



**DELHI DUTY FREE SERVICES PRIVATE LIMITED**

REGISTERED OFFICE: Aero Hub @ Cargo City, First Floor, Public Amenities Complex (PAC),  
Near Cargo Gate 5, 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 15<sup>TH</sup> ANNUAL GENERAL MEETING TO THE MEMBERS**

**Shorter Notice** is hereby given that the fifteenth (15<sup>th</sup>) Annual General Meeting (“AGM”) of the Members of Delhi Duty Free Services Private Limited will be held on Wednesday the 18<sup>th</sup> day of September 2024 at 3:30 p.m. IST, 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, 2024, 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, 2024, 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. Srinivas Bommidala (DIN: 00061464), 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. Srinivas Bommidala (DIN: 00061464), who retires by rotation at this meeting and being eligible, offers himself for re-appointment, be and is hereby appointed as a Director of the Company.

3. To appoint Mr. Colin O’Donovan (DIN: 09094666), 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. Colin O’Donovan (DIN: 09094666), who

retires by rotation at this meeting and being eligible, offers himself for re-appointment, be and is hereby appointed as a Director of the Company.

**SPECIAL BUSINESS:**

4. To re-appoint Dr. Emandi Sankara Rao (DIN: 05184747) as an Independent Director for second term of 5 years and in this regard, 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 149, 152 and all other applicable provisions of the Companies Act, 2013 ("Act"), read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014 [including any statutory modification(s), clarifications, exemptions, enactment(s) or re-enactment(s) thereof for the time being in force), provisions of the Second Amended and Restated Shareholders Agreement dated July 26, 2016 read with Amendment Agreement No. 01 dated December 29, 2021 thereto and the Articles of Association of the Company, Dr. Emandi Sankara Rao (DIN: 05184747) who was appointed as an Independent Director of the Company with effect from November 09, 2021 for the first term of period of three (3) consecutive years upto November 08, 2024 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 the second term of a period of five (5) consecutive years with effect from November 09, 2024 upto November 08, 2029.

**RESOLVED FURTHER THAT** any Director of the Company be and is hereby authorized to file the requisite e-form(s) with the Registrar of Companies, if any, in this regard and to do all such acts, deeds and things as may be deemed necessary in order to implement the above-mentioned resolutions.

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

(Parveen Gupta)  
Company Secretary  
A-16813

Place: New Delhi  
Date: 6<sup>th</sup> September 2024

**Registered Office:**

Delhi Duty Free Services Private Limited  
Aero Hub @ Cargo City, First Floor, Public Amenities Complex (PAC),  
Near Cargo Gate 5, Indira Gandhi International Airport,  
New Delhi-110037.

**NOTES:**

1. The Ministry of Corporate Affairs (“MCA”) inter-alia vide its General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 followed by General Circular Nos. 20/2020 dated May 5, 2020; 02/2021 dated January 21, 2021; 19/2021 dated December 08, 2021; 21/2021 dated December 14, 2021; 02/2022 dated May 05, 2022 and subsequent circulars issued in this regard, the latest being 10/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 (collectively referred to as “MCA Circulars”) has permitted the holding of the annual general meeting through Video Conferencing (“VC”) or through other audio-visual means (“OAVM”), without the physical presence of the Members at a common venue.
2. In terms of MCA Circulars referred above and provisions of Companies Act, 2013, the fifteenth AGM of the Company is being conducted through VC.
3. As the fifteenth AGM is being held through VC the venue of the AGM shall be the Registered Office of the Company i.e. Aero Hub @ Cargo City, First Floor, Public Amenities Complex (PAC), Near Cargo Gate 5, 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. A statement pursuant to the provisions of Section 102(1) of the Act, relating to the Special Business to be transacted at the AGM, is 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 fifteenth 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](mailto: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 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](mailto: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](mailto: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. Srinivas Bommidala, including names of companies in which he holds directorships and memberships / chairmanships of Board Committees, is provided below:

Director Number	Identification	00061464
Designation		Non-Executive (Non-Independent) Director
Age		60 years
Qualifications		Bachelor's degree in commerce
Experience		<p>Mr. Srinivas Bommidala hails from a business family with over seven decades of experience in tobacco exports. After, graduating he joined the family business in 1982 and diversified into aerated water bottling plants, while growing the tobacco business further. In 1995, as a founder Director of GMR group, he established India's first PPP power project in Chennai. Together with the founder Chairman Mr. G.M. Rao, Mr. Srinivas Bommidala spearheaded the GMR group's energy business.</p> <p>When the GMR group expanded its infrastructure play, as the first Managing Director of Delhi Airport in 2006, he led the transition of Delhi Airport from a public owned entity to a public private partnership enterprise. Under his leadership, the concept of Aerotropolis was conceived and took shape in Delhi and Hyderabad Aerocities. Since, then these have become global destination for business, commerce and leisure. In 2007, he took over as the Chairman of Urban Infra &amp; Highways sector consisting of Highways, Construction, SEZ and Airport Property Development Businesses. During this period GMR Highways emerged as one of the largest National Highway Developer in the country. He led the Group's maiden sport foray by building the Delhi franchise of IPL from inception. Delhi Daredevils today is one of the most valuable sports properties in India. From 2012 to 2017, Mr. Bommidala served as Chairman of airports business. During this period, GMR emerged as amongst the top five airport developers in the world and expanded its portfolio comprising of Delhi, Hyderabad, Goa, Cebu &amp; Crete. In addition to the airport assets, GMR Airports also strengthened its EPC capabilities winning its third party bid to construct Clark airport in Philippines. In early 2018, Mr. Bommidala has taken charge of GMR Group's Energy portfolio along with GMR's international airports in Philippines and Greece. In addition, he head the Technology Productivity and Innovation Council and provides though and strategic leadership to Digitalization efforts across GMR Group.</p>

Terms and Conditions of appointment	Re-appointment as Non-Executive Director (Non-Independent) under section 152(6) of the Companies Act, 2013
Details of remuneration	NIL
Date of first appointment	March 30, 2012
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	<ul style="list-style-type: none"> <li>- Bommidala Exports Private Limited</li> <li>- Bommidala Ventures Private Limited</li> <li>- GMR Airports Infrastructure Limited (Formerly known as GMR Infrastructure Limited)</li> <li>- GMR Varalakshmi Foundation</li> <li>- Delhi International Airport Limited</li> <li>- GMR Hyderabad International Airport Limited</li> <li>- BSR Holdings Private Limited</li> <li>- GMR Airports Limited</li> <li>- AMG Healthcare Destination Private Limited</li> <li>- Delhi Duty Free Services Private Limited</li> <li>- GMR Goa International Airport Limited</li> <li>- GMR Enterprises Private Limited</li> <li>- GMR Energy Limited</li> <li>- GMR Kamalanga Energy Limited</li> <li>- GMR Warora Energy Limited</li> <li>- Hotel Shivam International Private Limited</li> <li>- BKV Industries Limited</li> <li>- Varalakshmi Sports Private Limited</li> <li>- GMR Rajahmundry Energy Limited</li> <li>- GMR Nagpur International Airport Limited</li> <li>- GMR Generation Assets Limited</li> <li>- GMR Power &amp; Urban Infra Ltd.</li> </ul>

Membership/Chairmanship of Committees of other Board	Name of the Company	Name of the Committee	Position held (Chairman/Member)
	AMG Healthcare Destination Private Limited	Audit Committee	Member
	GMR Energy Limited	Management Committee	Member
		Securities Allotment Committee	Member
		Audit Committee	Member
	GMR Airports Infrastructure Limited (Formerly known as GMR Infrastructure Limited)	Management Committee	Member
		Debenture Allotment Committee	Member
	GMR Power and Urban Infra Ltd.	Management Committee	Member
		Risk Management Committee	Member
		ESG Committee	Chairman
	GMR Enterprises Private Limited	Management Committee	Member
	GMR Airports Limited	Corporate Social Responsibility Committee	Member
	GMR Goa International Airport Limited	Nomination and Remuneration Committee	Chairman
	GMR Kamalanga Energy Limited	Management Committee	Member
	GMR Megawide Cebu Airport Corporation, Philippines	Share Transfer Committee	Chairman

**Item No. 3**

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

Director Identification Number	09094666		
Designation	Non-Executive (Non-Independent) Director		
Age	48		
Qualifications	Mr. Colin is Fellow member of the Chartered Accountants of Ireland and graduated with an MBS in Accounting and BA in Accounting in Finance from Dublin City University		
Experience	Mr. Colin is the Chief Financial Officer of ARI International CPT since April 2019 and previously with Dublin Airport Authority plc as Group Head of Financial and Business Planning since July 2014. Prior to this he worked with Grafton Group plc, a FTSE listed builders merchants and retailer.		
Terms and Conditions of appointment	Re-appointment as Non-Executive Director (Non-Independent) under section 152(6) of the Companies Act, 2013		
Details of remuneration	NIL		
Date of first appointment	March 24, 2021		
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"><li>- Aer Rianta International cpt</li><li>- Aer Rianta International Inc</li><li>- ARI US LLC</li><li>- Oileus Holdings Limited</li><li>- Montenegro Duty Free</li><li>- Aer Rianta International (North America) Inc</li><li>- ARI CSL LLC</li><li>- Daneway Holdings Limited</li><li>- Grafton Group PLC</li><li>- Delhi Duty Free Services Private Limited</li><li>- Yalorvin Limited</li></ul>		
Membership/Chairmanship of Committees of other Board	Name of the Company	Name of the Committee	Position held (Chairperson/Member)
	Delhi Duty Free Services	Audit Committee	Member



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

(Parveen Gupta)  
Company Secretary  
(A-16813)

Place: New Delhi

Date: 6<sup>th</sup> September 2024

**Registered Office:**

Delhi Duty Free Services Private Limited  
Aero Hub @ Cargo City, First Floor,  
Public Amenities Complex (PAC),  
Near Cargo Gate 5, Indira Gandhi International Airport,  
New Delhi-110037.

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013:

### ITEM NO. 4:

The Board of Directors of the Company upon recommendations 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 Dr. Emandi Sankara Rao (DIN: 05184747) as an Independent Director on the Board of the Company w.e.f. November 09, 2021 for a term of three (3) consecutive years upto November 08, 2024, 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 September 03, 2024, on the basis of the report of performance evaluation, has recommended to the Board re-appointment of Dr. Rao 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 Dr. Rao during his tenure to the Company, the Board, has proposed to the Members to re-appoint Dr. Rao as an Independent Director of the Company to hold office for a second term of five (5) consecutive years with effect from November 09, 2024 upto November 08, 2029.

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

The Company has also received from Dr. Rao (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 Dr. Rao 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 Dr. Rao is independent of the management of the Company.

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

Director Identification Number	05184747
Designation	Independent Director
Age	62

Qualifications	-IIT Bombay- 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 has 30 years of top management and 8 years of Board level experience and expertise in Infrastructure & Industry, Banking & Finance, Institutional Development and Business Schools & Institutions Management. He has served in prestigious Govt. of India, All India Developmental Financial Institutions like IFCI Ltd. & Subsidiaries, IIFCL & Subsidiaries, IDFC, IDBI, MDI and ILD.		
Terms and Conditions of appointment	Re-appointment as an Independent Director of the Company, not liable to retire by rotation, for the second term of a period of five (5) consecutive years with effect from November 09, 2024, under section 149(10) of the Companies Act, 2013		
Details of remuneration	NIL		
Date of first appointment	November 09, 2021		
Shareholding in the Company	NIL		
Relationship with other Director/Manager and other KMP	None		
Number of Meetings of the Board attended during the year	6 (Six)		
Directorship of other Board	<ul style="list-style-type: none"> <li>- Coastal Corporation Limited</li> <li>- GMR Energy Trading Limited</li> <li>- Delhi International Airport Limited</li> <li>- GMR Airports Infrastructure Limited</li> <li>- Vizag Profiles Pvt. Ltd.</li> <li>- Visakha Pharmacy Ltd.</li> <li>- GMR Power &amp; Urban Infra Ltd.</li> <li>- Delhi Duty Free Services Pvt. Ltd.</li> <li>- Patel Engineering Ltd.</li> </ul>		
Membership / Chairmanship of Committees of other Board	Name of the Company	Name of the Committee	Position held (Chairperson/Member)
	GMR Airports Infrastructure Limited (Formerly known as GMR Infrastructure Limited)	Audit Committee	Member
		Corporate Social Responsibility Committee	Chairman
		Risk Management Committee	Member

		Environment, Social and Governance Committee	Member
		Audit Committee	Member
	Delhi International Airport Limited	Nomination and Remuneration Committee	Member
		Corporate Social Responsibility Committee	Chairman
	Delhi Duty Free Services Private Limited	Nomination and Remuneration Committee	Member
		Corporate Social Responsibility Committee	Member
		Audit Committee	Member
	Coastal Corporation Ltd.	Audit Committee	Member
	GMR Power and Urban Infra limited	Corporate Social Responsibility Committee	Member

None of the Directors except Dr. Rao, Key Managerial Personnel of the Company, and their relatives, are concerned or interested in the above Resolution.

Your Directors recommend the Resolution set out in Item No. 4 as an Special Resolution for your approval.

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

(Parveen Gupta)  
Company Secretary  
(A-16813)

Place: New Delhi  
Date: 6<sup>th</sup> September 2024

**Registered Office:**  
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