

Date: January 19, 2023

BSE Limited  
1<sup>st</sup> Floor, New Trading Ring  
Phiroze Jeejeebhoy Towers,  
Dalal Street  
MUMBAI – 400001

BSE Scrip Code: 974419

Dear Sir/ Madam,

Sub: Submission of Corporate Governance Report for the quarter ended December 31, 2022 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 December 31, 2022 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 December 31, 2022.

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### General information about company

Scrip code	974419
NSE Symbol	
MSEI Symbol	
ISIN	INE802J07019
Name of the entity	GMR Hyderabad International Airport Limited
Date of start of financial year	01-04-2022
Date of end of financial year	31-03-2023
Reporting Quarter	Quarterly
Date of Report	31-12-2022
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Any other

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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 Manager/Chairperson		Whether Chairperson related to Promoter		Disqualification of Directors under section 168 of the Companies Act, 2013																	
				Yes		No																			
Sr	Dir. ID / Sr.	Name of the Director	PAN	DIR	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	Source of director (in rupees)	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 17(1C) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 24(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
1	Mr	G. M. Rao	AUUPS584C	0074143	Executive Director	Chairman		01-07-1949	No				Active	NA		29-10-2003			230.00	2	0	0	0		
2	Mr	G. B. S. Reddy	AGAP01109S	00063866	Executive Director	Not Applicable	MD	22-06-1928	No				Active	NA		01-06-2018			33.00	1	0	2	0		
3	Mr	Srinivas Bommidi	ADVP7296SL	00061464	Non-Executive - Non Independent Director	Not Applicable		01-08-1963	No				Active	NA		08-07-2006			198.00	2	0	2	0		
4	Mr	Srinivas Kiran Kumar	ADUP03047H	00061060	Non-Executive - Non Independent Director	Not Applicable		13-09-1973	No				Active	NA		28-10-2009			700.00	2	0	3	1		
5	Mr	Ramakrishna Rao Kudali	AGKX3372W	01143824	Non-Executive - Non Independent Director	Not Applicable		10-08-1983	No				Active	NA		27-04-2018			80.00	0	0	1	0		
6	Mr	Tarekhan	ADFP15732W	00063592	Non-Executive - Non Independent Director	Not Applicable		25-05-1967	No				Active	NA		20-01-2017			71.00	0	0	0	0		
7	Mr	Prasanna Challa	AANPC0147H	01631200	Non-Executive - Non Independent Director	Not Applicable		20-08-1969	No				Active	NA		17-07-2010			189.00	0	0	1	0		
8	Mr	H Dora	AASPH1876R	02281200	Non-Executive - Non Independent Director	Not Applicable		10-04-1943	No				Active	NA		14-03-2009			166.00	0	0	0	0		
9	Mr	Chandrababu Prasad	AAPR0020P	01870207	Non-Executive - Non Independent Director	Not Applicable		30-01-1965	No				Active	NA		06-01-2022			12.00	0	0	0	0		
10	Mr	Satish Rao Ananthakum	AAPR1562T	00063333	Non-Executive - Non Independent Director	Not Applicable		08-11-1960	No				Active	NA		14-09-2021			38.00	1	1	4	4		
11	Mr	Mandaram Ramachandram	ADQP72707R	01572358	Non-Executive - Non Independent Director	Not Applicable		14-06-1960	No				Active	NA		15-09-2011			39.00	1	1	10	3		
12	Mr	Nagi Subbarao	AAPR03081G	01978832	Non-Executive - Non Independent Director	Not Applicable		22-09-1976	No				Active	NA		15-09-2022			4.00	1	1	3	1		
13	Mr	Madhu Ramachandra Rao	AHBP03255Q	02683483	Non-Executive - Non Independent Director	Not Applicable		20-12-1951	No				Active	NA		02-07-2018			54.00	2	2	5	3		
14	Mr	Jayashree Chakraborty	AAPR02671P	09090219	Non-Executive - Non Independent Director	Not Applicable		01-09-1940	No				Active	NA		18-08-2021			22.00	0	0	0	0		
15	Mr	Amitabh Raju Bannard Coombar	CMPP0543D	09060083	Non-Executive - Non Independent Director	Not Applicable		31-12-1987	No				Active	NA		28-04-2021			20.00	0	0	0	0		
16	Mr	Chandrasekhar	09151518		Non-Executive - Non Independent Director	Not Applicable		20-09-1980	No				Active	NA		28-04-2021			20.00	0	0	1	0	6	
17	Mr	Manoj Kumar Maheshwari	09479518		Non-Executive - Non Independent Director	Not Applicable		25-08-1966	No				Active	NA		02-02-2022			11.00	0	0	0	0	7	



[Home](#)[Validate](#)**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) 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 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	05148824	Ramakrishna Rao Kudligi	Non-Executive - Non Independent Director	Member	04-05-2017		
4	01976832	Bijal Tushar Ajinkya	Non-Executive - Independent Director	Member	30-09-2022		
5	01630300	Prasanna Challa	Non-Executive - Non Independent Director	Member	17-07-2010		
6	02683483	Madhu Ramachandra Rao	Non-Executive - Independent Director	Member	28-04-2021		
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							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1							
2							
3							
4							
5							
6							
7							
8							
9							
10							

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson					No		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1							
2							
3							
4							
5							
6							
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							
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	02683483	Madhu Ramachandra Rao	Share Allotment and Transfer Committee	Non-Executive - Independent Director	Chairperson	
2	01630300	Prasanna Challa	Share Allotment and Transfer Committee	Non-Executive - Non Independent Director	Member	
3	08826067	Dharmendra Bhojwani	Share Allotment and Transfer Committee	Non-Executive - Non Independent Director	Member	
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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*
	<a href="#">Add</a>	<a href="#">Delete</a>					
1	28-04-2022			Yes	17	16	4
2	18-07-2022	80		Yes	17	15	4
3	20-10-2022	93		Yes	17	14	4

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



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## 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 as on date of the meeting	Number of Directors (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	28-04-2022				Yes	7	7	4	0
2	Audit Committee	18-07-2022	80			Yes	7	7	4	0
3	Audit Committee	17-10-2022	90			Yes	7	7	4	0
4	Nomination and remuneration committee	28-04-2022				Yes	6	4	3	0
5	Nomination and remuneration committee	18-07-2022	80			Yes	6	6	3	0
6	Corporate Social Responsibility Committee	28-04-2022				Yes	3	2	1	0

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\* 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 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 <b>a. Audit Committee</b>	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <b>b. Nomination &amp; remuneration committee</b>	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <b>c. Stakeholders relationship committee</b>	No
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <b>d. Risk management committee (applicable to the top 1000 listed entities)</b>	No
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.	No
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.	No
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	No
9	<b>Any comments/observations/advice of Board of Directors may be mentioned here:</b>	<a href="#">Add Notes</a>

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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	19-01-2023

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Notes:

**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 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 deemed public company as per the provisions of Companies Act, 2013.
4. As per Regulation 23(1A) of SEBI LODR Regulations, No listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to the effect, in which case the explanatory statement annexed to the notice for such motion shall indicate the Justification for appointment such person.

However, Mr. H.J. Dora, a Non-executive director of the Company is aged above Seventy Five Years. The Company's Non-Convertible Debentures are listed on BSE Limited with effect from December 14, 2022, and thereafter, no General Meeting of the Company has taken place till December 31, 2022. The Company will pass a special resolution to this effect in its ensuing General Meeting, which is likely to be held before end of March 2023.



Notes:

**Annexure-1 - II. Composition of Committees:**

Since the Company had received listing approval from BSE Limited on December 14, 2022, and thereafter, no Board Meeting of the Company has taken place till December 31, 2022. The existing Audit Committee and Nomination & Remuneration Committee are in line with SEBI LODR Regulations. The Risk Management & ESG Committee and Stakeholders Grievances Committee will be constituted / reconstituted in line with requirements of SEBI LODR Regulations, in the next Board Meeting of the Company.

Further, the provisions of SEBI LODR Regulations shall be applicable to a 'high value debt listed entity' on a 'comply or explain' basis until March 31, 2023 and on a mandatory basis thereafter.

Further, we have considered Regular Chairperson as the person who has been specifically designated as such for the specific committees.

**Annexure-1 - III. Meetings of Board of Directors :**

As per report, the "Date(s) of the board meetings (enter dates of Previous quarter and Current quarter in chronological order) are to be mentioned. The Company's Non-Convertible Debentures are listed on BSE Limited with effect from December 14, 2022. However, the dates of board meetings held in all the previous quarters in the financial year 2022-23 and the current quarter are mentioned.

**Annexure-1 - IV. Meetings of Committees:**

As per report, the "Date(s) of the committee meetings (enter dates of Previous quarter and Current quarter in chronological order) are to be mentioned. The Company's Non-Convertible Debentures are listed on BSE Limited with effect from December 14, 2022. However, the dates of board meetings held in all the previous quarters in the financial year 2022-23 and the current quarter are mentioned.

**Annexure-1 - VI. Affirmations :**

The Company's Non-Convertible Debentures are listed on BSE Limited with effect from December 14, 2022.

Point No. 6:

The Committee Members will be made aware of their powers, role and responsibilities as specified in SEBI LODR Regulations

Point No.7 :

The meetings of the Board of Director and the Committee Meetings will be conducted in the manner as specified in SEBI LODR Regulations.

Point No.8 :

The Corporate Governance report for the quarter ended December 31, 2022 will be placed before the Board in its ensuing meeting.

