



**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](mailto:mail@delhidutyfree.co.in)**

**website: [www.delhidutyfree.co.in](http://www.delhidutyfree.co.in)**

**CIN: U52599DL2009PTC191963**

**NOTICE OF 9<sup>TH</sup> ANNUAL GENERAL MEETING TO THE MEMBERS**

Shorter Notice is hereby given that the Ninth Annual General Meeting ("AGM") of the Members of Delhi Duty Free Services Private Limited will be held on Tuesday the 11<sup>th</sup> day of September 2018 at 2:00 p.m. at 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, 2018 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, 2018 and confirm the interim dividend paid on the equity shares.
3. To appoint a Director in place of Sidharath Kapur (DIN 02153416), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Edmond Francis Foley (DIN 02843440), who retires by rotation and being eligible, offers himself for re-appointment.

**SPECIAL BUSINESS:**

5. Appointment of Mr. Pawan Kumar Malhotra (DIN 01554806) as an Independent 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. Pawan Kumar Malhotra (DIN 01554806), who was appointed as an Additional Director of the Company on January 24, 2018 and who holds office upto the date of this Annual General Meeting of the Company 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.

**RESOLVED FURTHER THAT**, pursuant to the provisions of sections 149, 152 read with Schedule IV and any other applicable provisions of the Act and the corresponding Rules framed thereunder, the appointment of Mr. Pawan Kumar Malhotra, who meets the criteria for independence as provided in Section 149(6) of the act and who has submitted a declaration to that effect and who is eligible for appointment as an Independent Director of the Company, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation, for a term of five years commencing from January 24, 2018 to January 23, 2023.

6. Appointment of Mr. Gerard Crawford (DIN 08052011) 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. Gerard Crawford (DIN 08052011), who was appointed as an Additional Director of the Company on January 24, 2018 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.

7. Appointment of Mr. Grandhi Buchisanyasi Raju (DIN 00061686) 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. Grandhi Buchisanyasi Raju (DIN 00061686), who was appointed as an Additional Director of the Company on July 05, 2018 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.

8. Appointment of Mr. Anthony Blaize Kenny (DIN 06685396) 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. Anthony Blaize Kenny (DIN 06685396), who was appointed as an Additional Director of the Company on August 01, 2018 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: September 03, 2018

**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 and Share Transfer Register will remain closed from September 07, 2018 to September 11, 2018 (both days inclusive) 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 September 15, 2018.
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 8<sup>th</sup> Annual General Meeting of the Company which is valid till 13<sup>th</sup> AGM of the Company. In accordance with the Companies Amendment Act, 2017 enforced on 7<sup>th</sup> 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. Sidharath Kapur, including names of companies in which he holds directorships and memberships / chairmanships of Board Committees, is provided below:

Age	56 years
Qualifications	Chartered Accountant Company Secretary Diploma in Merchant Banking and Financial Services-Part A, from the Institute of Chartered Financial Analysts of India (ICFAI) Degree in Global Advanced Management Programme from the Indian School of Business & Kellogg School of Management.
Experience	Mr. Sidharath Kapur has extensive experience of more than 26 years of financial management in financial services and corporate finance. He has expertise in evaluation and assessment of projects, developing financial models and project execution, management of entire investment banking operations including public issues-equity, debt finance, project finance and loan syndication. He also has experience in looking after financial aspects of mergers, privatization, acquisition and take overs, handling of stressed assets, preparation of rehabilitation schemes with and without BIFR.  In his association with GMR Group he initiated Regulatory compliance at both Delhi International Airport Limited (DIAL) and GMR Hyderabad International Airport Limited (GHIAL). He took key strategic initiatives for Airports in regulatory regime. He contributed immensely to the GMR Group by raising funds and by maintaining investor relations, financing and capital, implementing Corporate Governance Norms, Business Development and strategic planning.
Terms and Conditions of appointment	Non-Executive Director
Details of remuneration	NIL
Date of first appointment	June 30, 2010
Shareholding in the Company	NIL
Relationship with other Director/Manager and other KMP	None
Directorship of other Board	<ul style="list-style-type: none"> <li>• GMR Airport Developer Limited</li> <li>• GMR Male International Airport Private Limited</li> <li>• Travel Food Services (Delhi Terminal-3) Private Limited</li> <li>• Celebi Delhi Cargo Terminal Management India Private Limited</li> <li>• GMR Airports Limited</li> <li>• GMR Hyderabad International Airport Limited</li> </ul>

	<ul style="list-style-type: none"> <li>• GMR Megawide Cebu Airport Corporation</li> <li>• GMR Goa International Airport Limited</li> </ul>		
Membership/Chairmanship of Committees of other Board	GMR Male International Airport Private Limited	<ul style="list-style-type: none"> <li>• Audit Committee</li> </ul>	Member
	GMR Airport Developers Limited	<ul style="list-style-type: none"> <li>• Audit Committee</li> <li>• Corporate Social Responsibility Committee</li> </ul>	Chairman Member
	Delhi Duty Free Services Private Limited	<ul style="list-style-type: none"> <li>• Audit Committee</li> <li>• Corporate Social Responsibility Committee</li> <li>• Nomination &amp; Remuneration Committee</li> <li>• Business Committee</li> </ul>	Member Chairman Chairman Member
	Celebi Delhi Cargo Terminal Management India Private Limited	<ul style="list-style-type: none"> <li>• Management Committee</li> </ul>	Member

Item No. 4

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

Age	65 years
Qualifications	Chartered Accountants from Institute of Chartered Accountants, Ireland MBA from The Smurfit Business School (UCD) BSc from University College Cork.
Experience	Mr. Edmond retired as Director General of Aer Rianta International in 2011. Previously held senior finance positions in the international construction and property development sector working for private and publicly listed companies.
Terms and Conditions of appointment	Non-Executive Director
Details of remuneration	NIL
Date of first appointment	October 07, 2009
Shareholding in the Company	NIL
Relationship with other Director/Manager and other KMP	None

Directorship of other Board	<ul style="list-style-type: none"> <li>• Aer Rianta International Middle East WLL</li> <li>• Yalorvin Limited</li> <li>• CTC-ARI Airports Limited</li> <li>• Delhi Duty Free Services Private Limited</li> <li>• Skymart International Limited</li> <li>• Ari (Yunnan) Trading Company Limited</li> <li>• Cregg Consulting &amp; Mediation Limited</li> </ul>
Membership/Chairmanship of Committees of other Board	NIL

**EXPLANATORY STATEMENT:**

Item No. 5:

Pawan Kumar Malhotra (DIN 01554806) was appointed by the Board of Directors of the Company as an Additional Director in the capacity of Independent Director on January 24, 2018. He holds the office as an additional director up to the date of this Annual General Meeting.

He 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.

The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Pawan Kumar Malhotra for the office of Director of the Company.

Mr. Pawan Kumar Malhotra 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 Pawan Kumar Malhotra as an Independent Director, fulfils the conditions specified in the Act and the Rules made thereunder and that the proposed appointment of Mr. Pawan Kumar Malhotra is independent of the Management.

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

Age	69 years
Qualifications	MBA
Experience	Mr. Pawan Kumar Malhotra is the Founder and CEO of Thinking Partner an organization which focusses on coaching and mentoring. He is an accomplished Business Performance Coach, Life Coach and Mentor to top and mid-management level professionals across industry, financial advisory firms, family businesses, entrepreneurs and students in India and Georgia. He works as a growth catalyst to empower his clients achieve a competitive advantage in a global environment.



	He has over 40 years of work experience as CEO across diverse sectors and geographies covering FMCG, Real Estate and premium Retail. His last assignment was Head of Change Management for the Mahindra and Mahindra Group after being MD of Mahindra Life-spaces Developers Ltd. Earlier he has worked with Unilever, PepsiCo, Al Futtaim group in Dubai, Dairy and Rice business and Advisor to the Minister in Oman in diverse roles.
Terms and Conditions of appointment	Non-Executive Director Independent
Details of remuneration	NIL
Date of first appointment	January 24, 2018
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	3
Directorship of other Board	None
Membership/Chairmanship of Committees of other Board	None

Save and except Mr. Pawan Kumar Malhotra 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.

Item no. 6:

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. Gerard Crawford (DIN 08052011) as an Additional Director on the Board of the Company w.e.f. January 24, 2018. 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 under Section 160 of the Act proposing the candidature of Mr. Gerard Crawford for the office of Director of the Company.

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

Age	50 years
Qualifications	Bachelor's degree in Commerce, MBA



Experience	Mr. Crawford joined the DAA group of companies after graduation with a Bachelor of Commerce degree from University College Dublin. He held various finance management roles before being recruited to the DAA's international retail management programme. Subsequently, he spent 14 years overseas with Aer Rianta International cpt (ARI), holding senior management positions in Eastern Europe, Middle East, The Levant and the Mediterranean. Prior to taking up the role of COO of ARI, his most recent posts were Director Retail Operations, Head of Retail & Concessions (Ireland), and Regional Purchasing Manager – Middle East.
Terms and Conditions of appointment	Non-Executive Director
Details of remuneration	NIL
Date of first appointment	January 24, 2018
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	2
Directorship of other Board	<ul style="list-style-type: none"> <li>• CTC-ARI Airports Ltd.</li> <li>• Aer Rianta International (Middle East) WLL</li> <li>• Aer Rianta International (North America) INC.</li> <li>• ARI Auckland Limited</li> <li>• Caribbean ARI</li> </ul>
Membership/Chairmanship of Committees of other Board	None

Save and except Mr. Gerard Crawford 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. 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, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, appointed Mr. Grandhi Buchisanyasi Raju (DIN 00061686) as an Additional Director on the Board of the Company w.e.f. July 05, 2018. 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 under Section 160 of the Act proposing the candidature of Mr. Grandhi Buchisanyasi Raju for the office of Director of the Company.

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

Age	44 years
Qualifications	Bachelor's in Commerce
Experience	<p>Mr. G.B.S. Raju has taken over as the Chairman – Airports, GMR Group from 1<sup>st</sup> April, 2018. Mr. G.B.S. Raju joined the family business, the GMR Group, in 1996 at the age of 22 and was the Business Chairman of Energy Sector for over the last six years. During his stint in the Energy Sector, multiple power generation plants including transmission projects were implemented/at various development phases, with an aggregate capacity of about 7500 MW. The sector has a diversified portfolio of coal, gas, hydro, solar and wind based power projects. Mr. Raju had held multiple positions in key areas of business such as energy, airports and highways that are vital for India to fulfil its tremendous potential and economic development. He has been instrumental in establishing GMR as key infrastructure player with footprints in Indian and International markets.</p> <p>He is also one of the Group Directors of GMR Infrastructure Limited, GMR Varalakshmi Foundation, the CSR arm of the Group and a member of the Group Holding Board, the apex decision making body of the Group. His proactive and personalized approach to the business combined with competitive spirit has helped towards the growth of the Group and its various businesses.</p> <p>Initially, he played a crucial role in shaping the overall strategy and positioning the organization. He then took on the development and implementation of various projects of the Group. He pioneered the development of Power projects by setting up India's first and World's largest floating barge mounted power plant-GMR Energy Ltd. He effectively steered the Group's foray into the Roads Business by revolutionising the road development projects. Today, GMR has a balanced Highways portfolio across the length and breadth of the country and is now one of the leading road developers in the country. He, as a Group CFO, also successfully led the Group through GMR Infrastructure's maiden IPO in 2006 and certain largest QIPs and Private Equity in the years 2007, 2010 and 2011 amounting to approx. USD 3 billion in the Energy and Airport sectors of the Group.</p> <p>With his far sightedness and entrepreneurial skills, Mr. Raju was a key player in leading GMR's foray into the Airport Sector and in developing the Hyderabad, Delhi and Istanbul Airports and in winning the Cebu Airport (Philippines) and recently the</p>

	Mopa Greenfield Airport in Goa. The Group was guided by his strategic vision in developing international business and building projects like Sabiha Gokcen International Airport, Istanbul and power project in Jurong Island in Singapore.		
Terms and Conditions of appointment	Non-Executive Director		
Details of remuneration	NIL		
Date of first appointment	July 05, 2018		
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	-		
Directorship of other Board	<ul style="list-style-type: none"> <li>• GMR Infrastructure Limited</li> <li>• GMR Energy Limited</li> <li>• GMR Varalakshmi Foundation</li> <li>• Delhi International Airport Limited</li> <li>• Delhi Aerotropolis Private Limited</li> <li>• GBS Holdings Private Limited</li> <li>• Limak-GMR Adi-Oratakli (Limak-GMR Joint Venture)</li> <li>• GMR Airports Limited</li> <li>• GMR Goa International Airport Limited</li> <li>• GMR Hyderabad International Airport Limited</li> <li>• GMR Enterprises Private Limited</li> <li>• GMR Aerospace Engineering Limited</li> <li>• Varalakshmi Enterprises LLP</li> </ul>		
Membership/Chairmanship of Committees of other Board	Name of the Company	Name of the Committee	Position Held
	GMR Infrastructure Limited	<ul style="list-style-type: none"> <li>• Stakeholders Relationship Committee</li> <li>• Debenture Allotment Committee</li> <li>• Management Committee</li> <li>• Corporate Social Responsibility Committee</li> </ul>	Member

	GMR Energy Limited	<ul style="list-style-type: none"> <li>• Audit Committee</li> <li>• Shareholders Transfer &amp; Grievance Committee</li> <li>• IPO Committee</li> <li>• Securities Allotment Committee</li> <li>• Management Committee</li> </ul>	Member
	GMR Enterprises Limited	<ul style="list-style-type: none"> <li>• Audit Committee</li> </ul>	Member
	Delhi International Airport Limited	<ul style="list-style-type: none"> <li>• Share Allotment, Transfer and Grievance Committee</li> </ul>	Member

Save and except Mr. Grandhi Buchisanyasi Raju 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.

Item no. 8:

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. Anthony Blaize Kenny (DIN 06685396) as an Additional Director on the Board of the Company w.e.f. August 01, 2018. 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 under Section 160 of the Act proposing the candidature of Mr. Anthony Blaize Kenny for the office of Director of the Company.

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

Age	47 years
Qualifications	Batchelor of Business Studies from Trinity College, Dublin. Masters of Accounting from UCD and Chartered Accountant

Experience	<p>Mr. Anthony Blaize Kenny is currently Deputy CEO and CFO of Aer Rianta International cpt (“ARI”).</p> <p>He joined ARI in December 2012, having previously worked in ARI’s parent company, Dublin Airport Authority plc. (“DAA”) for 4 years as Head of Commercial Business Development and before that as Head of Commercial &amp; Retail Finance.</p> <p>Prior to joining DDA, Mr. Anthony held senior management roles in Hagemeyer Ireland and Irish Continental Group plc.</p>
Terms and Conditions of appointment	Non-Executive Director
Details of remuneration	NIL
Date of first appointment	August 01, 2018
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	<ul style="list-style-type: none"> <li>• Aer Rianta International cpt</li> <li>• Oileus Holdings Limited</li> <li>• Aer Rianta International Middle East WLL</li> <li>• Cardrose Limited</li> <li>• Yalorvin Limited</li> <li>• Aer Rianta International Netherlands BV</li> <li>• Aer Rianta International (North America) Inc</li> <li>• ARI Hong Kong Ltd</li> <li>• ARI Information Consulting (Shenzhen) Company Ltd.</li> <li>• Daneway Holdings Ltd.</li> <li>• CTC-ARI Holdings Ltd.</li> <li>• CTC-ARI Airports Ltd.</li> <li>• Wolcom Stores Ltd.</li> <li>• Apolmart Ltd.</li> <li>• ARI Auckland Ltd.</li> <li>• Aer Rianta International Inc.</li> <li>• ARI US LLC</li> <li>• ARI CSL LLC</li> <li>• Caribbean ARI Inc.</li> </ul>
Membership/Chairmanship of Committees of other Board	None

Save and except Mr. Anthony Blaize Kenny 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. 8 of the Notice. The Board recommends the Ordinary Resolution set out at Item No. 8 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: September 03, 2018

**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**

**9<sup>th</sup> Annual General Meeting on Tuesday, September 11, 2018 at 02:00 p.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 9<sup>th</sup> Annual General Meeting of the Company to be held on \_\_\_\_\_, 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, 2018 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, 2018 and confirm the interim dividend paid on the equity shares.
3.	To appoint a Director in place of Sidharath Kapur (DIN 02153416), who retires by rotation and being eligible, offers himself for re-appointment.
4.	To appoint a Director in place of Mr. Edmond Francis Foley (DIN 02843440), who retires by rotation and being eligible, offers himself for re-appointment.
5.	Appointment of Mr. Pawan Kumar Malhotra (DIN 01554806) as an Independent Director.
6.	Appointment of Mr. Gerard Crawford (DIN 08052011) as a Director.
7.	Appointment of Mr. Grandhi Buchisanyasi Raju (DIN 00061686) as a Director.
8.	Appointment of Mr. Anthony Blaize Kenny (DIN 06685396) as a Director.

Affix revenue  
stamp

\_\_\_\_\_  
Signature of Shareholder

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2018

\_\_\_\_\_  
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.





**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

**ATTENDANCE SLIP**

(9<sup>TH</sup> ANNUAL GENERAL MEETING TO BE HELD ON TUESDAY THE 11<sup>TH</sup> DAY OF SEPTEMBER 2018 AT 02:00 P.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 9<sup>th</sup> Annual General Meeting of the Company being held on Tuesday the 11<sup>th</sup> day of September 2018 at 2:00 pm.

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

