

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 EXTRA ORDINARY GENERAL MEETING TO THE MEMBERS

Shorter Notice is hereby given that the Extra Ordinary General Meeting ("EGM") of the Members of Delhi Duty Free Services Private Limited will be held on Tuesday the 14th day of February 2023 at 5:00 p.m. through Video Conferencing ("VC") for the transaction of the following businesses:

SPECIAL BUSINESS:

1. To re-appoint Mr. Pawan Kumar Malhotra (DIN: 01554806), as an Independent Director of the Company for second term of five (5) consecutive years.

To re-appoint Mr. Pawan Kumar Malhotra as an Independent Director of the Company 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 149, 152 and all other applicable provisions of the Companies Act, 2013 ("the Act") read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014 [including any statutory modification(s), clarifications, exemptions or re-enactments thereof for the time being in force], provisions of the Second Amended & Restated Shareholders Agreement and the Articles of Association of the Company, Mr. Pawan Kumar Malhotra (DIN 01554806), who was appointed as an Independent Director of the Company w.e.f. January 24, 2018 for a first term of period of five (5) consecutive years upto January 23, 2023, and who has submitted a declaration that he meets the criteria for independence as provided under the Act and who is eligible for re-appointment for a second term under the provisions of the Act and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, as per the recommendations of the Board of Directors of the Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five (5) consecutive years with effect from January 24, 2023 upto January 23, 2028.

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



(Parveen Gupta)
Company Secretary
A-16813

Place: New Delhi

Date: February 14, 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. Considering the ongoing COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") has, vide its Circular No. 03/2022 dated May 05, 2022 read together with General Circular Nos. 02/2021 dated January 13, 2021; 20/2020 dated May 05, 2020; 17/2020 dated April 13, 2020 and 14/2020 dated April 08, 2020 (collectively referred to as "MCA Circulars") permitted the companies for conducting the Extra Ordinary General Meeting ("EGM") through Video Conferencing ("VC") without physical presence of Members at a common venue.
2. In terms of MCA Circulars referred above and provisions of Companies Act, 2013, the EGM of the Company is being conducted through VC.
3. As the EGM is being held through VC the venue of the EGM 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 EGM will be held through VC, the route map of the venue of the EGM is not annexed hereto.
5. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the special business to be transacted at the EGM is annexed hereto. Also, the additional information required to be provided as per the Secretarial Standard on General Meeting prescribed by the Institute of Company Secretaries of India, regarding the Directors who are proposed to be appointed/re-appointed are annexed hereto.
6. 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 EGM 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 EGM and hence the Proxy Form and Attendance Slip are not annexed hereto.
7. The notice of the EGM is 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>.
8. Members attending the EGM 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 EGM through VC will be kept open at least 15 minutes before the time scheduled for the EGM 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 EGM 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 EGM, 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 and explanatory statement are open for inspection at the registered office of the Company on any working days during business hours and at the EGM 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 EGM through VC:
 - (a) The login id and password for joining the EGM 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 EGM 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.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

Item No. 1:

The Board of Directors of the Company upon recommendation of the Nomination and Remuneration Committee, pursuant to the provisions of section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ("Act"), the Companies (Appointment and Qualification of Directors) Rules, 2014 [including any statutory amendment(s), modification(s) or re-enactment thereof for the time being in force] and the Shareholders Agreement and the Articles of Association of the Company, appointed Mr. Pawan Kumar Malhotra (DIN 01554806) as an Independent Director on the Board of the Company w.e.f. January 24, 2018 for a term of five (5) consecutive years upto January 23, 2023, not liable to retire by rotation.

Pursuant to the provision of section 149 of the Act, an Independent Director shall hold office for a term upto five (5) consecutive years on the Board of a company, but shall be eligible for re-appointment on passing of a special resolution by the company. Further, no Independent Director shall hold office for more than two consecutive terms.

The Nomination and Remuneration Committee of the Company at its meeting held on January 06, 2023, on the basis of the report of performance evaluation, has recommended to the Board re-appointment of Mr. Malhotra as an Independent Director of the Company for a second term of five (5) consecutive years.

Given the background, enriched experience and contributions made by Mr. Malhotra during his tenure to the Company, the Board, has proposed to the Members to re-appoint Mr. Malhotra as an Independent Director of the Company to hold office for a second term of five (5) consecutive years with effect from January 24, 2023 upto January 23, 2028.

The Company has received a notice in writing from a Member under the provisions of section 160 of the Act proposing the candidature of Mr. Malhotra for the office of Independent Director.

The Company has also received from Mr. Malhotra (i) his 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 Act and (iii) a declaration to the effect that he meets the criteria of independence as provided in section 149(7) of the Act.

According to section 152 of the Act read with Schedule IV to the Act, in the opinion of the Board, the proposed re-appointment of Mr. Malhotra as an Independent Director of the Company, fulfils the conditions specified in the Act and the Rules made thereunder and that the proposed re-appointment of Mr. Malhotra is independent of the management of the Company.

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

Age	74
Qualifications	MBA from FMS, Delhi

Experience	Mr. Malhotra is the Founder and CEO of Thinking Partner an organization which focuses on coaching and mentoring. He is an accomplished Business Performance Coach, Life Coach and Mentor to top and mid-management level professionals across industry, financial advisory, financial advisory firms, family businesses, entrepreneurs and students in India and Georgia. He has over 40 years of work experience as CEO across diverse sectors and geographies covering FMCG, Real Estate and premium retail. His last assignment was Head of Change Management for the Mahindra & Mahindra Group after being MD of Mahindra Life Spaces Developers Ltd. Earlier he has worked with Unilever, PepsiCo., Al Futtaim group in Dubai, Dairy and Rice Business and Advisor to the Minister in Oman and Diverse roles.
Terms and Conditions of appointment	Non-Executive Director (Independent)
Details of remuneration	NIL
Date of first appointment	January 24, 2018
Shareholding in the Company	NIL
Relationship with other Director/Manager and other KMP	None
Number of Board meetings attended so far during FY 2022-23	Held: 3 Attended: 3
Directorship of other Board	- Larimar Exim Private Limited - Niktan Foods LLP
Membership/Chairmanship of Committees of other Board	-

Save and except Mr. Malhotra and his relatives, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the Notice. The Board recommends the Special Resolution set out at Item No. 1 of the Notice for approval by the Members.

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


(Parveen Gupta)
Company Secretary
(A-16813)

Place: New Delhi
Date: February 14, 2023

Registered Office:

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