee	March 27, 2024	7	7	100%
11.	Nomination and Remuneration Committee	August 14, 2023	8	4	50%
12.	Nomination and Remuneration Committee	October 26, 2023	8	6	75%
13.	Nomination and Remuneration Committee	March 27, 2024	8	7	87.5%
14.	Risk Management (RM) and Environment, Social & Governance (ESG) Committee	September 22, 2023	5	4	80%

## Maneesh Gupta

Company Secretary  
18/15, Shakti Nagar, Delhi-110 007  
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15.	Risk Management (RM) and Environment, Social & Governance (ESG) Committee	January 30, 2024	5	4	80%
16.	Stakeholders Relationship Committee	January 30, 2024	6	3	50%
17.	Corporate Social Responsibility Committee	May 25, 2023	3	2	66.67%
18.	Corporate Social Responsibility Committee	October 26, 2023	3	3	100%
19.	Annual General Meeting	September 14, 2023	16	7	43.75%
20.	Extra Ordinary General Meeting	December 22, 2023	16	6	37.5%
21.	Extra Ordinary General Meeting	February 27, 2024	16	5	31.25%

**5. Closure of Register of Members / Security holders, as the case may be;** During the period under review, the Company has not Proposed any Dividend as the Company is in expansion stage. Thus, closure of the Register of Members and Share Transfer Books of the Company is not required.

**6. Advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act;** As per the details provided and evident from the audited financial statements and on the basis of information furnished in Auditors Report, the Company has not advanced any amount to its directors/ persons/ firms/ Companies as referred in section 185 of the Act for the reporting period ended March 31, 2024.

**7. Contracts/arrangements with related parties as specified in section 188 of the Act;** As per the details provided and evident from the audited financial statements and Board's Report, all the Contracts/ arrangements with the related parties were at arm's length and were in compliance with Section 177 and 188 of the Act, wherever applicable and are in the ordinary course of business and forms part of notes to audited financial statements for the reporting period ended March 31, 2024.

## **Maneesh Gupta**

Company Secretary  
18/15, Shakti Nagar, Delhi-110 007  
Ph: 9871208877

### **8. Issue or allotment or transfer or transmission or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances;**

Non – Convertible Debentures raised/redeemed during the period under review:

1. The Company has raised ₹ 1,200 crores in April, 2023 by issuing unsecured (for the purposes of Companies Act, 2013 and applicable SEBI regulations), listed, rated, redeemable, Non-Convertible Debentures (NCDs) (ISIN: INE657H08027) due in 2030.
2. The Company has raised ₹ 744 crores in August, 2023 by issuing unsecured (for the purposes of Companies Act, 2013 and applicable SEBI regulations), listed, rated, redeemable, Non-Convertible Debentures (NCDs), (ISIN: INE657H08035) due in 2030.
3. The Company had redeemed Unlisted NCDs of ₹ 744.05 crores in August 2023, out of the total issue size of ₹ 32,57,09,84,700/- (Rupees Three Thousand Two Hundred and Fifty-Seven Crores, Nine Lakhs, Eighty-Four Thousand, Seven hundred only) issued by the Company in March 2021. Post partial redemption of 2021 NCDs the outstanding value of the 2021 NCDs was ₹ 2,513.05 Crores.
4. The Company has raised ₹800 crores in March, 2024 by issuing unsecured (for the purposes of Companies Act, 2013 and applicable SEBI regulations), listed, rated, redeemable, Non-Convertible Debentures (NCDs), (ISIN: INE657H08043) due in 2034.

The ISIN number of the equity shares issued by the Company is INE657H01014.

Non – Convertible Debentures raised/redeemed post closure of the financial year 2023-2024 till the date of this Report:

1. The Company has raised ₹ 2513 Crores in July, 2024 by issuing unsecured (for the purposes of Companies Act, 2013 and applicable SEBI regulations), listed, rated, redeemable, Non-Convertible Debentures (NCDs), (ISIN: INE657H08050) due in 2034.
2. In terms of the Information Memorandum dated March 21, 2021 and the relevant clause in the Debenture Trust Deed the Company has voluntary redeemed 251,304,68,955 Senior, unlisted, redeemable, rupee non-convertible debentures issued by the Company on private placement basis of face value of Rs. 1 /- each, aggregating to Rs. 251,304,68,955 crore held by India Airport Infra on July 26, 2024

### **9. Keeping in abeyance the rights to dividend in compliance with the provisions of the Act; there was no transaction necessitating Company to keep in abeyance right to dividend, rights shares and bonus shares pending registration of transfer of shares during the period under review.**

## **Maneesh Gupta**

Company Secretary  
18/15, Shakti Nagar, Delhi-110 007  
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- 10. Declaration/ payment of dividend; transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act;** During the period under review and as per the details provided, no amount was required to be transferred to the Investor Education and Protection Fund in accordance with Section 125 of the Act.
- 11. Signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;** For the period under review, the Audited Financial Statements for the Financial Year ended March 31, 2024 were signed by Mr. G.B.S Raju (Managing Director), Mr. K. Narayana Rao (Whole Time Director), Mr. Videh Kumar Jaipuriar (Chief Executive Officer), Mr. Hari Nagrani (Chief Financial Officer), and Mr. Abhishek Chawla (Company Secretary) of the Company on May 29, 2024 and the Audited Financial Statements was also signed by the Statutory Auditors of the Company Mr. Sudarshana Gupta M S, partner of M/s. K. S. Rao & Co. and Mr. Danish Ahmed, Partner of M/s. Walker Chandiook & Co. LLP., Chartered Accountants on May 29, 2024. The Board's Report of the Company for the Financial Year ended March 31, 2024 were signed by Mr. G.B.S Raju (Managing Director) and Mr. Kada Narayana Rao (Whole time Director) of the Company on August 13, 2024.
- 12. constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;** During the period under review, following changes took place on the Board of Directors of the Company:
  1. Mr. Anil Kumar Pathak [DIN: 08213061] has resigned as a Director of the Company with effect from September 30, 2023.
  2. Dr. Srinivas Hanumankar (DIN: 10303016) was appointed as an Additional Director of the Company w.e.f. October 01, 2023. Further he was regularized and appointed as Director in Extraordinary General Meeting held on December 22, 2023.
  3. Mr. Philippe Pascal [DIN: 08903236] has resigned as a Director of the Company with effect from October 26, 2023.
  4. Mr. Fabien Alain Camille Lawson (DIN:10360063) was appointed as an Additional Director of the Company w.e.f. October 30, 2023, further he was regularized and appointed as Director in Extraordinary General Meeting held on December 22, 2023.
  5. Mr. Pierre Etienne Mathely (DIN: 10360054) was appointed as an alternate Director to Mr. Regis Lacote w.e.f. October 30, 2023.
  6. Ms. Vidya Vaidyanathan [DIN: 08366688] has resigned as a director of the Company with effect from November 29, 2023.

## **Maneesh Gupta**

Company Secretary

18/15, Shakti Nagar, Delhi-110 007

Ph: 9871208877

7. Mr. Pankaj Malhotra (DIN:10419629) was appointed as an Additional Director of the Company w.e.f December 09, 2023 Further he was regularized and appointed as Director in Extraordinary General Meeting held on February 27, 2024.
8. The current term of Mr. Grandhi Mallikarjuna Rao, as Executive Chairman was expired on March 31, 2024. Further, he was reappointed as an Executive Chairman at the Meeting of Board of Directors held on March 27, 2024 for another term of three years w.e.f. April 01, 2024 to March 31, 2027 and subsequently his remuneration was also approved by the Board of Directors on June 11, 2024. Further, Members of the company had also approved the reappointment and remuneration of Mr. Grandhi Mallikarjuna Rao, as Executive Chairman of the Company in the Extraordinary General Meeting held on June 17, 2024.
9. The current term of Mr. G.B.S. Raju, as Managing Director of the Company was expired on March 31, 2024. Further, he was reappointed as Managing Director at the Meeting of Board of Directors held on March 27, 2024 for a term of three years w.e.f. April 01, 2024 to March 31, 2027 and subsequently his remuneration was also approved by the Board of Directors on June 11, 2024. Further, Members of the company had also approved the reappointment of Mr. G.B.S. Raju, as Managing Director of the Company in the Extraordinary General Meeting held on June 17, 2024.
10. The current term of Mr. Indana Prabhakara Rao, as an Executive Director of the Company was expired on March 31, 2024. Further, he was reappointed as Executive Director at Meeting of Board of Directors held on March 27, 2024, for a term of three years w.e.f. April 01, 2024 to March 31, 2027 and subsequently his remuneration was also approved by the Board of Directors on May 29, 2024. Further, Members of the company had also approved the reappointment of Mr. Indana Prabhakara Rao, as an Executive Director of the Company in the Extraordinary General Meeting held on June 17, 2024.

### **Post closure of financial year March 31, 2024:**

1. Mr. Amarthaluru Subba Rao (DIN: 00082313) was appointed as an Independent Director of the Company w.e.f. September 20, 2021, to hold office for a term of 3 consecutive years or up to the conclusion of 18<sup>th</sup> Annual General Meeting, whichever is earlier. Since first term of Mr. Amarthaluru Subba Rao is coming to end. Based on the Performance Evaluation and recommendation of Nomination and Remuneration Committee, Board of Directors at its Meeting held on August 13, 2024 approved the reappointment of Mr. Amarthaluru Subba Rao as an Independent Director for a second term w.e.f. September 20, 2024 or from the conclusion of 18<sup>th</sup> Annual General Meeting, whichever is earlier, to hold office for a term of 5 consecutive years or up to the conclusion of 23<sup>rd</sup> Annual General Meeting, whichever is earlier, subject to the approval of the Members of the Company at the ensuing AGM.

## Maneesh Gupta

Company Secretary  
18/15, Shakti Nagar, Delhi-110 007  
Ph: 9871208877

2. Mr. Emandi Sankara Rao (DIN: 05184747) was appointed as an Independent Director of the Company w.e.f. September 20, 2021, to hold office for a term of 3 consecutive years or up to the conclusion of 18<sup>th</sup> Annual General Meeting, whichever is earlier. Since first term of Mr. Emandi Sankara Rao is coming to end. Based on the Performance Evaluation and recommendation of Nomination and Remuneration Committee, Board of Directors at its Meeting held on August 13, 2024 approved the re-appointment of Mr. Emandi Sankara Rao as an independent Director for a second term w.e.f. September 20, 2024 or from the conclusion of 18<sup>th</sup> Annual General Meeting, whichever is earlier, to hold office for a term of 5 consecutive years or up to the conclusion of 23<sup>rd</sup> Annual General Meeting, whichever is earlier, subject to the approval of the Members of the Company at the ensuing AGM.

### Structure of Board of Directors and KMPs of the Company as on March 31, 2024:

S. No.	Name of Director & KMP	DIN/PAN	Designation	Date of Appointment
1	Mr. G.M. Rao	00574243	Executive Chairman	19/04/2006
2	Mr. G.B.S. Raju	00061686	Managing Director	19/04/2006
3	Mr. Indana Prabhakara Rao	03482239	Executive Director	01/04/2018
4	Mr. Kada Narayana Rao	00016262	Whole Time Director	17/04/2007
5	Mr. Grandhi Kiran Kumar	00061669	Director	19/04/2006
6	Mr. Srinivas Bommidala	00061464	Director	19/04/2006
7	Mr. Fabien Alain Camille Lawson	10360063	Director	30/10/2023
8	Mr. Regis Lacote	09135168	Director	24/05/2021
9	Mr. Pankaj Malhotra	10419629	Director	09/12/2023
10	Ms. Rubina Ali	08453990	Director	06/06/2019
11	Dr. Srinivas Hanumankar	10303016	Director	01/10/2023
12	Ms. Bijal Tushar Ajinkya	01976832	Independent Director	06/09/2022
13	Dr. Mundayat Ramachandran	01573258	Independent Director	13/10/2016
14	Mr. Amarthaluru Subba Rao	00082313	Independent Director	20/09/2021
15	Dr. Emandi Sankara Rao	05184747	Independent Director	20/09/2021
16	Ms. Denitza Weismantel	07466436	Director	28/04/2016
17	Mr. Matthias Engler	06363447	Alternate Director to Ms. Denitza Weismantel	16/10/2012
18	Mr. Pierre Etienne Mathely	10360054	Alternate Director to Mr. Regis Lacote	30/10/2023

## Maneesh Gupta

Company Secretary  
18/15, Shakti Nagar, Delhi-110 007  
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19	Mr. Videh Kumar Jaipuria	ADEPJ1638C	Chief Executive Officer	01/04/2018
20	Mr. Hari Nagrani	AALPN9287F	Chief Financial Officer	01/02/2019
21	Mr. Abhishek Chawla	AGCPC1547J	Company Secretary	09/11/2021

### Remuneration paid to Executive Directors:

S. No.	Name of Director & KMP	DIN/PAN	Designation	Total Amount Paid (Amount in INR)
1.	Mr. G.M. Rao	00574243	Executive Chairman	5,06,89,857
2.	Mr. K. Narayana Rao	00016262	Whole Time Director	2,87,04,811
3.	Mr. G.B.S Raju	00061686	Managing Director	5,18,82,464
4.	Mr. Indana Prabhakara Rao	03482239	Executive Director	4,36,21,248

### Remuneration paid to Director as Sitting Fees/ Commission:

Details of payments made in form of Sitting Fees for attending Board Meetings and Committee Meetings, to the Independent Directors during the financial year ended March 31, 2024 are as under:

S. No.	Name of Director	DIN	Designation	Total Amount Paid (Amount in INR)
1.	Mr. Grandhi Kiran Kumar	00061669	Director	1,00,000
2.	Mr. Srinivas Bommidala	00061464	Director	80,000
3.	Mr. Pankaj Malhotra	10419629	Director	80,000
4.	Dr. Srinivas Hanumankar	10303016	Director	80,000
5.	Ms. Vidya Vaidyanathan	08366688	Director	60,000
6.	Mr. Amarthaluru Subba Rao	00082313	Independent Director	5,20,000
7.	Dr. M. Ramachandran	01573258	Independent Director	4,60,000
8.	Dr. Emami Sankara Rao	05184747	Independent Director	5,00,000
9.	Ms. Bijal Tushar Ajinkya	01976832	Independent Director	4,60,000

13. Appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act; During the period under review, there was no appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act.

## **Maneesh Gupta**

Company Secretary  
18/15, Shakti Nagar, Delhi-110 007  
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However, M/s. Walker Chandiook & Co. LLP, Chartered Accountants (Firm Registration No. 001076N/ N500013) was appointed as one of the Joint Statutory Auditors by the members of the Company in the 13<sup>th</sup> Annual General Meeting held on September 25, 2019, for a period of 5 years. Since the term of M/s. Walker Chandiook & Co. LLP, as the Joint Statutory Auditors of the Company is coming to end in the 18<sup>th</sup> Annual General Meeting of the Company. Therefore, it was recommended by the Board of Directors to re-appoint them as the Joint Statutory Auditors of the Company for another term of 5 years (till the conclusion of 23<sup>rd</sup> Annual General Meeting of the Company). Accordingly, a resolution seeking approval from the members of the Company is included in the Notice of the ensuing Annual General Meeting.

- 14. Approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;** According to information and details provided, the Company, wherever applicable, has taken appropriate approval from Registrar of Companies or any other authority under the provisions of the act during the period under review.
- 15. acceptance/ renewal/ repayment of deposits;** As per detailed provided and evident from the auditor's report, the company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and hence any provisions of the said Section are not applicable to the Company.
- 16. borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable;** As per the information provided and details available in the Audited Financial Statements of the Company, the Company has taken Loan from Banks and Created, Modified and Satisfied the Charges wherever required on time.
- 17. loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act;** The Company being an Infrastructure Company, the provisions of Section 186 of the Act [except sub-section (1)] related to Loans and Guarantees are not applicable to the Company.

The details of Investments already made by the Company form part of the notes to the Financial Statements in the Annual Report and there were no other investments made by the Company, except Treasury Investments in Deposits, Mutual Funds, Commercial Papers etc.

**Maneesh Gupta**

Company Secretary  
18/15, Shakti Nagar, Delhi-110 007  
Ph: 9871208877

18. alteration of the provisions of the Memorandum and/ or Articles of Association of the Company; during the financial year 2023-2024, the Company has not Altered its Memorandum of Association but has altered its Articles of Association.

Place: New Delhi  
Date: September 05,, 2024

**MANEES** Digitally signed by  
MANEESH GUPTA  
**H GUPTA** Date: 2024.09.05  
13:27:23 +05'30'

UDIN: F004982F001142382

Maneesh Gupta

C.P. No.: 2945

Peer Review No.: 2314/2022

To,

Ministry of Corporate Affairs,  
A Wing, Shastri Bhawan,  
Rajendra Prasad Road,  
New Delhi - 110 001

Sub: Clarification with regards to filing of E- Form MGT-7- Annual Return for FY 2023 -2024.

Respected Sir/ Ma'am,

This is with reference to the E- Form MGT-7 of the Company to be filed with Ministry of Corporate Affairs (MCA). In this respect, we would like to clarify the following:

1. In point No. III 'Particulars of Holding, Subsidiary and Associate companies (Including Joint Ventures)', we have classified all the Joint Venture Companies as Associate Companies, as the definition of Associate Company in terms of Section 2(6) of the Companies Act, 2013 includes Joint Venture Company as well.

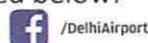
Further, GMR Airports Limited ("GAL"), the holding company of Delhi International Airport Limited ("DIAL"), holds 64% of the equity shares in DIAL as on March 31, 2024. However, post closure of the financial year 2023-24, the Hon'ble National Company Law Tribunal, Chandigarh Bench (Court-I) ("NCLT") vide its Order dated June 11, 2024, had approved the composite scheme of amalgamation and arrangement amongst GMR Airports Limited ("GAL" OR "Transferor Company-1") and GMR Infra Developers Limited ("GIDL" or "the Transferor company-2") with GMR Airports Infrastructure Limited ("GIL" or "Transferee Company") and their respective Shareholders and Creditors ("Scheme"), whereby the Transferor Companies -1 & 2 in a step approach have been amalgamated with the Transferee Company.

Consequently, GIL has become the holding company of DIAL and holds of 64 % of Equity Shares in DIAL, which was earlier holds by GAL. Further, w.e.f. September 11, 2024 name of GMR Airports Infrastructure Limited has been changed as GMR Airports Limited.

Since GAL was dissolved as part of the Merger process and at the time of filing Corporate Identification Number (CIN) of GAL in form MGT - 7 an error is encountered i.e. "The Status of the CIN entered is amalgamated. The form cannot be filled for this status.

Considering the above in form MGT – 7, we have mentioned GMR Airports Limited (formerly known as GMR Airports Infrastructure Limited) as the holding Company of DIAL holds 64% equity shares.

2. The Company has issued Foreign Currency Bonds. In point No. IV 'Share Capital, Debentures and Other Securities of the Company', sub point (V) 'Securities (other than shares and debentures)', we have mentioned the details in US\$ of such Foreign Currency Bonds issued. The INR details regarding the same, as appearing in the Standalone Financials of the Company as on March 31, 2024, is reproduced below:



(in INR)

Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value*	Paid up Value of each Unit	Total Paid up Value*
6.125% Senior Secured Notes Due 2026	2,613	-	43,47,71,03,152.73	-	43,47,71,03,152.73
6.45% Senior Secured Notes Due 2029	2,500	-	41,92,58,42,320.01	-	41,92,58,42,320.01
<b>Total</b>	<b>5,113</b>	<b>-</b>	<b>85,40,29,45,472.74</b>	<b>-</b>	<b>85,40,29,45,472.74</b>

\* Fx Conversion rate – INR 83.41/- as on March-31, 2024.

- In point No. VII ‘Number of Promoters, Members, Debenture Holders’, as on March 31, 2024 the Company has five series of Non-Convertible Debentures (NCDs) with ISIN: INE657H08019, INE657H08027, INE657H08035, INE657H08043 and INE657H07011, in case if any debenture holder holds NCDs in more than one ISIN, then in that case we have considered only one debenture holder for all ISIN.
- In point No. VIII ‘Details of Directors and Key Managerial Personnel’, sub point (A) “Composition of Board of Directors”, we included both Original Director and the Alternate Director in the Composition of Board of Directors. If we do not include the Alternate Director in the Composition of Board the Directors, his attendance in point IX – D attendance of directors automatically gets removed.
- In point No. VIII ‘Details of Directors and Key Managerial Personnel’, sub point (B)(i) Details of directors and Key of managerial personnel as on the closure of financial year, we have mentioned that 1 (One) share each is held by Mr. Srinivas Bommidala and Mr. Grandhi Kiran Kumar. This 1 share each is held by Mr. Srinivas Bommidala and Mr. Grandhi Kiran Kumar jointly with GMR Airports Limited. The Beneficial interest remains with GMR Airports Limited.
- In point No. VIII (B) (i) “Details of directors and Key of managerial personnel as on the closure of financial year”, the designation of Mr. Grandhi Mallikarjuna Rao is “Executive Chairman” and Mr. Indana Prabhakara Rao is “Executive Director”, however, since the form does not have any option of placing such designation, therefore, designation of Mr. Grandhi Mallikarjuna Rao is shown as a “Director” and Mr. Indana Prabhakara Rao is shown as a “Whole-time Director”.
- In point No. IX. (C) “Committee Meetings”, in the heading Number of meetings held, we have mentioned the number as 13. However, since not more than 10 fields are appearing, hence, we are unable to enter the details of more than 10 Committee Meetings in said section of the form. Accordingly, further to the committee meeting details as mentioned in the form, following are the details of the remaining 3 Committee Meetings held in the financial year in 2023-2024.

Delhi International Airport Limited  
(Formerly known as Delhi International Airport (P) Limited)

Registered Office:  
New Udaan Bhawan, Opp. Terminal 3  
Indira Gandhi International Airport  
New Delhi – 110 037  
CIN U63033DL2006PLC146936  
T +91 11 4719 7000 F +91 11 4719 7181  
W www.newdelhiairport.in  
E DIAL-CS@gmrgroup.in

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1.	Nomination and Remuneration Committee	August 14, 2023	8	4	50
2.	Nomination and Remuneration Committee	October 26, 2023	8	6	75
3.	Nomination and Remuneration Committee	March 27, 2024	8	7	87.5%

8. Further, in our case, Foreign Directors i.e. Ms. Denitza Weismantel and Mr. Regis Sebastien Lacote have Alternate Directors i.e. Mr. Matthias Engler and Mr. Pierre Etienne Mathely, respectively. Therefore, some of the Board/ Committee Meetings were attended by Original Director and some by Alternate Director. In this case, for the purpose of filling information in Point IX (B), (C) and (D), we have considered the entitlement of the Alternate Director limited to the Meetings in which Original Director was not present, based on the logic that alternate Director will be considered as entitled to attend the meeting only when the Original Director is not attending the meeting.
9. Board of Directors of the Delhi international Airport Limited (“Company”/ “DIAL”) passed a Board Resolution at its meeting held on January 31, 2024 and designated Mr. Abhishek Chawla, Company Secretary for furnishing and extend co-operation for providing, information to the Registrar of Companies or any other authorized officer with respect to beneficial interest in shares of the Company. (Copy of Board Resolution is enclosed).

Kindly take the above explanations on record and consider the same as part of the information in MGT – 7 in compliance with the provisions of Companies Act, 2013.

Thanking You,

For Delhi International Airport Limited



Abhishek Chawla  
Company Secretary & Compliance Officer  
Membership No. F8118  
Address –Ace Golfshire,  
Sector 150, Nojda, Uttar Pradesh - 201301



/DelhiAirport



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CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF DELHI INTERNATIONAL AIRPORT LIMITED AT THEIR 105<sup>th</sup> MEETING HELD AT 2:00 P.M (IST) ON WEDNESDAY, JANUARY 31, 2024.

TO CONSIDER AND DESIGNATE MR. ABHISHEK CHAWLA, COMPANY SECRETARY OF THE COMPANY FOR FURNISHING AND EXTENDING CO-OPERATION FOR PROVIDING, INFORMATION TO THE REGISTRAR OF COMPANIES OR ANY OTHER AUTHORIZED OFFICER WITH RESPECT TO BENEFICIAL INTEREST IN SHARES OF THE COMPANY

“RESOLVED THAT pursuant to the Rule 9(4) & (5) of Companies (Management and Administration) Rules, 2014 and other applicable provisions of the Companies Act, 2013, including any statutory modification(s) or re-enactment thereof, for the time being in force, if any, the consent of Board of Directors be and is hereby accorded to designate Mr. Abhishek Chawla, Company secretary of the Company for furnishing, and extending co-operation for providing, information to the Registrar of Companies or any other authorized officer with respect to beneficial interest in shares of the Company.”

CERTIFIED TRUE COPY

For and on behalf of  
Delhi International Airport Limited



Abhishek Chawla  
Company Secretary  
Membership No. F8118  
Address: Ace Golfshire, Sector 150,  
Noida, Uttar Pradesh – 201301



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/DelhiAirport