



Regd. Office: GMR Aero Towers, Rajiv Gandhi International Airport, Shamshabad, Hyderabad 500 108, Telangana State, India CIN U62100TG2002PLC040118 T +91 40 67394099/67393903/67395000 F +91 40 67393228 W www.hyderabad.aero

Date: April 20, 2023

BSE Limited 1" 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 March 31, 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 March 31, 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

man

Kiran Kumar Manikwar Company Secretary & Compliance Officer



Encls : Corporate Governance Report for the quarter ended March 31, 2023.

Home

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General information abo	ut company
Scrip code	974419
NSE Symbol	Not Applicable
MSEI Symbol	Not Applicable
ISIN	INE802J07019
Name of the entity	GMR Hyderabad International Airport
Date of start of financial year	01-04-2022
Date of end of financial year	31-03-2023
Reporting Quarter	Quarterly
Date of Report	31-03-2023
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Any other

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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 ap mandatorily filled for every Committee. 2. Date of Appointment can be any day upto Septem 3. Date of Cessation must be for the current quarter to September 30.2022

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Audit	Committee	Details	
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			Whether the Audit Committee has a Regular Chairperson				
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		
з	02683483	Madhu Ramachandra Rao	Non-Executive - Independent Director	Member	28-04-2021		
4	01976832	Bijal Tushar Alinkya	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		Statistic onia					
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Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be prefilled automatically

			Whether the Nomination and rea	muneration committee has a Regular Chairperson	Yes		
51	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	1,7-07-2010		
5	02683483	Madhu Ramachandra Rao	Non-Executive - Independent Director	Member	28-04-2021		011
6	09069083	Antoine Roger Bernard Crombez	Non-Executive - Non Independent Director	Member	28-04-2021		
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Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be prefilled automatically

			Whether the Stakeholders R	elationship 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		
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	(*)		Whether the Risk M	anagement 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	G. B. S. 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		SGK Kishore	Executive Director (Sr. Management)	Member	20-01-2023		
6		Pradeep Panicker	Chief Executive Officer (Sr. Management)	Member	20-01-2023		
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Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be prefilled automatically



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			Whether the Corporate Social Re-	sponsibility Committee has a Regular Chairperson	Yes	and permitted	
ST	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		
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Other	Commîttee					
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks
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ш.	Meeting of Board of Directors		The Menade				
10	Disclosure of notes on meeting of board of direct	ctors explanatory	Add No	tes		ny <u>deny</u> de deux	
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 th meeting*
	Add Delete						
1	20-10-2022			Yes	17	14	
2	20-01-2023			Yes	17	14	
3	24-03-2023	62		Yes	17	11	

* to be filled in only for the current quarter meetings



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					An	nexure 1			Contraction of the second	
					IV. Meet	ing of Committees				
_				Disclosure o	of notes on meeting	of committees explanatory	Add Not	es		
Sr	Name of Committee	Dato(s) of meeting (Enter dates of Previous quarter and Current quarter in shronological order)	Maximum gep between any two consecutive (in number of days)	Name of other committee	Reson 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 then Board of Directors)
	Add Delete		1 1					1.		
1	Audit Committee	17-10-2022	50			Yes	7	7	4	
2	Audit Committee	20-01-2023	94			Yes	7	7	4	
3	Audit Committee	24-03-2023	62			Yes	7	7	4	
0.01	committee	20-01-2023				Ves	6	5	3	
5	Risk Management Committee	24-03-2023	62			Yes	4	1	0	
	Committee	29-03-2023	4			Yes	4			

* to be filled in only for the current quarter meetings



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	Annexure 1		
	V. Related Party Transactions		
Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may b 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 relate	d party transactions	Add Notes
	Disclosure of notes of material transactio	n with related party	Add Notes
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1	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
з	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 antitles)	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

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

nternationa Auderaban (Hyderabad) 10 0 *

	Signatory Details
Name of signatory	Kiran Kumar Manikwar
Designation of person	Company Secretary and Compliance Officer
Place	Hyderabad
Date	20-04-2023

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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.
- 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 would be considered as 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 (II) Composition of Committees:

The Company in its Board Meeting held on January 20, 2023 had constituted the Risk Management & Environment, Social and Governance Committee and reconstituted the Stakeholder Relationship Committee in line with requirements of SEBI LODR Regulations.

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 December 31, 2022 was placed before the Board of Directors of the Company in its meeting held on January 20, 2023. This CGR for quarter ended March 31, 2023 will be placed in the ensuing Board Meeting.

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