



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 Friday the 20th day of August 2021 at 5:15 p.m. through Video Conferencing ("VC") for the transaction of the following business:

SPECIAL BUSINESS:

Item No.1: Appointment of Statutory Auditor to fill the casual vacancy.

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 139 and 142 of the Companies Act, 2013 ("Act") read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions of the Act, if any, (including any statutory modification(s), amendment(s), clarification(s), exemption(s) or re-enactment(s) thereof for the time being in force) and all other applicable laws, if any, and on recommendation of the Audit Committee and the Board of Directors, M/s Walker Chandiook & Co. LLP., Chartered Accountants, having Firm Registration Number 001076N/N500013, be and are hereby appointed as Statutory Auditors of the Company, to fill the casual vacancy in the office of the Company's Statutory Auditor caused due to the resignation of M/s Deloitte Haskins & Sells LLP, Chartered Accountants, having Firm Registration Number 117366W/W-100018.

RESOLVED FURTHER THAT M/s Walker Chandiook & Co. LLP., Chartered Accountants, having Firm Registration Number 001076N/N500013, shall hold the office of Statutory Auditors of the Company until the conclusion of ensuing 12th Annual General Meeting of the Company, on such remuneration plus applicable taxes and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company.

RESOLVED FURTHER THAT any Director or Mr. Rajiv Madan, Chief Financial Officer or Mr. Parveen Gupta, Company Secretary, be and are hereby severally authorized to do all such acts, deeds, and things which are necessary, desirable or expedient to give effect to this resolution.

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

(Parveen Gupta)
Company Secretary
A-16813

Place: New Delhi
Date: August 20, 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 General Circular No. 10/2021 dated June 23, 2021 read together with General Circulars dated April 08, 2020; April 13, 2020; June 15, 2020; September 28, 2020 and December 31, 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 will be conducted through VC.
3. Since, the EGM will be conducted 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/herself 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. 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.
8. 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.
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 Members are requested to intimate immediately about any change in their address.
11. 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.
12. 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 the password with any other person and take utmost care to keep 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 Members of the Company at the 8th Annual General Meeting of the Company held on September 19, 2017 have approved the appointment of M/s Deloitte Haskins & Sells LLP, Chartered Accountants, having Firm Registration Number 117366W/W-100018 as the Statutory Auditors of the Company for a term of period of five (5) consecutive years till the conclusion of 13th Annual General Meeting.

M/s Deloitte Haskins & Sells LLP, Chartered Accountants, Delhi have tendered their resignation as the Statutory Auditors of the Company, resulting in a casual vacancy in the office of the Auditors of the Company w.e.f. July 30, 2021, as per Section 139(8) of the Companies, Act, 2013 ("the Act").

In accordance with provisions of the Act, the casual vacancy caused by the resignation of the Statutory Auditors shall be filled by the Board within a period of thirty (30) days and such appointment shall also be approved by the Members of the Company within three (3) months of the recommendation of the Board. The Auditors so appointed in casual vacancy shall hold office until the conclusion of the next Annual General Meeting.

Accordingly, based on the recommendation of the Audit Committee and consent received from M/s Walker Chandiok & Co. LLP, Chartered Accountants, New Delhi, having Firm Registration Number 001076N/N500013 on their appointment to fill the casual vacancy and their eligibility, the Board recommends to the Members the appointment of M/s Walker Chandiok & Co. LLP, Chartered Accountants as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s Deloitte Haskins & Sells LLP, Chartered Accountants and to hold the office of the Statutory Auditors upto the conclusion of ensuing 12th Annual General Meeting.

The brief profile of M/s Walker Chandiok & Co. LLP, Chartered Accountants, is as under:

M/s Walker Chandiok & Co. LLP, Chartered Accountants established in 1935 is the only large Indian firm to have a consistently clean PCAOP audit. It is amongst the top 6 audit firms of India. The firm develop an integrated audit plan to obtain reasonable assurance that the financial statements as a whole are free from material misstatement and prepared in all material respects. Tata Steel, GMR, Kotak Mahindra Bank, ICICI Bank, Aviva, ICICI Prudential, GVK Bio, Cipla, Britannia are amongst the client of the firm.

Copy of the consent letter, eligibility certificate and other documents, being referred in the resolution would be available for inspection by the Members free of cost, in physical or electronic form at the Registered Office cum Corporate Office of the Company and at the ensuing EGM.

None of the Directors / Key Managerial Personnel of the Company / their relatives are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the Notice.

The Board recommends the Ordinary 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: August 20, 2021

Registered Office:

Delhi Duty Free Services Private Limited
Building No. 301, Ground Floor,
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