

Date: July 19, 2023

BSE Limited
1st Floor, New Trading Ring
Phiroze Jeejeebhoy Towers,
Dalal Street
MUMBAI - 400001

BSE Scrip Code: 974419, 974657

Dear Sir/ Madam,

Sub: Submission of Corporate Governance Report for the quarter ended June 30, 2023 pursuant to the Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Please find enclosed herewith the Corporate Governance Report of the Company for the quarter ended June 30, 2023 in terms of the provisions of Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Circular dated January 07, 2022 issued by BSE Limited with respect to formats specifying disclosure of Corporate Governance by High Value Debt Listed Entities.

This is for your information and records please.

Thanking you.

Yours truly,
for GMR Hyderabad International Airport Limited


Kiran Kumar Manikwar
Company Secretary & Compliance Officer



Encls : Corporate Governance Report for the quarter ended June 30, 2023.

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General information about company

Scrip code	974419
NSE Symbol	Not Applicable
MSEI Symbol	Not Applicable
ISIN	INE802J07019
Name of the entity	GMR Hyderabad International Airport Limited
Date of start of financial year	01-04-2023
Date of end of financial year	31-03-2024
Reporting Quarter	Quarterly
Date of Report	30-06-2023
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Any other

Enter the quarter ended date only

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Annexure I

Annexure I to be submitted by listed entity on quarterly basis
I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory		Add Notes																							
Whether the listed entity has a Regular Chairperson																									
Whether Chairperson is related to MD or CEO																									
Disqualification of Directors under section 164 of the Companies Act, 2013																									
Sr	Title (Mr / Ms)	Name of the Director	PAN	DOB	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? (Refer Reg. 17(1A) of Listing Regulations)	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 36(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
1	Mr	Grandhi Mallikarjuna Rao	AAUP38856C	00574243	Executive Director	Chairperson		01-07-1949	No				Active	NA		29-10-2003	01-06-2021		236.02	2	0	0			
2	Mr	Buchi Sanyal Raju Grandhi	AGAPG1105S	00061686	Executive Director		MD	22-06-1974	No				Active	NA		01-06-2018	01-06-2021		60.94	1	0	1			
3	Mr	Srinivas Bommalala	ADAPB2885L	00061464	Non-Executive - Non Independent Director			01-03-1963	No				Active	NA		08-07-2006			203.73	2	0	1			
4	Mr	Eran Kumar Grandhi	ADUPG3647S	00061669	Non-Executive - Non Independent Director			11-09-1975	No				Active	NA		29-10-2003			236.02	2	0	1			
5	Mr	Ramakrishna Rao Kudligi	AGXPK3170J	05148824	Non-Executive - Non Independent Director			30-08-1965	No				Active	NA		27-04-2016			86.08	0	0	1			
6	Mr	Jayesh Ranjan	ADP19713F	00003692	Non-Executive - Non Independent Director			25-09-1967	No				Active	NA		20-01-2017			77.27	0	0	0			
7	Mr	Prasanna Challa	AAAPC91480	01830300	Non-Executive - Non Independent Director			20-08-1960	No				Active	NA		17-07-2010			155.43	0	0	3			
8	Mr	Hanumanth Jaggannayakula Dora	AAAPH1826R	02385290	Non-Executive - Non Independent Director			10-04-1943	No				Active	Yes	16-02-2021	14-08-2009			171.53	0	0	1			
9	Mr	Dharmendra Bhojwani	AAEP80020F	08826067	Non-Executive - Non Independent Director			30-01-1965	No				Active	NA		06-01-2012			17.74	0	0	1			
10	Mr	Subba Rao Amarthakuru	ABRP1562F	00082313	Non-Executive - Independent Director			04-11-1960	No				Active	NA		15-09-2021			21.45	1	1	7			
11	Mr	Mundiyevu Ramachandran	ADQPR707H	01573258	Non-Executive - Independent Director			14-06-1950	No				Active	NA		15-09-2021			21.45	1	1	10			
12	Mrs	Bijal Tushar Alindya	AFBPS3981G	01976832	Non-Executive - Independent Director			22-07-1976	No				Active	NA		15-09-2022			9.46	1	1	4			
13	Mr	Madhu Ramachandra Rao	AHBP61255Q	02683483	Non-Executive - Independent Director			23-12-1951	No				Active	NA		02-07-2018	15-09-2022		59.93	2	2	6			
14	Mr	Joyanta Chakraborty	AFBPC5673F	09290219	Non-Executive - Non Independent Director			01-09-1980	No				Active	NA		16-09-2021			27.47	0	0	0			
15	Mr	Antoine Roger Bernard Crombez	CUMPC9543D	09069083	Non-Executive - Non Independent Director			31-12-1987	No				Active	NA		28-04-2021			26.05	0	0	1			
16	Mr	Camilo Perez Perez	ZZZZZ9999Z	09151518	Non-Executive - Non Independent Director			20-09-1980	No				Active	NA		28-04-2021			26.05	0	0	1		1	
17	Mr	Iskandar Mital bin Mahmood	ZZZZZ9999Z	09479519	Non-Executive - Non Independent Director			25-08-1966	No				Active	NA		02-02-2022			16.85	0	0	0		2	



Annexure 1

II. Composition of Committees

Disclosure of notes on composition of committees explanatory

Add Notes

For this quarter kindly note the following points:
 1. Date of Appointment and Date of Cessation (if applicable) must be mandatorily filled for every Committee.
 2. Date of Appointment can be any day upto September 30, 2022.
 3. Date of Cessation must be for the current quarter only, i.e. July 1,2022 to September 30 2022

Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be prefilled automatically

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00082313	Subba Rao Amarthaluru	Non-Executive - Independent Director	Chairperson	25-09-2021		
2	01573258	Mundayat Ramachandran	Non-Executive - Independent Director	Member	25-09-2021		
3	02683483	Madhu Ramachandra Rao	Non-Executive - Independent Director	Member	28-04-2021		
4	01976832	Bijal Tushar Ajinkya	Non-Executive - Independent Director	Member	30-09-2022		
5	05148824	Ramakrishna Rao Kudligi	Non-Executive - Non Independent Director	Member	04-05-2017		
6	01630300	Prasanna Challa	Non-Executive - Non Independent Director	Member	17-07-2010		
7	09151518	Camilo Perez Perez	Non-Executive - Non Independent Director	Member	28-04-2021		
8							
9							
10							

Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be prefilled automatically

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	01573258	Mundayat Ramachandran	Non-Executive - Independent Director	Chairperson	25-09-2021		
2	00082313	Subba Rao Amarthaluru	Non-Executive - Independent Director	Member	25-09-2021		
3	08826067	Dharmendra Bhojwani	Non-Executive - Non Independent Director	Member	06-01-2022		
4	01630300	Prasanna Challa	Non-Executive - Non Independent Director	Member	17-07-2010		
5	02683483	Madhu Ramachandra Rao	Non-Executive - Independent Director	Member	28-04-2021		
6	09069083	Antoine Roger Bernard Crombez	Non-Executive - Non Independent Director	Member	28-04-2021		
7							
8							
9							
10							

Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be prefilled automatically

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	02683483	Madhu Ramachandra Rao	Non-Executive - Independent Director	Chairperson	15-06-2020		
2	01630300	Prasanna Challa	Non-Executive - Non Independent Director	Member	10-05-2012		
3	08826067	Dharmendra Bhojwani	Non-Executive - Non Independent Director	Member	06-01-2022		
4	02385290	Hanumanthu Jagannayakula Dora	Non-Executive - Non Independent Director	Member	20-01-2023		
5							
6							
7							
8							
9							
10							



Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00061686	Buchi Sanyasi Raju Grandhi	Executive Director	Chairperson	20-01-2023		
2	00082313	Subba Rao Amarthaluru	Non-Executive - Independent Director	Member	20-01-2023		
3	09090219	Joyanta Chakraborty	Non-Executive - Non Independent Director	Member	20-01-2023		
4	09069083	Antoine Roger Bernard Crombez	Non-Executive - Non Independent Director	Member	20-01-2023		
5		SGK Kishore	Executive Director (Sr. Management)	Member	20-01-2023		
6		Pradeep Panicker	Chief Executive Officer (Sr. Management)	Member	20-01-2023		
7							
8							
9							
10							

Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be prefilled automatically

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00082313	Subba Rao Amarthaluru	Non-Executive - Independent Director	Chairperson	25-09-2021		
2	01630300	Prasanna Challa	Non-Executive - Non Independent Director	Member	06-05-2014		
3	00003692	Jayesh Ranjan	Non-Executive - Non Independent Director	Member	04-05-2017		
4	02385290	Hanumanthu Jagannayakula Dora	Non-Executive - Non Independent Director	Member	20-01-2023		
5							
6							
7							
8							
9							
10							

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks
1						
2						
3						
4						
5						
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Disclosure of notes on meeting of board of directors explanatory

[Add Notes](#)

Sr	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	20-01-2023			Yes	17	14	4
2	24-03-2023	62		Yes	17	11	4
3	04-05-2023	40		Yes	17	12	3

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* to be filled in only for the current quarter meetings



Annexure 1

IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory

Add Notes

Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	20-01-2023				Yes	7	7	4	0
2	Audit Committee	24-03-2023	62			Yes	7	7	4	0
3	Audit Committee	04-05-2023	40			Yes	7	7	4	0
4	Corporate Social Responsibility Committee	04-05-2023				Yes	4	4	1	0
5	Nomination and remuneration committee	20-01-2023				Yes	6	5	3	0
6	Risk Management Committee	24-03-2023	62			Yes	4	1	0	1
7	Stakeholders Relationship Committee	29-03-2023	4			Yes	4	3	1	0

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* to be filled in only for the current quarter meetings



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V. Related Party Transactions

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	
Disclosure of notes on related party transactions			Add Notes
Disclosure of notes of material transaction with related party			Add Notes

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Annexure 1		
VI. Affirmations		
Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities)	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes
9	Any comments/observations/advice of Board of Directors may be mentioned here:	Add Notes

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Annexure 1		
Sr	Subject	Compliance status
1	Name of signatory	Kiran Kumar Manikwar
2	Designation	Company Secretary and Compliance Officer



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Signatory Details

Name of signatory	Kiran Kumar Manikwar
Designation of person	Company Secretary and Compliance Officer
Place	Hyderabad
Date	19-07-2023

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Notes:

The Company has two series of NCDs with BSE Scrip Codes: 974419 and 974657. However, in the format of Corporate Governance report (CGR) only one Scrip Code (974419) is prefilled. Hence, the two scrip codes are mentioned in the covering letter.

Annexure-1 (I). Composition of Directors :

1. As per the column "No. of directorships in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)" the directorship in the Company, which is filing the Corporate Governance Report. As per the explanation given under Regulation 17A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [SEBI LODR Regulations], only the directorship in equity-listed companies should be considered for the purpose counting the number of directorships. Accordingly, GMR Hyderabad International Airport Limited (Reporting Company), which is a High Value Debt Listed entity (Not an Equity Listed Company) is NOT considered for calculating the number of directorships for all the directors.
2. The category of Non-Executive directors who are not independent directors as per the provisions of the Companies Act, 2013 and definition of Independent Director under Regulation 16 of SEBI LODR Regulations is mentioned as "Non-Executive - Non Independent Director"

However, as per the explanation provided under Regulation 16, in case of a 'high value debt listed entity': (a) which is a body corporate, mandated to constitute its board of directors in a specific manner in accordance with the law under which it is established, the non-executive directors on its board shall be treated as independent directors.

Accordingly, the Non-Executive directors of the Company have been considered in calculating the number of Independent Directors for the purpose of SEBI LODR Regulations.

3. Private Limited Companies which are subsidiaries of Public Limited Companies are also included in the list of number of Audit / Stakeholder committee, since they are also categorized as public company as per the provisions of Companies Act, 2013. Further, Public Companies which are High Value Debt Listed entities are also included.



4. Mr. H. J. Dora, a Non-executive director of the Company is aged above 75 Years Accordingly, as per Regulation 23(1A) of SEBI LODR Regulations, a special resolution for continuing his directorship of the Company, was passed in Extraordinary General Meeting of the Company, held on February 16, 2023.

Annexure-1 (III) Meeting of Board of Directors and (IV) Meeting of Committees

While calculating "No. of Independent Directors attending the meeting", we have considered only Independent Directors (not all non-executive directors) who are meeting the independence criteria as per the provisions of the Companies Act, 2013 and / or definition of Independent Director under SEBI LODR.

Annexure-1 (VI) Affirmations

The CGR for the quarter ended March 31, 2023 was placed before the Board of Directors of the Company in its meeting held on May 04, 2023. This CGR for quarter ended June 30, 2023 will be placed in the ensuing Board Meeting.

Annexure-1 (VI) Affirmations

Pursuant to new Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, which has become effective from June 14, 2023, we confirm that there were no cyber security incidents or breaches or loss of data or documents, during the quarter ended June 30, 2023.

