



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 13TH ANNUAL GENERAL MEETING TO THE MEMBERS

Notice is hereby given that the thirteenth Annual General Meeting ("AGM") of the Members of Delhi Duty Free Services Private Limited will be held on Friday the 23rd day of September 2022 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, 2022 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**:

RESLOVED THAT the audited financial statements of the Company for the financial year ended March 31, 2022 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. Shyam Sundar Gopalakrishnan (DIN:06955526), 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. Shyam Sundar Gopalakrishnan (DIN: 06955526), 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. Nuno Filipe Martins Do Amaral (DIN: 07242262), 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. Nuno Filipe Martins Do Amaral (DIN: 07242262), 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.

SPECIAL BUSINESS:

4. Appointment of Mr. Emandi Sankara Rao (DIN: 05184747) as an Independent Director of the Company.

To appoint Mr. Emandi Sankara Rao as an Independent Director of the Company 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 sections, 149, 150, 152, 161 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. Emandi Sankara Rao (DIN 05184747), who was appointed as an Additional Director of the Company w.e.f. November 09, 2021 and who holds office upto the date of this Annual General Meeting of the Company and who has submitted a declaration that he meets the criteria for independence as provided under 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, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of three consecutive years with effect from November 09, 2021.

5. Appointment of Ms. Ferrand Aude (DIN: 09512795) as a Director of the Company.

To appoint Ms. Ferrand Aude as a Director of the Company 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 sections 152, 161 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), 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, Ms. Ferrand Aude (DIN 09512795), who was appointed as an Additional Director of the Company w.e.f. March 08, 2022 and who holds office upto the date of this Annual General Meeting 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 her candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

6. Appointment of Ms. Siobhan Eimear Griffin (DIN: 09517824) as a Director of the Company.

To appoint Ms. Siobhan Eimear Griffin as a Director of the Company 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 sections 152, 161 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), 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, Ms. Siobhan Eimear Griffin (DIN 09517824), who was appointed as an Additional Director of the Company w.e.f. March 08, 2022 and who holds office upto the date of this Annual General Meeting 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 her candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

7. Appointment of Mr. Amarthaluru Subba Rao (DIN:00082313) as an Independent Director of the Company.

To appoint Mr. Amarthaluru Subba Rao as an Independent Director of the Company 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 sections, 149, 150, 152, 160 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. Amarthaluru Subba Rao (DIN:00082313) who has submitted a declaration that he meets the criteria for independence as provided under 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, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, from the conclusion of the thirteenth Annual General Meeting of the Company for first term of period of five consecutive years or upto the conclusion of eighteenth Annual General Meeting of the Company, whichever is earlier.

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

Sd/-

(Parveen Gupta)
Company Secretary
A-16813

Place: New Delhi
Date: August 31, 2022

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") has, vide its Circular No. 03/2022 dated May 05, 2022 read together with General Circular Nos. 02/2021 dated January 13, 2021 ;14/2020 dated April 08, 2020; 17/2020 dated April 13, 2020 and 20/2020 dated May 05, 2020; 02/2021 dated January 13, 2021 (collectively referred to as "MCA Circulars") permitted the companies for conducting the Annual General Meeting ("AGM") 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 thirteenth AGM of the Company is being conducted through VC.
3. As the thirteenth 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. An Explanatory Statement pursuant to section 102 of the Companies Act, 2013 in respect of the special business to be transacted at the thirteenth AGM 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 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.
7. 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>.
8. 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.
9. Members attending the thirteenth 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.
10. 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.

11. 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.
12. 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
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(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. Shyam Sundar Gopalakrishnan, including names of companies in which he holds directorships and memberships / chairmanships of Board Committees, is provided below:

Age	51 years
Qualifications	Engineering in Electronics and Communication
Experience	Mr. Shyam Sundar has over 25 years of leadership experience across a variety of industries such as Medical Equipment, Telecom Infrastructure, Office Automation, Consumer Electronics and Retail. His core strengths are in the areas of Building Sustainable Business Ecosystems, Marketing, Brand Building and Business Development. His experience includes working with leading companies in India like Microsoft India where he was the Director of the Retail Business. He has also worked with Nokia India, Canon India and Larsen & Toubro Ltd.
Terms and Conditions of appointment	Non-Executive Director
Details of remuneration	NIL
Date of first appointment	July 17, 2015
Shareholding in the Company	NIL
Relationship with other Director/Manager and other KMP	None
Number of Meetings of the Board attended during the year	5 (Five)
Directorship of other Board	<ul style="list-style-type: none">- Travel Food Services (Delhi Terminal-3) Pvt Ltd- TIM Delhi Airport Advertising Pvt Ltd- Delhi Airport Parking Services Pvt Ltd- GMR Kannur Duty Free Services Ltd
Membership/Chairmanship of Committees of other Board	<u>CSR Committee</u> <ul style="list-style-type: none">- TIM Delhi Advertising Pvt Ltd- Travel Food Services (Delhi Terminal-3) Pvt Ltd- Delhi Airport Parking Services Pvt Ltd <u>Nomination and Remuneration Committee</u> <ul style="list-style-type: none">- TIM Delhi Advertising Pvt Ltd <u>Share Transfer Committee</u> <ul style="list-style-type: none">- Delhi Airport Parking Services Pvt Ltd <u>Finance Committee</u> <ul style="list-style-type: none">- TIM Delhi Advertising Pvt Ltd

Item No. 3

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

Age	51 years
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 of the Board attended during the year	4 (Four)
Directorship of other Board	<ul style="list-style-type: none"> - Aer Rianta International (Middle East) WLL - CTC-ARI Airports Ltd - Montenegro Duty Free, D.O.O - Aer Rianta International (North America), Inc - Caribbean ARI Inc - ARI Auckland Ltd - Oileus Holdings Ltd - Aer Rianta International Inc - ARI CSL LLC - ARI US LLC - ARI Hong Kong Ltd - Hermes Airport Ltd - Daneway Holdings Ltd - PTDF- Portugal Duty Free Lda
Membership/Chairmanship of Committees of other Board	Remuneration Committee <ul style="list-style-type: none"> - Hermes Airports Ltd

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

Item No. 4:

The Board of Directors of the Company upon recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of section 161(1) of the Companies Act, 2013 ("Act") and the Second Amended & Restated Shareholders Agreement and the Articles of Association of the Company, appointed Mr. Emami Sankara Rao (DIN 05184747) as an Additional Director in the capacity of Independent Director on the Board of the Company w.e.f. November 09, 2021 for a term of three consecutive years, not liable to retire by rotation. 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. Rao to be appointed as Director of the Company.

He has submitted the Declaration of Independence, as required pursuant to section 149(7) of the Act stating that he meets the criteria of independence as provided in section 149(6) of the Act.

Mr. Rao 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.

According to section 152 of the Companies Act, 2013, read with Schedule IV to the Companies Act, 2013, in the opinion of the Board, the proposed appointment of Mr. Rao as an Independent Director, fulfils the conditions specified in the Act and the Rules made thereunder and that the proposed appointment of Mr. Rao is independent of the Management.

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

Age	61 years
Qualifications	<ul style="list-style-type: none"> - IIT - Bombay a Ph.D in Project Finance & Management of Asset Network Effectiveness by Risk & Sensitivity using the Stochastic & Artificial Intelligence ANN Simulation Models - IIT-Kharagpur - M.Tech in Systems Reliability, Risk and Quality Engg. & Management - Pondicherry Central University- PGDBA - Institution of Engineers India - Chartered Engineer (Valuations) - Andhra University – B.E in Electrical & Electronics Engineering
Experience	Dr. Rao is having 30 years of top management and 8 years of Board level experience and expertise in infrastructure industry, banking and finance, institutional development. He served in prestigious institutions like IFCI Ltd. & Subsidiaries, IIFCL & Subsidiaries, IDFC, IDBI, MDI and ILD. Dr. Rao is also doing the Social Responsibility for more than 20 years for the poor and needy in Healthcare and Cancer, Education & Girl Child Development, Skill Development. Dr. Rao has adopted and supported 3 small rural hamlets and 3 schools in a remote hilly Kureru village in Andhra Pradesh by way of medicines, education kits, school infrastructure and also facilitating farming in that area to develop the farmers.
Terms and Conditions of appointment	Non-Executive Director (Independent)
Details of remuneration	NIL
Date of first appointment	November 9, 2021
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	3 (Three)

date of notice of this AGM	
Directorship of other Board	<ul style="list-style-type: none"> - GMR Infrastructure Ltd - Coastal Corporation Ltd - Steel Exchange India Ltd - Visakha Pharmacy Ltd - GMR Power and Urban Infra Ltd. - Delhi International Airport Ltd
Membership/Chairmanship of Committees of other Board	<u>Audit Committee</u> <ul style="list-style-type: none"> - Coastal Corporation Ltd - Steel Exchange India Ltd - GMR Infrastructure Ltd - Delhi International Airport Ltd - Delhi Duty Free Services Pvt Ltd <u>Nomination and Remuneration Committee</u> <ul style="list-style-type: none"> - Coastal Corporation Ltd <u>CSR Committee</u> <ul style="list-style-type: none"> - Steel Exchange India Ltd - GMR Infrastructure Ltd - GMR Power & Urban Infra Ltd - Delhi International Airport Ltd - Delhi Duty Free Services Pvt Ltd <u>Risk Management Committee</u> <ul style="list-style-type: none"> - GMR Infrastructure Ltd - Steel Exchange India Ltd <u>Environment, Social & Governance Committee</u> <ul style="list-style-type: none"> - GMR Infrastructure Ltd

Save and except Mr. Rao 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. 4 of the Notice. The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the Members.

Item No. 5:

The Board of Directors of the Company upon recommendation of the Nomination and Remuneration Committee and, pursuant to the provisions of section 161(1) of the Companies Act, 2013 ("Act") and the Second Amended & Restated Shareholders Agreement and the Articles of Association of the Company, appointed Ms. Ferrand Aude (DIN 09512795) as an Additional Director on the Board of the Company w.e.f. March 08, 2022. She 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 Ms. Aude to be appointed as Director of the Company.

Ms. Aude is not disqualified from being appointed as a Director in terms of section 164 of the Act and has given her consent to act as a Director.

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

Age	46 years
Qualifications	Graduate from the European Business School.
Experience	Ms. Aude has spent most of her career in the luxury and retail industry. After being Brand Manager for Armani in London, she joined the Korean cosmetics

	group Amore Pacific in 2000, where she successively held marketing and digital positions for Lolita Lempicka Fragrances for France and international markets. After a program at INSEAD, she joined the central purchasing department of Printemps as Merchandise Manager of the luxury accessories market. In 2017 Aude became General Merchandise Manager in the Retail and Services division of Groupe ADP. In October 2018 she was appointed Retail Director including shops, food and beverage, advertising and financial services under terminals.
Terms and Conditions of appointment	Non-Executive Director
Details of remuneration	NIL
Date of first appointment	March 08, 2022
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	1 (One)
Directorship of other Board	NIL
Membership/Chairmanship of Committees of other Board	NIL

Save and except Ms. Aude and her 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.

Item No. 6:

The Board of Directors of the Company upon recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of section 161(1) of the Companies Act, 2013 ("Act") and the Second Amended & Restated Shareholders Agreement and the Articles of Association of the Company, appointed Ms. Siobhan Eimear Griffin (DIN 09517824) as an Additional Director on the Board of the Company w.e.f. March 08, 2022. She 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 Ms. Griffin to be appointed as Director of the Company.

Ms. Griffin is not disqualified from being appointed as a Director in terms of section 164 of the Act and has given her consent to act as a Director.

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

Age	38 years
Qualifications	Bachelor's Degree in Business from Dublin City University

Experience	<p>Ms. Siobhán Griffin joined ARI in May 2018 and was appointed to the role of Chief People Officer, ARI in December 2020. Siobhán is also part of the ARI Executive team and has almost 20 years' HR experience working in international HR roles across a range of industry sectors.</p> <p>Prior to joining ARI, Siobhán held senior HR roles with PwC, Paddy Power Betfair (now Flutter Entertainment) and CIT Group. She has extensive experience in international HR, delivering organisation change, driving employee engagement and talent management and development.</p>
Terms and Conditions of appointment	Non-Executive Director
Details of remuneration	NIL
Date of first appointment	March 08, 2022
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	1 (One)
Directorship of other Board	PTDF- Portugal Duty Free Lda
Membership/Chairmanship of Committees of other Board	NIL

Save and except Ms. Griffin and her 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. 6 of the Notice. The Board recommends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the Members.

Item No. 7:

The Board of Directors of the Company upon recommendation of the Nomination and Remuneration Committee, and pursuant to the provisions of Second Amended & Restated Shareholders Agreement and the Articles of Association of the Company, approved and recommended to the Shareholders, appointment of Mr. Amarthaluru Subba Rao (DIN:00082313) as an Independent Director on the Board of the Company, to hold office from the conclusion of thirteenth AGM for first term of period of five consecutive years or upto the conclusion of eighteenth AGM of the Company, whichever is earlier, and that by virtue of section 149(13) of the Act he shall not be liable to retire by rotation. The Company has received a notice in writing from a Member proposing the candidature of Mr. Subba Rao to be appointed as Director of the Company.

Pursuant to the provisions of Companies Act, 2013 and the rules made thereunder read with Schedule IV of the Act, the appointment of Mr. Subba Rao requires the approval of the Members.

Mr. Subba Rao has submitted the Declaration of Independence, as required pursuant to section 149(7) of the Companies Act, 2013 (the 'Act') stating that he meets the criteria of independence as provided in section 149(6) of the Act.

Mr. Subba Rao 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.

According to section 152 of the Companies Act, 2013, read with Schedule IV to the Companies Act, 2013, in the opinion of the Board, the proposed appointment of Mr. Subba Rao as an Independent Director, fulfils the conditions specified in the Act and the Rules made thereunder and that the proposed appointment of Mr. Subba Rao is independent of the Management.

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

Age	62 years
Qualifications	<ul style="list-style-type: none"> - Commerce Graduate - Chartered Accountant
Experience	<p>Mr. Amarthaluru Subba Rao has an established and proven track record in Finance Leadership and end to end expertise in various facets of finance function, built over 35 years of experience in industry segments such as audit practice, manufacturing, financial services and infrastructure.</p> <p>Among other positions, he has been the Managing Director-Finance-Sanamar Group, Executive Director-Finance & Strategy at CLP India during the period from May 2016 to April 2020, Group CFO in RPG Group during the period from August 2013 to May 2016 and Griuo CFO GMR during his stint in GMR Group from December 1999 to May 2013.</p> <p>Mr. Subba Rao holds matured strengths in organizational building, leadership development, harmonious external relationship management and effective communication both internally and on public forums. He has contributed to Chartered Accountancy professional development by taking responsibilities in some committees constituted by ICAI and also contributed to the Infra Industry development by working on some committees constituted by the Government of India.</p>
Terms and Conditions of appointment	Non-Executive Director (Independent)
Details of remuneration	NIL
Date of first appointment	NIL
Shareholding in the Company	NIL
Relationship with other Director/Manager and other KMP	None
Number of meetings attended from the date of	NA

appointment and till the date of notice of this AGM	
Directorship of other Board	<ul style="list-style-type: none"> - GMR Infrastructure Ltd - GMR Hyderabad International Airport Ltd. - Delhi International Airport Ltd - GMR Airports Ltd - Lendi Enterprises LLP
Membership/Chairmanship of Committees of other Board	<p><u>Audit Committee</u></p> <ul style="list-style-type: none"> - GMR Infrastructure Ltd - GMR Hyderabad International Airport Ltd - Delhi International Airport Ltd - GMR Airports Ltd <p><u>Nomination and Remuneration Committee</u></p> <ul style="list-style-type: none"> - GMR Infrastructure Ltd - Delhi International Airport Ltd - GMR Hyderabad International Airport Ltd - GMR Airports Ltd <p><u>CSR Committee</u></p> <ul style="list-style-type: none"> - GMR Hyderabad International Airport Ltd - GMR Airports Ltd <p><u>Stakeholder Relationship Committee</u></p> <ul style="list-style-type: none"> - GMR Infrastructure Ltd - Delhi International Airport Ltd <p><u>Environment, Social & Governance Committee</u></p> <ul style="list-style-type: none"> - GMR Infrastructure Ltd - Delhi International Airport Ltd. <p><u>Risk Management Committee</u></p> <ul style="list-style-type: none"> - Delhi International Airport Ltd

Save and except Mr. Subba Rao 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. 7 of the Notice. The Board recommends the Ordinary Resolution set out at Item No. 7 of the Notice for approval by the Members.

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

Sd/-
(Parveen Gupta)
Company Secretary
(A-16813)

Place: New Delhi
Date: August 31, 2022

Registered Office:

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