



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 AT SHORTER NOTICE

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 Thursday the 16th day of December 2021 at 4:30 p.m. at the Registered Office of the Company at Meeting Room No. M1, Building No. 301, Ground Floor, Opposite Terminal-3, Indira Gandhi International Airport, New Delhi-110037 through Video Conferencing ("VC") for the transaction of the following business:

SPECIAL BUSINESS:

Item No. 1: To consider and approve the amendment to the Articles of Association of the Company.

To consider 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 14 and other applicable provisions of the Companies Act, 2013 including any statutory modifications or re-enactment thereof for the time being in force and subject to approvals, permissions and sanctions from the appropriate authority, if any, the Articles of Association of the Company be and are hereby amended in the manner set out herein below:

The existing Article No. 28(a) and 28(b) are replaced with the new Articles as under:

Article No.	Existing Article	New Article
28(a)	The Board of Directors shall comprise of ten (10) Directors, out of which: (a) the Selected Bidder shall be entitled to nominate three (3) Directors on the Board, (b) DIAL shall be entitled to nominate three (3) Directors on the Board,	The Board of Directors shall comprise of twelve (12) Directors, out of which: (a) the Selected Bidder shall be entitled to nominate four (4) Directors on the Board, (b) DIAL shall be entitled to nominate four (4) Directors on the Board,

	<p>(c) GAL shall be entitled to nominate one (1) Director on the Board,</p> <p>(d) Three (3) Independent Directors to be appointed by the Board as per the recommendations of the Nomination and Remuneration Committee.</p> <p>(e) At least one (1) Director would be a woman.</p>	<p>(c) GAL shall be entitled to nominate one (1) Director on the Board,</p> <p>(d) Three (3) Independent Directors to be appointed by the Board as per the recommendations of the Nomination and Remuneration Committee.</p> <p>(e) At least one (1) Director would be a woman.</p>																				
28(b)	<p>In case of revision of shareholding pattern of the Parties in accordance with the Agreement, the rights of the Parties to appoint nominee Directors shall be revised in the following manner:</p> <table><tr><th>% of shareholding in the Company</th><th>Number of Directors</th></tr><tr><td>>74</td><td>5</td></tr><tr><td><=74 and >50</td><td>4</td></tr><tr><td><=50 and >26</td><td>3</td></tr><tr><td><=26</td><td>1</td></tr></table>	% of shareholding in the Company	Number of Directors	>74	5	<=74 and >50	4	<=50 and >26	3	<=26	1	<p>In case of revision of shareholding pattern of the Parties in accordance with the Agreement, the rights of the Parties to appoint nominee Directors shall be revised in the following manner:</p> <table><tr><th>% of shareholding in the Company</th><th>Number of Directors</th></tr><tr><td>>74</td><td>7</td></tr><tr><td><=74 and >50</td><td>5</td></tr><tr><td><=50 and >26</td><td>4</td></tr><tr><td><=26</td><td>1</td></tr></table>	% of shareholding in the Company	Number of Directors	>74	7	<=74 and >50	5	<=50 and >26	4	<=26	1
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<=26	1																					

RESOLVED FURTHER THAT any Director of the Company and the Company Secretary of the Company be and are hereby severally authorised to (i) sign and file all the necessary forms and other necessary documents as may be required by the statutory authorities, if any, including but not limited to the Registrar of Companies, (ii) do all such acts and deeds that may be required to give effect to the above resolution."

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

(Parveen Gupta)
Company Secretary
A-16813

Place: New Delhi
Date: December 16, 2021

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. 02/2021 dated January 13, 2021 read together with circulars dated April 08, 2020, April 13, 2020, June 15, 2020 and September 28, 2020 (collectively referred to as "MCA Circulars") permitted convening 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. Since, the EGM will be held through VC, the route map of the venue of the EGM is not annexed hereto.
4. 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.
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 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.
6. 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>.

7. Any query relating to the EGM must be sent to the Company's Registered Office at least seven (7) days before the date of the EGM.
8. 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.
9. 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.
10. 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
11. The Members are requested to intimate immediately about any change in their address at the registered office of the Company.
12. 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.
13. The members are requested to follow the following instruction 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 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.

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

Item No.1

An amendment to the Second Amended and Restated Shareholders Agreement dated July 26, 2016 being Amendment Agreement No. 1 has been executed to broad base the composition of the Board of Directors of the Company.

Pursuant to the provisions of section 14 of the Companies Act, 2013, amendment in the articles requires the approval of Members of the Company by way of Special Resolution at a general meeting.

The Board of Directors of the Company in their meeting held on December 16, 2021 has approved the amendment in the Articles of Association of the Company as set out in item no. 1 of the notice, subject to the approval of the members of the Company.

A copy of the proposed amended Articles of Association is available for inspection in physical by the Members at the registered office of the Company during normal business hours on all working days.

The Board recommends the Special Resolution as set out at Item No. 1 of the Notice for the approval of the Members.

None of the Directors and key managerial personnel of the Company including their relatives are, directly or indirectly, interested in the proposed resolution, except to the extent of their shareholding in the Company.

In view of the above, the board of directors of the Company recommends passing of the resolution set out as Item No. 1 **as a Special Resolution.**

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

(Parveen Gupta)
Company Secretary
A-16813