

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: mail@delhidutyfree.co.in

website: www.delhidutyfree.co.in

CIN: U52599DL2009PTC191963

NOTICE OF 10TH ANNUAL GENERAL MEETING TO THE MEMBERS

Shorter Notice is hereby given that the Tenth Annual General Meeting ("AGM") of the Members of Delhi Duty Free Services Private Limited will be held on Wednesday the 19th day of June 2019 at 11:15 a.m. at Meeting Room No. 6, First Floor, New Udaan Bhawan, Opposite Terminal-3, Indira Gandhi International Airport, New Delhi-110037, India 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, 2019 and the Report of the Board of Directors and Auditors thereon.
2. To declare final dividend on equity shares for the financial year ended March 31, 2019 and confirm the interim dividend paid on the equity shares.
3. To appoint a Director in place of Mr. Srinivas Bommidala (DIN 00061464), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Shyam Sundar Gopalakrishnan (DIN 06955526), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

5. Appointment of Mr. Videh Kumar Jaipurkar (DIN 03097753) as a Director.

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. Videh Kumar Jaipurkar (DIN 03097753), who was appointed as an Additional Director of the Company on May 01, 2019 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)

Place: New Delhi
Date: June 19, 2019

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. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member.
2. The instrument appointing a proxy should be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting.
3. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the board resolution authorizing their representative to attend and vote on their behalf in the meeting.
4. The Register of Members will remain closed on June 19, 2019 for determining the names of members eligible for dividend on equity shares, if declared at the meeting.
5. The Final Dividend on shares as recommended by the Board, if approved at the Annual General Meeting, will be paid within thirty (30) days from the date of declaration to those Members whose names appear as a Member in the Register of Members of the Company on June 19, 2019.

6. An Explanatory Statement pursuant to section 102 of the Companies Act, 2013 in respect of all the special business to be transacted at the Annual General Meeting is annexed hereto.
7. 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 Annual General Meeting of the Company which is valid till 13th AGM of the Company. In accordance with the Companies Amendment Act, 2017 enforced on 7th May 2018 by Ministry of Corporate Affairs, the appointment of Statutory Auditors is not required to be ratified at every AGM.
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 Meeting.
9. 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.
10. Members are requested to intimate immediately about any change in their address at the registered office of the Company.
11. Members/Proxies/Authorized Representatives should bring the attendance slip duly filled for attending the meeting.
12. The route map to the venue of the meeting is included in this notice for easy location.

Item No. 3

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:

Age	56 years
Qualifications	Commerce Graduate
Experience	Mr. Srinivas Bommidala has more than 29 years of experience in infrastructure, agriculture, fast moving consumer goods and service sectors. He led the GMR Group's foray into the power sector, as the Managing Director of GMR Power Corporation Limited for setting up the first Independent Power Project. Situated at Chennai in southern part of India, this 200 MW project with slow speed diesel technology is the world's largest diesel engine power plant under one roof. He was also instrumental in implementing the 388 MW combined cycle gas turbine power project in Andhra Pradesh. When the Government of India decided to modernize and restructure New Delhi airport under a Public Private Partnership in 2006, he became the first Managing Director of this venture and successfully managed the transition process from a public owned entity to a public private partnership enterprise. In 2007, he took over as the Chairman of Urban Infrastructure & Highways Sector consisting of Highways, Special Economic Zone at Kakinada - Andhra Pradesh and Krishnagiri in Tamil Nadu, Construction, Commercial Property Development at Delhi & Hyderabad Airports/ Aerotropolis and other Group Properties Businesses.
Terms and Conditions of appointment	Non-Executive Director
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
Directorship of other Board	Bommidala Exports Private Limited Bommidala Tobacco Exporters Private Limited GMR Infrastructure Limited GMR Varalakshmi Foundation Delhi International Airport Limited GMR Hyderabad International Airport Limited JSW GMR Cricket Private Limited BSR Holdings Private Limited GMR Airports Limited AMG Healthcare Destination Private Limited GMR Goa International Airport Limited

	<p>GMR Enterprises Private Limited GMR Energy Limited GMR Kamalanga Energy Limited GMR Warora Energy Limited GMR Magawide GMR Construction JV, Inc. BSR Infrastructure LLP Bommidala Exports Hindustan Tobacco Company Hotel Shivam International Private Limited BKV Industries Limited GMR League Games Private Limited GMR Kishangarh Udaipur Ahmedabad Expressways Limited GMR Power Corporation Limited GMR Chhattisgarh Energy Limited GMR Rajahmundry Energy Limited GMR Family Fund Trust Srinivas Bommidala and Ramadevi Trust Varalakshmi Enterprises LLP</p>
Membership/Chairmanship of Committees of other Board	<p>AGM Healthcare Destination Private Limited- Member of Audit Committee GMR Energy Limited- Member of Audit Committee GMR Infrastructure Limited- Member of Management Committee and Debenture Allotment Committee GMR Enterprises Private Limited- Member of Nomination and Remuneration Committee GMR Airports Limited- Member of Corporate Social Responsibility Committee GMR Goa International Airport Limited- Member of Nomination and Remuneration Committee GMR Kamalanga Energy Limited- Member of Management Committee GMR Energy Limited- Member of Management Committee</p>

Item No. 4

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	48 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 for Microsoft

	in India. 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
Directorship of other Board	Travel Food Services (Delhi Terminal-3) Pvt. Ltd. Delhi Airport Parking Services Private Limited TIM Delhi Airport Advertising Private Limited
Membership/Chairmanship of Committees of other Board	GMR Infrastructure Limited- Member of Stakeholders Relationship Committee. TIM Delhi Airport Advertising Private Limited- Member of Finance Committee, Corporate Social Responsibility Committee and Nomination & Remuneration Committee.

EXPLANATORY STATEMENT:

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. Videh Kumar Jaipurian (DIN 03097753) as an Additional Director on the Board of the Company w.e.f. May 01, 2019. He holds the office as an Additional Director up to the date of this Annual General Meeting.

Mr. Jaipurian 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. Jaipurian, including names of companies in which he holds directorships and memberships / chairmanships of Board Committees, is provided below:

Age	55 years
Qualifications	B.Tech. in Chemical Engineering from IIT, Delhi and MMS in Marketing from JBIMS, Mumbai.
Experience	Mr. Jaipurian is currently CEO of Delhi International Airport Limited with effect from December 2017. His past experience includes working with Jubilant Industries Ltd. as Managing Director from November 2011 till December 2017, Bunge India as Vice President (Foods) from December 2006 till November 2011 and Blow Plast Limited as Vice President (Sales) from June 2004 till December 2006. He has also worked with Britannia Industries Limited in various roles from June 1988 till June 2004.
Terms and Conditions of	Non-Executive Director

appointment	
Details of remuneration	NIL
Date of first appointment	May 01, 2019
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
Directorship of other Board	Delhi International Airport Limited Delhi Airport Parking Services Private Limited Digi Yatra Foundation
Membership/Chairmanship of Committees of other Board	Delhi Airport Parking Services Private Limited- Chairman of Share Transfer Committee

Save and except Mr. Jaipuriar 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)

Place: New Delhi
Date: June 19, 2019

Registered Office:

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



DELHI DUTY FREE SERVICES PRIVATE LIMITED
(CIN: U52599DL2009PTC191963)

REGD. OFFICE: Building No. 301, Ground Floor, Opp. T-3, IGI Airport, New Delhi-110037, India.
Email-parveen.gupta@delhidutyfree.co.in Telephone: +91-11-49342900
Website: www.delhidutyfree.co.in

10th Annual General Meeting on Wednesday the 19th day of June 2019 at 11:15 a.m.

PROXY FORM

(Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the member(s): Registered address:		Email id: Folio No/DP ID*:	
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I/We, being the member (s) of _____ shares of Delhi Duty Free Services Private Limited, hereby appoint:

- 1) Name _____ Address _____ E-mail id _____ Signature _____ or failing him/her
- 2) Name _____ Address _____ E-mail id _____ Signature _____ or failing him/her
- 3) Name _____ Address _____ E-mail id _____ Signature _____.

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at 10th Annual General Meeting of the Company to be held on Wednesday, June 19, 2019, India and/or at any adjournment thereof, in respect of such resolution(s) as are indicated below:

Sl.No	Description
1.	To receive, consider and adopt the audited Financial Statements of the Company for the financial year ended March 31, 2019 and the Report of the Board of Directors and Auditors thereon.
2.	To declare final dividend on equity shares for the financial year ended March 31, 2019 and confirm the interim dividend paid on the equity shares.
3.	To appoint a Director in place of Srinivas Bommidala (DIN 00061464), who retires by rotation and being eligible, offers himself for re-appointment.
4.	To appoint a Director in place of Mr. Shyam Sundar Gopalakrishnan (DIN 06955526), who retires by rotation and being eligible, offers himself for re-appointment.
5.	Appointment of Mr. Videh Kumar Jaipurkar (DIN 03097753) as a Director.

Affix revenue stamp

Signature of Shareholder

Signed this _____ day of _____ 2019

Signature of second Proxy Holder(s)

NOTES:

1. The form should be signed across the stamp as per the specimen signature registered with the Company.
2. The Proxy Form should be deposited at least 48 hours before the commencement of the meeting at the registered office of the Company.
3. A proxy need not be a member of the Company.



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Website: www.delhidutyfree.co.in

ATTENDANCE SLIP

(10TH ANNUAL GENERAL MEETING TO BE HELD ON WEDNESDAY THE 19TH DAY OF JUNE 2019 AT 11:15 A.M)

NAME OF THE MEMBER/AUTHORIZED REPRESENTATIVE: _____ * DP ID NO.:

NO. OF SHARES HELD: _____

***Applicable for the members holding shares in electronic form.**

I/we certify that I/we am/are member(s)/proxy for the member(s) of the Company.

I/we hereby record my/our presence at the 10th Annual General Meeting of the Company being held on

_____.

Signature of Member/Proxy

NOTE: Please sign this attendance slip and hand it over at the attendance verification counter at the meeting venue.

Only shareholders of the Company and/or their Proxy will be allowed to attend the meeting.

ROUTE MAP

