



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 11TH ANNUAL GENERAL MEETING TO THE MEMBERS

Shorter Notice is hereby given that the Eleventh Annual General Meeting ("AGM") of the Members of Delhi Duty Free Services Private Limited will be held on Friday the 18th day of September 2020 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, 2020 and the Report of the Board of Directors and Auditors thereon.
2. To confirm the payment of Interim Dividend already paid during the Financial Year 2019-20.
3. To consider the appointment of a Director in place of Mr. Buchisanyasi Raju Grandhi (DIN:00061686), who retires by rotation and being eligible, offers himself for re-appointment.
4. To consider the appointment of a Director in place of Mr. Anthony Blaize Kenny (DIN: 06685396), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

5. Appointment of Mr. Nuno Filipe Martins Do Amaral (DIN: 07242262) as a Director of the Company.

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

RESOLVED THAT pursuant to the provisions of Section 152 and all other applicable provisions of the Companies Act, 2013 (the 'Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Nuno Filipe Martins Do Amaral (DIN 07242262), who was appointed as an Additional

Director of the Company w.e.f. February 28, 2020, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company 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, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

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

(Parveen Gupta)
Company Secretary
A-16813

Registered Office:

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

Place: New Delhi

Date: 1st September, 2020

NOTES:

1. In view of the outbreak of the COVID-19 pandemic, social distancing norm to be followed, the Ministry of Corporate Affairs ("MCA") has permitted the companies to conduct their Annual General Meeting ("AGM") through Video Conferencing ("VC") and dispensed with the requirement of physical presence of the Members at the AGM. Accordingly, the MCA has issued General Circular Nos. 14/2020 dated April 8, 2020; 17/2020 dated April 13, 2020 and 20/2020 dated May 5, 2020 ("MCA Circulars") which prescribes the manner and procedures of conducting the AGM through VC.
2. In terms of MCA Circulars referred above, the 11th AGM of the Company is being conducted through VC, which does not mandatorily require physical presence of Members at a common venue.
3. 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>.
4. 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.
5. Members attending the 11th 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.
6. As the 11th 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.
7. 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.
8. The Corporate members are requested to send a duly certified copy of the Board resolution authorizing their representative to attend and vote on their behalf in the AGM, pursuant to section 113 of the Companies Act, 2013.
9. 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

10. The Register of Members will remain closed from Wednesday, September 16, 2020 to Friday, September 18, 2020 (both days inclusive).
11. An Explanatory Statement pursuant to section 102 of the Companies Act, 2013 in respect of the special business to be transacted at the 11th AGM is annexed hereto.
12. The Members of the Company had approved the appointment of M/s Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration Number 117366W/W-100018) as the Statutory Auditors at the 8th AGM of the Company which is valid till 13th AGM of the Company. In accordance with the Companies Amendment Act, 2017 enforced on May 07, 2018 by MCA, the appointment of Statutory Auditors is not required to be ratified at every AGM.
13. 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 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.
14. The Members are requested to intimate immediately about any change in their address at the registered office of the Company.
15. 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.
16. The members are requested to follow the following instruction 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. 3

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

Age	46 years
Qualifications	Commerce Graduate
Experience	<p>Mr. G.B.S. Raju has taken over as the Chairman-Airports, GMR Group from 1st April, 2018.</p> <p>He joined the family business, the GMR Group in 1996 at the age of 22 and was the Business Chairman of the Energy Sector for over the last six years. 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. The sector has diversified portfolio of coal, gas, hydro, solar and wind based power projects. Mr. Raju had 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. He has been instrumental in establishing GMR as a key infrastructure player with footprints in Indian and international markets.</p> <p>He is also one of the Group Directors of GMR Infrastructure Ltd., GMR Varalakshmi Foundation, the CSR arm of the Group and members of the Group Holding Board, the apex decision making body of the Group. His proactive personalized approach to the business combined with competitive spirit has helped towards the growth of the Group and its various businesses.</p> <p>Initially he played a crucial role in shaping the overall strategy and positioning of the organization. He then took on the development and implementation of various projects of the Group. He pioneered the development of Power projects by setting up India's first and the World's largest floating barge mounted power plant-GMR Energy Ltd. He effectively steered the Group's foray into the roads business by revolutionising the road development projects. He, as Group CFO, also successfully led Group through GMR Infrastructure's maiden IPO in 2006 and certain largest QIPs & Private Equity in the years 2007, 2010 and 2011 amounting to approx. USD 3 billion in the Energy and Airports sectors of the Group.</p> <p>With his far sightedness and entrepreneurial skills, Mr. Raju was a key player in leading GMR's foray into the airport sector and in developing the Hyderabad, Delhi and Istanbul Airports and in winning the Cebu Airport and recently the Mopa Greenfield Airport in Goa. The Group was guided by his strategic vision in developing international business and building projects like Sabiha Gokcen International Airport, Istanbul and power project in Jurong Island, Singapore.</p>

Terms and Conditions of appointment	Non-Executive Director
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	GMR Infrastructure Limited GMR Air Cargo And Aerospace Engineering Limited GMR Hyderabad International Airport Limited GMR Airport Developers Limited GMR Goa International Airport Limited Delhi International Airport Limited GMR Nagpur International Airport Limited GMR Airports Limited GMR Holdings Private Limited GMR Enterprises Private Limited GMR Visakhapatnam International Airport Limited GBS Holdings Private Limited GMR Varalakshmi Foundation Varalakshmi Enterprises LLP Sukreeda Sports And Entertainment LLP
Membership/Chairmanship of Committees of other Board	GMR Infrastructure Limited- (a) Member of Stakeholders' Relationship Committee (b) Member of Debenture Allotment Committee (c) Member of Management Committee (d) Member of Corporate Social Responsibility Committee (e) Member of Securities Allotment Committee Delhi International Airport Limited- Member of Share Allotment, Transfer and Grievance Committee.

Item No. 4

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

Age	49 years
Qualifications	Bachelor of Business Studies, Master of Accounting
Experience	Mr. Anthony Blaize Kenny is currently Deputy Chief Executive and Chief Commercial Officer of Aer Rianta International cpt ("ARI"). Mr. Kenny joined ARI in December 2012, having previously worked in ARI's parent company, Dublin Airport Authority plc. ("DAA") for 4 years as Head of Commercial Business Development and before that as Head of Commercial & Retail Finance.

	Prior to joining DDA, Mr. Anthony held senior management roles in Hagemeyer Ireland and Irish Continental Group plc.
Terms and Conditions of appointment	Non-Executive Director
Details of remuneration	NIL
Date of first appointment	August 1, 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	4 (Four)
Directorship of other Board	Aer Rianta International cpt. Oileus Holdings Limited Cardrose Limited Yalorvin Limited Aer Rianta International Netherlands BV Aer Rianta International (North America) Inc ARI Hong Kong Ltd. ARI Information Consulting (Shenzhen) Company Ltd. Daneway Holdings Ltd. CTC-ARI Holdings Ltd. CTC-ARI Airports Ltd. Wolcom Stores Ltd. Apolmart Ltd. ARI Auckland Ltd. Aer Rianta International Inc. ARI US LLC ARI CSL LLC Caribbean ARI Inc.
Membership/Chairmanship of Committees of other Board	NIL

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

Item No. 5:

The Board of Directors of the Company, pursuant to the provisions of section 161(1) of the Act and the Articles of Association of the Company, appointed Mr. Nuno Filipe Martins Do Amaral (DIN 07242262) as an Additional Director on the Board of the Company w.e.f. February 28, 2020. He holds the office as an Additional Director up to the date of this Annual General Meeting. The Company has received a notice in writing from a member proposing the candidature of Mr. Nuno Amaral to be appointed as Director of the Company.

Mr. Nuno Amaral is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

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

Age	49
Qualifications	B.Sc. in Business Studies, MBA
Experience	Mr. Nuno Amaral is the Chief Operations Officer of Aer Rianta International ("ARI"), overseeing Duty-Free operations in airports across four continents. He was previously Chief Executive Officer of ARI in the Middle East with direct responsibility for all the Middle East territories. Mr. Nuno was also a Director of the Company from September 2015 till January 2018. Before joining ARI, Mr. Nuno held several senior management jobs with other travel retailer operators and FMCG companies.
Terms and Conditions of appointment	Non-Executive Director
Details of remuneration	NIL
Date of first appointment	February 28, 2020
Shareholding in the Company	NIL
Relationship with other Director/Manager and other KMP	None
Number of meetings attended from the date of appointment and till the date of notice of this AGM	2 (Two)
Directorship of other Board	Aer Rianta International (Middle East) WLL CTC-ARI Airports Limited Montenegro Duty Free, d.o.o. Aer Rianta International (North America) Inc. Caribbean ARI, Inc ARI Auckland Limited
Membership/Chairmanship of Committees of other Board	NIL

Save and except Mr. Nuno Amaral and his relatives, none of the other Directors/Key Managerial Personnel of the Company/their relatives is, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice. The Board recommends the Ordinary Resolution set out at Item No. 5 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)

Registered Office:

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

Place: New Delhi

Date: 1st September, 2020

ROUTE MAP

