



DELHI DUTY FREE SERVICES PRIVATE LIMITED

**REGISTERED OFFICE: BUILDING NO. 301, GROUND FLOOR, OPPOSITE TERMINAL-3,
INDIRA GANDHI INTERNATIONAL AIRPORT, NEW DELHI-110037.
Tel. No.: 011-49342900, email: parveen.gupta@delhidutyfree.co.in
website: www.delhidutyfree.co.in
CIN: U52599DL2009PTC191963**

NOTICE OF 14TH ANNUAL GENERAL MEETING TO THE MEMBERS

Shorter Notice is hereby given that the fourteenth (14th) Annual General Meeting ("AGM") of the Members of Delhi Duty Free Services Private Limited will be held on Wednesday the 23rd day of August 2023 at 3:00 p.m. through Video Conferencing ("VC") for the transaction of the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2023 and the Report of the Board of Directors and Auditors thereon and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

RESOLVED THAT the audited financial statements of the Company for the financial year ended March 31, 2023 and the report of Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.

2. To appoint Mr. Grandhi Buchisanyasi Raju (DIN:00061686), who retires by rotation as a Director and being eligible, offer himself for re-appointment and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

RESOLVED THAT in accordance with the provisions of section 152 and other applicable provisions of the Companies Act, 2013, Mr. G.B.S. Raju (DIN:00061686), who retires by rotation at this meeting and being eligible, offers himself for reappointment, be and is hereby appointed as a Director of the Company.

3. To appoint Mr. Raymond Hernan (DIN: 09030843), who retires by rotation as a Director and being eligible, offer himself for re-appointment and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

RESOLVED THAT in accordance with the provisions of section 152 and other applicable provisions of the Companies Act, 2013, Mr. Raymond Hernan (DIN: 09030843), who retires by rotation at this meeting and being eligible, offers

himself for reappointment, be and is hereby appointed as a Director of the Company.

By Order of the Board
For Delhi Duty Free Services Pvt. Ltd.



(Parveen Gupta)
Company Secretary
A-16813

Place: New Delhi
Date: August 16, 2023

Registered Office:

Delhi Duty Free Services Private Limited
Building No. 301, Ground Floor, Opposite Terminal-3,
Indira Gandhi International Airport,
New Delhi-110037, India.

NOTES:

1. The Ministry of Corporate Affairs ("MCA") inter-alia vide its General Circular Nos. 14/ 2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 followed by General Circular Nos. 20/2020 dated May 5, 2020 and subsequent circulars issued in this regard, the latest being 10/2022 dated December 28, 2022 (collectively referred to as "MCA Circulars") has permitted the holding of the annual general meeting through Video Conferencing ("VC") or through other audio-visual means ("OAVM"), without the physical presence of the Members at a common venue.
2. In terms of MCA Circulars referred above and provisions of Companies Act, 2013, the fourteenth AGM of the Company is being conducted through VC.
3. As the fourteenth AGM is being held through VC the venue of the AGM shall be the Registered Office of the Company i.e. Building No. 301, Ground Floor, Opposite Terminal 3, Indira Gandhi International Airport, New Delhi-110037 for all purposes.
4. Since the AGM will be held through VC, the route map of the venue of the AGM is not annexed hereto.
5. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Since this AGM is being held through VC pursuant to the MCA Circulars, physical attendance of the Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for AGM and hence the Proxy Form and Attendance Slip are not annexed hereto.

6. The notice of the AGM along with the financial statements (including Board's report, Auditor's report or other documents required to be attached therewith) are being sent only by electronic mode to those Members whose e-mail addresses are registered with the Company in accordance with MCA Circulars above referred. Members may please note that this Notice will also be available on the Company's website at <http://www.delhidutyfree.co.in>.
7. Any query relating to the financial statements must be sent to the Company's Registered Office at least seven (7) days before the date of the AGM.
8. Members attending the fourteenth AGM of the Company through VC will be counted for the purposes of reckoning the quorum under section 103 of the Companies Act, 2013 as per the MCA Circulars above mentioned.
9. The facility for joining the AGM through VC will be kept open at least 15 minutes before the time scheduled for the AGM and will not be closed till the expiry of 15 minutes after such scheduled time. The link, log in credentials and process to access and join the AGM through VC will be provided through email to all the Members.
10. The Corporate members are requested to send a duly certified copy of the Board resolution/power of attorney/authority letter etc. authorizing their representative to attend and vote on their behalf in the AGM, pursuant to section 113 of the Companies Act, 2013.
11. Since there are only three Members, voting can be conducted through show of hands. In case poll is demanded the members shall cast their votes on the resolution(s) only by sending mails through their email addresses registered with the Company. The said emails shall only be to the Company Secretary of the Company at parveen.gupta@delhidutyfree.co.in
12. The Registers of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which the directors are interested under section 189 of the Companies Act, 2013 and all other documents referred to in the notice are open for inspection at the registered office of the Company on any working days during business hours and at the AGM as well. Member seeking to inspect such registers and documents electronically, may send an email to the Company Secretary of the Company at parveen.gupta@delhidutyfree.co.in.
13. The Members are requested to intimate immediately about any change in their address at the registered office of the Company.
14. For any assistance with respect to convening of meeting through VC, you may contact the Company Secretary of the Company at email ID: parveen.gupta@delhidutyfree.co.in and contact no. 011 49342930 or +91 8800194534.
15. The members are requested to follow the following instruction(s) to participate in the AGM through VC:

- (a) The login id and password for joining the AGM through VC will be sent through email.
- (b) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (c) Members can participate in the AGM through smart phone, laptop, ipad.
- (d) Members will be required to allow the camera and use internet with a good speed to avoid any disturbance during the meeting.

Item No. 2

As stipulated under Secretarial Standard-2, brief profile of Mr. G.B.S. Raju, including names of companies in which he holds directorships and memberships / chairmanships of Board Committees, is provided below:

Director Identification Number	00061686
Designation	Non-Executive (Non-Independent) Director and Chairman of the Board
Age	49 years
Qualifications	Commerce Graduate
Experience	Mr. G.B.S. Raju joined the family business, the GMR Group in 1996 at the age of 22 and was the Business Chairman of Energy Sector for over six years. He took over as Chairman-Airports, GMR Group from 1 st April, 2018. During his stint in the Energy Sector, multiple power generation plants including transmission projects were implemented at various development phases, with an aggregate capacity of about 7500 MW. Mr. Raju has held multiple positions in key areas of business such as energy, airports and highways that are vital for India to fulfil its tremendous potential and economic development.
Terms and Conditions of appointment	Re-appointment as Non-Executive Director (Non-Independent) Director under section 152(6) of the Companies Act, 2013
Details of remuneration	NIL
Date of first appointment	July 5, 2018
Shareholding in the Company	NIL
Relationship with other Director/Manager and other KMP	None
Number of Meetings of the Board attended during the year	2 (Two)
Directorship of other Board	<ul style="list-style-type: none">- GMR Airports Infrastructure Limited- GMR Varalakshmi Foundation- Delhi International Airport Limited- GBS Holdings Private Limited- GMR Goa International Airport Limited- GMR Enterprises Private Limited- GMR Air Cargo and Aerospace Engineering Limited- GMR Airports Limited- GMR Hyderabad International Airport Limited- GMR Airport Developers Limited- GMR Visakhapatnam International Airport Limited
Membership/Chairmanship of Committees of other Board	<u>Stakeholder Relationship Committee</u> <ul style="list-style-type: none">- Delhi International Airport Limited <u>Audit Committee</u> <ul style="list-style-type: none">- GMR Varalakshmi Foundation

	<u>Nomination and Remuneration Committee</u> - GMR Airports Limited <u>Debenture Allotment Committee</u> - GMR Airports Infrastructure Limited <u>Management Committee</u> - GMR Airports Infrastructure Limited - GMR Enterprises Private Limited <u>Share Allotment & Transfer Committee</u> - GMR Visakhapatnam International Airport Limited <u>Risk Management and Environment, Social & Governance Committee</u> - Delhi International Airport Limited - GMR Hyderabad International Airport Limited
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Item No. 3

As stipulated under Secretarial Standard-2, brief profile of Mr. Raymond Hernan, including names of companies in which he holds directorships and memberships/chairmanships of Board Committees, is provided below:

Director Identification Number	09030843
Designation	Non-Executive (Non-Independent) Director
Age	58
Qualifications	Chartered Accountant
Experience	Mr. Raymond Hernan joined ARI as CEO in August 2018. Prior to joining ARI, Mr. Hernan has held various senior executive roles in public and private companies mainly in the aviation and retail sectors. He worked as Director of Finance for Ryanair for 10 years during a period of exponential growth for the airline. In 2006 Mr. Hernan joined the Irish luxury department store chain Brown Thomas and subsequently worked in London for its parent company Selfridges. Mr. Hernan returned to Dublin to take up the role of CEO of Arnotts, Ireland's largest departmental store, where he successfully repositioned the business as a modern and customer focused business.
Terms and Conditions of appointment	Re-appointment as Non-Executive Director (Non-Independent) Director under section 152(6) of the Companies Act, 2013
Details of remuneration	NIL
Date of first appointment	March 24, 2021
Shareholding in the Company	NIL
Relationship with other Director/Manager and other KMP	None
Number of Meetings of the Board attended during the year	4 (Four)

Directorship of other Board	<ul style="list-style-type: none">- Aer Rianta International Cpt- Cyprus Airports (F&B) Limited- CTC-ARI Airports Limited- CTC- ARI Holdings Limited- Apolmart Limited- Aer Rianta International Middle East WLL- Caribbean ARI Inc- Wolcom Stores Limited
Membership/Chairmanship of Committees of other Board	NIL

By Order of the Board
For Delhi Duty Free Services Pvt. Ltd.



(Parveen Gupta)
Company Secretary
(A-16813)

Place: New Delhi
Date: August 16, 2023

Registered Office:

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Building No. 301, Ground Floor,
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