

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
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W www.newdelhiairport.in
E DIAL-CS@gmrgroup.in

Date: April 20, 2024

BSE Limited
1st Floor, New Trading Ring,
P.J. Towers, Dalal Street,
Mumbai - 400 001.

BSE Scrip Code: 974004, 974763, 975037, 975533
ISIN: INE657H08019, INE657H08027, INE657H08035, INE657H08043

Dear Sir/ Ma'am,

Subject: Submission of Corporate Governance Report for the quarter ended March 31, 2024 pursuant to the Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

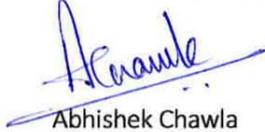
Please find enclosed herewith the Corporate Governance Report [CGR] of the Company for the quarter ended March 31, 2024 in terms of the provisions of Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Master Circular dated July 29, 2022 as amended from time to time, issued by Securities and Exchange Board of India with respect to format specifying disclosure of Corporate Governance by High Value Debt Listed Entities.

The Company has four series of NCDs with BSE Scrip Codes: 974004, 974763, 975037 and 975533. However, in the format of Corporate Governance report (CGR) only one Scrip Code (974004) is pre-filled. Hence, the four scrip codes are mentioned in the covering letter.

Submitted for your information and records please.

Thanking you,

For Delhi International Airport Limited



Abhishek Chawla
Company Secretary and Compliance Officer



Encl: As above



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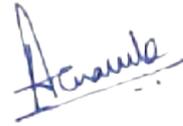
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General information about company

Scrip code	974004
NSE Symbol	Not listed
MSEI Symbol	Not listed
ISIN	INE657H08019
Name of the entity	Delhi International Airport Limited
Date of start of financial year	01-04-2023
Date of end of financial year	31-03-2024
Reporting Quarter	Quarterly
Date of Report	31-03-2024
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Any other

Enter the quarter ended date only

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Annexure I
Annexure I to be submitted by listed entity on quarterly basis
I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory		Add Notes																								
Whether the listed entity has a Regular Chairperson				Yes																						
Whether Chairperson is related to MD or CEO				Yes																						
Disqualification of Directors under section 166 of the Companies Act, 2013																										
Sr	Title (Mr / Ms)	Name of the Director	PAN	DOB	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? (Under Reg. 17(1A) of Listing Regulations)	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Under Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Under Regulation 17A(2)(b) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committees (including this listed entity) (Under Regulation 16(1) of Listing Regulations)	No of past of Chairperson in Audit/ Stakeholder Committees (including this listed entity) (Under Regulation 24(1) of Listing Regulations)	Reason for Cessation	Notes for not providing PAN	Notes for not providing DIN
Add		Delete																								
1	Mr	Gravathi Mahalingam Rao	AALP24266C	02/11/1953	Executive Director	Chairperson		02-11-1953	No				Active	NA		02-09-2006	02-09-2007		215.13	0	0	0				
2	Mr	S.B.S. Raju	AJAP251375D	02/01/1956	Executive Director	Not Applicable	MD	22-06-1974	No				Active	NA		06-06-2006	05-06-2015		215.13	0	0	0				
3	Mr	Krishnan Bommidi	AJAP262891L	02/01/1964	Director	Not Applicable		02-03-1963	No				Active	NA		06-06-2006	05-06-2015		215.13	0	0	1	0			
4	Mr	Gravathi Eswar Kumar	AALP252647D	02/01/1969	Non-Executive - Non Independent Director	Not Applicable		12-09-1975	No				Active	NA		06-06-2006	05-06-2015		215.13	0	0	1	0			
5	Ms	Indira Prabhakara Rao	AJCF266330	01/02/1939	Executive Director	Not Applicable		12-07-1959	No				Active	NA		01-04-2011	01-04-2021		72.00	0	0	4	0			
6	Ms	Rajni Laxmi	BJ19L2879X	02/11/1968	Non-Executive - Non Independent Director	Not Applicable		20-04-1972	No				Active	NA		24-01-2021			28.00	0	0	0	0			
7	Ms	Leela Narayana Rao	AJMR27023H	02/02/1932	Executive Director	Not Applicable		02-04-1955	No				Active	NA		17-04-2007	01-04-2022		203.15	0	0	2	0			
8	Ms	Rajani Jai	AJVV242814D	02/11/1930	Non-Executive - Non Independent Director	Not Applicable		18-12-1966	No				Active	NA		06-06-2019			17.24	0	0	1	0			
9	Ms	Rajni Nisha Anand	AJBN242814G	21/07/1992	Non-Executive - Independent Director	Not Applicable		22-07-1976	No				Active	NA		06-06-2022			18.22	1	1	4	1			
10	Ms	Farooq Sheikh Bas	AJBN242814G	21/07/1992	Non-Executive - Independent Director	Not Applicable		31-12-1960	No				Active	NA		05-09-2021			30.12	1	1	4	1			
11	Ms	Nisha Bin Anandachari	AJBN242814G	21/07/1992	Non-Executive - Independent Director	Not Applicable		11-04-1960	No				Active	NA		05-09-2021			30.12	1	1	4	1			
12	Ms	Manojkumar Ramachandran	AJAP272272H	21/11/1958	Non-Executive - Independent Director	Not Applicable		12-06-1950	No				Active	NA		11-10-2016	11-10-2021		23.14	0	0	10	0			
13	Ms	Neelima Vinayachandran (Former Director)	2222222222	22/06/1936	Non-Executive - Non Independent Director	Not Applicable		18-12-1974	No				Active	NA		28-04-2014			13.04	0	0	2	2		1	
14	Ms	Neelima Vinayachandran (Former Director)	2222222222	22/06/1936	Non-Executive - Non Independent Director	Not Applicable		18-06-1973	No				Active	NA		28-10-2021			13.02	0	0	2	2			
15	Ms	Neelima Vinayachandran (Former Director)	2222222222	22/06/1936	Non-Executive - Non Independent Director	Not Applicable		25-11-1987	No				Active	NA		08-11-2021			14.14	0	0	2	2			
16	Ms	Neelima Vinayachandran (Former Director)	2222222222	22/06/1936	Non-Executive - Non Independent Director	Not Applicable		28-11-1985	No				Active	NA		08-10-2021			4.00	0	0	1	1			
17	Ms	Neelima Vinayachandran (Former Director)	2222222222	22/06/1936	Non-Executive - Non Independent Director	Not Applicable		11-08-1970	No				Active	NA		06-10-2017	28-08-2020		137.16	0	0	2	0			2
18	Ms	Neelima Vinayachandran (Former Director)	2222222222	22/06/1936	Non-Executive - Non Independent Director	Not Applicable		11-05-1988	No				Active	NA		28-10-2021			5.02	0	0	1	1			1



Annexure 1

II. Composition of Committees

Disclosure of notes on composition of committees explanatory

Add Notes

For this quarter kindly note the following points:
 1. Date of Appointment and Date of Cessation (if applicable) must be mandatorily filled for every Committee.
 2. Date of Appointment can be any day upto September 30, 2022.
 3. Date of Cessation must be for the current quarter only, i.e. July 1,2022 to September 30,2022

Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be pre-filled automatically

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00082313	Subba Rao Amarthaluru	Non-Executive - Independent Director	Chairperson	12-10-2021		
2	03482239	Indana Prabhakara Rao	Executive Director	Member	24-05-2021		
3	05184747	Emandi Sankara Rao	Non-Executive - Independent Director	Member	12-10-2021		
4	01573258	Mundayat Ramachandran	Non-Executive - Independent Director	Member	13-10-2016		
5	07466436	Denitza Weissmantel	Non-Executive - Non Independent Director	Member	28-04-2016		
6	10419629	Pankaj Malhotra	Non-Executive - Non Independent Director	Member	29-12-2023		
7	01976832	Bijal Tushar Ajinkya	Non-Executive - Independent Director	Member	19-09-2022		
8							
9							
10							

Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be pre-filled automatically

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	01573258	Mundayat Ramachandran	Non-Executive - Independent Director	Chairperson	13-10-2016		
2	00061669	Grandhi Kiran Kumar	Non-Executive - Non Independent Director	Member	24-05-2021		
3	00082313	Subba Rao Amarthaluru	Non-Executive - Independent Director	Member	12-10-2021		
4	05184747	Emandi Sankara Rao	Non-Executive - Independent Director	Member	12-10-2021		
5	08453990	Rubina Ali	Non-Executive - Non Independent Director	Member	06-06-2019		
6	09135168	Regis Lacote	Non-Executive - Non Independent Director	Member	24-05-2021		
7	07466436	Denitza Weissmantel	Non-Executive - Non Independent Director	Member	28-04-2016		
8	01976832	Bijal Tushar Ajinkya	Non-Executive - Independent Director	Member	19-09-2022		
9							
10							

Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be pre-filled automatically

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00061669	Grandhi Kiran Kumar	Non-Executive - Non Independent Director	Chairperson	04-12-2007		
2	07466436	Denitza Weissmantel	Non-Executive - Non Independent Director	Member	28-04-2016		
3	00082313	Subba Rao Amarthaluru	Non-Executive - Independent Director	Member	29-07-2022		
4	00016262	Kada Narayana Rao	Executive Director	Member	04-12-2007		
5	00061686	G.B.S. Raju	Executive Director	Member	08-02-2018		
6	10303016	Srinivas Hanumankar	Non-Executive - Non Independent Director	Member	01-10-2023		
7							
8							
9							
10							

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00061686	G.B.S. Raju	Executive Director	Chairperson	29-07-2022		
2	07466436	Denitza Weissmantel	Non-Executive - Non Independent Director	Member	29-07-2022		
3	03482239	Indana Prabhakara Rao	Executive Director	Member	29-07-2022		
4	00082313	Subba Rao Amarthaluru	Non-Executive - Independent Director	Member	29-07-2022		
5	03097753	Vidheh Kumar Jaipurkar	CEO	Member	29-07-2022		
6							
7							
8							
9							
10							

Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be pre-filled automatically

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	05184747	Emandi Sankara Rao	Non-Executive - Independent Director	Chairperson	12-10-2021		
2	00016262	Kada Narayana Rao	Executive Director	Member	07-05-2014		
3	03482239	Indana Prabhakara Rao	Executive Director	Member	24-05-2021		
4							
5							
6							
7							
8							
9							
10							

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks
1						
2						
3						
4						
5						
6						
7						
8						
9						
10						

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Annexure 1

III. Meeting of Board of Directors

Disclosure of notes on meeting of board of directors explanatory

[Add Notes](#)

Sr	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
	Add Delete						
1	30-10-2023			Yes	16	14	4
2	31-01-2024	92		Yes	16	16	4
3	27-03-2024	55		Yes	16	11	4

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* to be filled in only for the current quarter meetings



Annexure 1										
IV. Meeting of Committees										
Disclosure of notes on meeting of committees explanatory						Add Notes				
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
Add		Delete								
1	Audit Committee	26-10-2023				Yes	7	7	4	0
2	Nomination and remuneration committee	26-10-2023				Yes	8	6	4	0
3	Corporate Social Responsibility Committee	26-10-2023				Yes	3	3	1	0
4	Audit Committee	30-01-2024	95			Yes	7	7	4	0
5	Stakeholders Relationship Committee	30-01-2024				Yes	6	3	1	0
6	Risk Management Committee	30-01-2024				Yes	5	3	1	1
7	Audit Committee	27-03-2024	56			Yes	7	7	4	0
8	Nomination and remuneration committee	27-03-2024				Yes	8	7	4	0

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* to be filled in only for the current quarter meetings

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Details of Cyber security incidence	
Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter	No
Other details of cyber security incidence or breaches or loss of data event	Add Notes
Number of cyber security incidence or breaches or loss of data event occurred during the quarter	
Sr.	Date of the event
	Brief details of the event

A. K. Singh



Annexure 1			
V. Related Party Transactions			
Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	
Disclosure of notes on related party transactions			Add Notes
Disclosure of notes of material transaction with related party			Add Notes

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Annexure 1

VI. Affirmations

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities)	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes
9	Any comments/observations/advice of Board of Directors may be mentioned here:	Add Notes

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Annexure 1

Sr	Subject	Compliance status
1	Name of signatory	Abhishek Chawla
2	Designation	Company Secretary and Compliance Officer



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Signatory Details

Name of signatory	Abhishek Chawla
Designation of person	Company Secretary and Compliance Officer
Place	New Delhi
Date	20-04-2024

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Notes to Corporate Governance Report for the quarter ended March 31, 2024

The Company has three series of NCDs with BSE Scrip Codes: 974004, 974763, 975037 and 975533. However, in the format of Corporate Governance report (CGR) only one Scrip Code (974004) is pre-filled. Hence, the four scrip codes are mentioned in the covering letter.

Annexure-1: (I). Composition of Board of Directors, and (II). Composition of Committees

1. As per the explanation given under Regulation 17A of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), only the directorship in equity listed entities has been considered for the purpose counting the number of directorship. Accordingly, Delhi International Airport Limited (Reporting Company), which is a High Value Debt Listed entity (Not an Equity Listed Company) is NOT considered for calculating the number of directorships for all the directors.
2. In terms of Regulation 16 of Listing Regulations all the Non-Executive Directors of the Company have been treated as Independent Directors. Accordingly the following have been categorised as Independent Directors:
 - i. Mr. Grandhi Kiran Kumar.
 - ii. Mr. Srinivas Bommidala.
 - iii. Mr. Srinivas Hanumankar.
 - iv. Ms. Rubina Ali.
 - v. Mr. Pankaj Malhotra.
 - vi. Mr. Regis Lacote.
 - vii. Mr. Fabien Alain Camille Lawson.
 - viii. Ms. Denitza Weismantel.
 - ix. Mr. Matthias Engler (Alternate Director to Ms. Denitza Weismantel).
 - x. Mr. Pierre Etienne Mathely (Alternate Director to Mr. Regis Lacote).
3. The total number of Directors of the Company is 16 as on March 31, 2024. However, Mr. Matthias Engler is appointed as an Alternate Director to Ms. Denitza Weismantel and Mr. Pierre Etienne Mathely is appointed as an Alternate Director to Mr. Regis Lacote, their name has also been included in the list of the Directors of the Company.
4. Private Limited Companies which are subsidiaries of Public Limited Companies are also included in the list of number of Audit / Stakeholder committee, since they are also categorized as public company as per the provisions of Companies Act, 2013. Further, Public Companies which are High Value Debt Listed entities are also included, on account of being Public Limited Companies and not High Value Debt Listed Entities.
5. While calculating the number of Memberships in Audit/ Stakeholder Committee(s) for Alternate Director, we have considered it as it is held by Original Director.
6. Since, the Foreign Directors is not having PAN, hence we have mentioned in the PAN column dummy PAN as ZZZZZ9999Z.



Annexure-1: (III). Meeting of Board of Directors, and (IV). Meeting of Committees:

1. In the Column of "Number of Directors Present", the presence of Alternate Director is included in case the Original Director has not attended the Meeting.
2. While calculating "No. of Independent Directors attending the meeting", we have not considered all Non-Executive Directors, however we have only considered Independent Directors who are meeting the independence criteria as per the provisions of the Companies Act, 2013.
3. While calculating the number of Memberships in Audit/ Stakeholders Relationship Committee(s) for Alternate Director, we have considered it as it is held by Original Director.

Annexure-1: (VI). Affirmations

The Corporate Governance report for the quarter ended December 31, 2023 was placed before the Board of Directors of the Company in its meeting held on January 31, 2024. This Corporate Governance Report for the quarter ended March 31, 2024 will be placed in the next Board meeting.



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