

April 19, 2025

Email ID: GHIAL-CS@gmrgroup.in

BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street MUMBAI – 400001

BSE Scrip Code: 974419, 974657, 975575

Dear Sir/ Madam,

Sub: Submission of Corporate Governance Report for the quarter ended March 31, 2025 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 March 31, 2025 in terms of the provisions of Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

This is for your information and records please.

Thanking you.

Yours truly, for **GMR Hyderabad International Airport Limited** 

Deepak C. S. Company Secretary and Compliance Officer

Encls: 1) Corporate Governance Report for the quarter ended March 31, 2025.2) Notes to Corporate Governance Report for the quarter ended March 31, 2025

### GMR HYDERABAD INTERNATIONAL AIRPORT LIMITED

Regd. Office: GMR Aero Towers, Rajiv Gandhi International Airport, Shamshabad, Hyderabad - 500108, Telangana State, India CIN: U62100TG2002PLC040118 | T +91 40 67394099/67393903/67395000 F +91 40 67393228 | W www.hyderabad.aero

General information al	pout company	
Scrip code	974419	
NSE Symbol	Not Listed	
MSEI Symbol	Not Listed	
ISIN	INE802J07019	
Name of the entity	GMR Hyderabad International Airport	
Date of start of financial year	01-04-2024	
Date of end of financial year	31-03-2025	
Reporting Quarter	Quarterly	
Date of Report	31-03-3025	Enter the quarte ended date only
Risk management committee	Applicable	
Market Capitalisation as per immediate previous Financial Year	Any other	

Home	Validate

											L Composi	ion of Board of Directors													
		Disdusary of a	ales en compositio	n of beaut of directors explored ary	KAS NOTED																				
			Midler Delic	nd willing has a Regular Chairperson																					
			Motheri	hairpenson is related to MD or CDD					Eloqualification of I	Redars under section 1.64 of the	Companies Act, 2933														
1812 (547) 1813	Hence of the Director	P.M.	OR	Galagory Laif directors	Galagory 2 of directors	Griggery 3 of direction	Suiz of Birth	Median the director is disparitlent?	Start Date of Abqualification	Cost Bate of August Barbon	Details of disqualification	Current Waters	Whether special resolution passed 1 [Refer Reg. 17] (J) of Ubling Regulations]	Date of paralog special reactivities	Initial Curic of appointment	Oute of the appeliatement	Date of crowline	Tenure of director (in months)	No of Discoursing In Dated catholics including this Indeal catholic (Beller Regulation (23) of	lated entities including this listed entity (with	Number of memberships in Audit/Statebolie Consultato(c) including this Inited entity (Inite Republics 20(2) of Uniting Republics)	Re of pest of Chaloperson in Audity Stabilization Committee held in Totel estility Defer Republic Stilly Defer Republic 20(1) of Uniting Republicand)	Report for Constitut	listes for not providing PAN	Notes for not pre-
6.52	Cheide																								
	Grandis Malifarjuna Sas	AMUPOS IDEC	00533245	Executive Detector	Chargerson		03-02-2948	Ne				Active	u		29 13 2205	E5.06.2034		27.0	2	0	0				
	005.1 es	#54PG]1990	00005886	Executive Director	Not Applicable	MO	20.06.0/W	No.				detay.	14		01-06-2018	61-05-20N		8.92	,	0					
	Linve Somidala	ACM/25/804	2006144	Non-Departure - Non Independent Grieden	Not Applicable		01.03.290					hites			08.02.2009			224.15							
	Grandhi Gran Lumar	KL PETROTE	2000.682	Non-Departmention Independent On of an	Not Applicable		13,09,1929								28.13.2023			32.08							
	farainina fan fadai	KO7631T3	21140004	Non-Departmen Nen Independent Street er	Port Agentatic		1010-100	m				Ariva	54. 		27.06.20.5			27.0							
			12580445	Non-Departmention			1.05.298	no					Ga					A.V.A.							
	When Fai	400PV22220		Non-Departure - Non-	Not Applicable			No				Adva	sa		25.13.2034			6.22		0					
	Prasama Dalla	#340°C51490	41490900	Independent Gried an Non-Departmen Non-	Not Applicable		20-06-1962	No				Arive	u		17-07-2000			176.45		0					
	Gode Netkate Nepponera Seo	ACL0832430	90051147	Independent Greeter Non-Departmenten	Not Applicable		16-51-2/84	No				Adva	sa.		25.23.2524			5.22		0		4			
<b>W</b> 1	Saurabh Orania	41/0PC53876	43043799	Independent Greet an Non-Departmention	Not Applicable		22-05-2964	No				Adve	u.		29.33.2034			5.22		0	0	4			
w,	Seboraran Padhakröhnan	AA1050433M	10982443	Independent Ginester Non-Departure - Independent	Not Applicable		3614-298	No				Artist	u.		04-03-2225			0.85		0		9			
w.	Subball an Amarthalum	458/47542	00042513	Director Non-Department in dependent	Not Applicable		13-04-2960	No				Adve	u		15-09-2021	35.09.2004		42.45	3	3	,	5			-
w.	Wundent Semechansben	80021172278	41535256	Director Non-Departure - Independent	Not Applicable		14-06-2293	No.				Activa	u.		15-08-2221	35-05-20N		42,45	1	1		2			
46	föjd Tushar Aprilya	4/5/539014	41906832	Corestor	Not Applicable		23-17-19N	No				Adva	u		15-09-2022			30.49		4	,	a			
	Wadh's Namethandha Nac	####2550	02585485	Non-Deputive - Independent Director	Not Applicable		2512.294	No				Activa	u		02-07-220.5	15-09-2022		60.95	2	2	,	4			
<i>u</i> ,	inymia Diakraboty	#10:5679	09090010	Non-Departure - Non- Independent Orrector	Not Applicable		31 09 1960	No				Adve	ui		16-09-2021			45.45		0					
w.	Antoine Enger Bernard Cromber	CARC25430	2008062	Non-DepartmenNon Independent Griedur	Not Applicable		35-12-2987	No				Adva	u		28-06-2221			42.06		0	0	a			
	Noniteb	00.00.90000	1.0457328	Non-DepartmenNen Independent Orrector	Not Applicable		0513-1998	No				Active	5.0		13-03-2034			12.55	2	0					
	Pierro Dier ne Matheir	2222239995	10260274	AbemateGradar	Not Applicable		13-05-2298	No				letter.			22-08-2224			14.25		0	0				
	Oharmentha Bhoasan	ANCESCOTE	SMCYCOT	Non-Departure - Non- Independent Onestan	Not Applicable		30.0.190					hele a			060.202		06.00.2028						CENex.		

Home Validate

			Annexure 1			For this quarter kindly note 1. Date of Appointment and		licable) must be						
			II. Composition of Committee	es		mandatorily filled for every	Committee.	1 - C						
			Disclosure of note	s on composition of committees explanatory	Add Notes	2. Date of Appointment can 3. Date of Cessation must t September 30.2022								
Vote	e: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be prefilled automatically													
Auc	udit 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	10497928	Alexis Riols	Non-Executive - Non Independent Director	Member	13-03-2024									
8														
9														
10														

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

Non	nination and remunerat	ion committee					
			Whether the Nomination and remu	neration 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	10982461	Sethuraman Radhakrishnan	Non-Executive - Non Independent Director	Member	04-03-2025		
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	08826067	Dharmendra Bhojwan	Non-Executive - Non Independent Director	Member	06-01-2022	06-02-2025	
8							
9							
10							

tak	keholders Relationship C	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	04-03-2025									
3	10982461	Sethuraman Radhakrishnan	Non-Executive - Non Independent Director	Member	06-01-2022									
4	00051167	Boda Venkata Nageswara Rao	Non-Executive - Non Independent Director	Member	23-10-2024									
5	08826067	Dharmendra Bhojwan	Non-Executive - Non Independent Director	Member	06-01-2022	06-02-2025								
6														
7														
8														
9														

10	

Risk	isk Management Committee													
			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	GBS Raju	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	02916539	SGK Kishore	Executive Director (Sr. Management)	Member	20-01-2023									
6	02730418	Pradeep Panicker	Chief Executive Officer (Sr. Management)	Member	20-01-2023									
7														
8														
9														
10														

	er: Plexe enter DIK, After entering DIK, Name of Committee members and Category 1 of Directors shall be prefilled automatically rporate Social Responsibility Committee													
	Whether the Corporate Social Responsibility Committee has a Regular Chairperson Yas													
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	02648465	Vikas Raj	Non-Executive - Non Independent Director	Member	23-10-2024									
4	00051167	Boda Venkata Nageswara Rao	Non-Executive - Non Independent Director	Member	23-10-2024									
5														
6														
7														
8														
9														
10														

Oth	er 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						
6						
7						
8						
9						
10						

Prev

Next

	Home Validate						
			A	nnexure 1			
	III. Meeting of Board of Directors						
	Disclosure of notes on meeting of board of dire	ctors explanatory	Add Not	es			
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*
	Add Delete						
1	23-10-2024			Yes	17	13	3
2	24-01-2025	92		Yes	17	12	4
	Prev						Next

\* to be filled in only for the current quarter meetings

	Home Validate													
					Ann	exure 1								
					IV. Meeti	ng of Committees								
	Disclosure of notes on meeting of committees explanatory Add Notes													
Sr	and Current quarter in consecutive (in number of days) providing date Quorum met (Yes/No) the meeting independent Director) attending the meeting" (other than Board of Directors)													
	Add Delete													
1	Audit Committee	23-10-2024				Yes	7	6	3	c				
2	Audit Committee	24-01-2025	92			Yes	7	7	4	c				
3	Audit Committee Nomination and remuneration	24-03-2025	58			Yes	7	4	3	c				
4		23-10-2024				Yes	6	4	3					
5	Risk Management Committee	23-10-2024				Yes	6	1	1	2				
6	Risk Management Committee	24-01-2025	92			Yes	6	2	1	c				
7	Stakeholders Kelationship Committee	26-03-2025	60			Yes	4	4	1	c				
<	Prev									Next				

\* to be filled in only for the current quarter meetings

Details of Cyber see	urity incidence
Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents	No
during the quarter	
Other details of cyber security incidence or breaches or loss of data event	Add Notes
Number of cyber security incidence or breaches or loss of data event	
occurred during the quarter	
Sr. Date of the event	Brief details of the event

Home	Validate
------	----------

	Annexure 1			
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		

#### Home Validate

	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		
Prev		Next		

#### Prev

	Annexure 1		
Sr	Subject	Compliance status	
1	Name of signatory	Deepak C S	
2	Designation	Company Secretary and Compliance Officer	

# Home Validate

Signatory Details		
Name of signatory	Deepak C S	
Designation of person	Company Secretary and Compliance Officer	
Place	Hyderabad	
Date	19-04-2025	

Prev



# Notes to Corporate Governance Report for the quarter ended March 31, 2025

The Company has three series of NCDs listed on BSE having Scrip Codes: 974419, 974657 and 975575. However, in the format of Corporate Governance report (CGR) only one Scrip Code (974419) is prefilled. Hence, the three scrip codes are mentioned in the covering letter.

# Annexure-1 (I). Composition of Board of Directors and (II) Composition of Committees

- 1. 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 of counting the number of directorships. Accordingly, GMR Hyderabad International Airport Limited (Reporting Company) and other High Value Debt Listed Entities (Not being an Equity Listed Company) are NOT considered for calculating the number of directorships for all the directors.
- 2. In terms of Regulation 16 of SEBI LODR Regulations all the non-executive directors of the Company have been treated as Independent Directors. Accordingly the following Directors have been categorised as Independent Directors:
  - 1. Mr. Srinivas Bommidala
  - 2. Mr. Grandhi Kiran Kumar
  - 3. Mr. BVN Rao
  - 4. Mr. Saurabh Chawla
  - 5. Mr. K. Ramakrishna Rao, IAS
  - 6. Mr. Vikas Raj, IAS
  - 7. Mr. C. Prasanna
  - 8. Mr. Sethuraman Radhakrishnan
  - 9. Mr. Joyanta Chakraborty
  - 10. Mr. Antoine Crombez (Mr. Pierre Etienne Mathely is Alternate Director to Mr. Antoine Crombez)
  - 11. Mr. Alexis Riols
- 3. The total number of Directors of the Company are 17 as on March 31, 2025.
- 4. 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, on account of they being Public Companies and not High Value Debt Listed entities.

#### GMR HYDERABAD INTERNATIONAL AIRPORT LIMITED

Regd. Office: GMR Aero Towers, Rajiv Gandhi International Airport, Shamshabad, Hyderabad - 500108, Telangana State, India CIN: U62100TG2002PLC040118 | T +91 40 67394099/67393903/67395000 F +91 40 67393228 | W www.hyderabad.aero



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

While calculating "No. of Independent Directors attending the meeting", we have not considered all the Non-Executive Directors, but have only considered Independent Directors who are meeting the independence criteria as per the provisions of the Companies Act, 2013.

While calculating the number of Memberships in Audit/ Stakeholders Relationship Committee(s) for Alternate Director, we have considered it as it is held by Original Director.

# Annexure-1 (VI) Affirmations

The previous CGR for the quarter ended December 31, 2024 was placed before the Board of Directors of the Company in its meeting held on January 24, 2025. This CGR for the quarter ended March 31, 2025 will be placed in the ensuing Board Meeting.

#### GMR HYDERABAD INTERNATIONAL AIRPORT LIMITED

Regd. Office: GMR Aero Towers, Rajiv Gandhi International Airport, Shamshabad, Hyderabad - 500108, Telangana State, India CIN: U62100TG2002PLC040118 | T +91 40 67394099/67393903/67395000 F +91 40 67393228 | W www.hyderabad.aero

Image: Second Structure
Image: Second Structure</t