

Date: April 20, 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 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


Kiran Kumar Manikwar
Company Secretary & Compliance Officer



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

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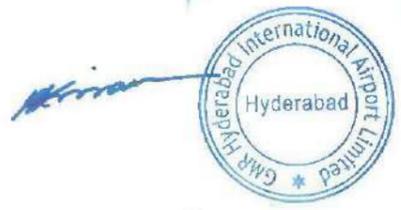
General information about company

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	01-04-2022
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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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 (optional) Whether the listed entity has a Regular Chairperson Whether Chairperson is related to the CEO																		Add Notes Yes No								
Sl. No.	Tid. No. of MS	Name of the Director	FAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Disqualification of Director under section 164 of the Companies Act, 2013			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 27A of Listing Regulations)	No. of Independent Directorships in listed entities including this listed entity (Refer Regulation 27A(1) of Listing Regulations)	No. of non-Independent Directorships in Audit Committee including this listed entity (Refer Regulation 28(1) of Listing Regulations)	No. of non-Independent Directorships in Remuneration Committee including this listed entity (Refer Regulation 29(1) of Listing Regulations)	No. of non-Independent Directorships in Stakeholder Committee including this listed entity (Refer Regulation 30(1) of Listing Regulations)	Notes for not providing FAN	Notes for not providing DIN
										Next Date of re-appointment	End Date of Disqualification	Details of Disqualification														
1	Mr.	Ganesh Mahalingam Rao	AAU6368K	05374002	Executive Director	Chairperson		01-07-1945	No				Active	NA		29-20-2019	01-07-2021		219.63	2	0	0	0	0		
2	Mr.	Bhaskar Rajendran	AGN61109G	00661076	Executive Director	Not Applicable	NR	22-06-1978	No				Active	NA		01-04-2018	01-07-2021		57.55	1	0	1	0	0		
3	Mr.	Prakash Kumar	ADN61945L	00661074	Non-Executive - Man	Not Applicable		01-03-1951	No				Active	NA		28-07-2006			200.74	2	0	1	0	0		
4	Mr.	Ravi Kumar	SEFD046D	00001659	Executive Director	Not Applicable		01-09-1972	No				Active	NA		05-10-2003			103.01	1	0	1	0	0		
5	Mr.	Sanjay Kumar	AGN61109G	00148524	Non-Executive - Man	Not Applicable		00-09-1965	No				Active	NA		22-04-2014			87.04	0	0	1	0	0		
6	Mr.	Jayesh Gupta	AGN61109G	00070322	Non-Executive - Man	Not Applicable		25-09-1967	No				Active	NA		20-09-2017			74.38	0	0	0	0	0		
7	Mr.	Prakash Challa	AGN61109G	00661070	Non-Executive - Man	Not Applicable		00-08-1983	No				Active	NA		07-02-2010			102.46	0	0	0	0	0		
8	Mr.	Sanjay Kumar	AGN61109G	00661070	Non-Executive - Man	Not Applicable		00-04-1943	No				Active	Yes	15-02-2020	04-07-2004			155.67	0	0	1	0	0		
9	Mr.	Shamir Khan	AGN61109G	00661070	Non-Executive - Man	Not Applicable		08-02-2001	No				Active	NA		06-01-2017			14.15	0	0	0	0	0		
10	Mr.	Srinivas Kumar	AGN61109G	00661070	Non-Executive - Man	Not Applicable		04-11-1960	No				Active	NA		09-04-2011			16.48	1	0	1	0	0		
11	Mr.	Manoj Kumar	AGN61109G	00661070	Non-Executive - Man	Not Applicable		14-05-1959	No				Active	NA		19-08-2011			16.46	1	1	0	0	0		
12	Mr.	Ravi Kumar	AGN61109G	00661070	Non-Executive - Man	Not Applicable		22-07-1974	No				Active	NA		18-02-2001			5.87	1	1	0	0	0		
13	Mr.	Madhu Kumar	AGN61109G	00661070	Non-Executive - Man	Not Applicable		22-12-1951	No				Active	NA		02-07-2004	05-09-2012		55.38	2	0	0	0	0		
14	Mr.	Sanjay Kumar	AGN61109G	00661070	Non-Executive - Man	Not Applicable		01-09-1961	No				Active	NA		18-09-2001			74.43	0	0	0	0	0		
15	Mr.	Sanjay Kumar	AGN61109G	00661070	Non-Executive - Man	Not Applicable		01-04-1987	No				Active	NA		20-08-2001			25.01	0	0	0	0	0		
16	Mr.	Sanjay Kumar	AGN61109G	00661070	Non-Executive - Man	Not Applicable		20-09-1940	No				Active	NA		18-04-2001			21.66	0	0	0	0	0		
17	Mr.	Sanjay Kumar	AGN61109G	00661070	Non-Executive - Man	Not Applicable		29-09-1968	No				Active	NA		08-09-2002			14.83	0	0	0	0	0		



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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	25-09-2022		
2	01573258	Mundayat Ramachandran	Non-Executive - Independent Director	Member	25-09-2022		
3	02683483	Madhu Ramachandra Rao	Non-Executive - Independent Director	Member	28-04-2021		
4	01976832	Bijai 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	25-09-2022		
2	00082313	Subba Rao Amarthaluru	Non-Executive - Independent Director	Member	25-09-2022		
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							
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Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be pre-filled 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	Hantimanthu 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	G. B. S. Raju	Executive Director	Chairperson	20-01-2023		
2	00082913	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 pre-filled 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	00082813	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						
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Annexure 1

III. Meeting of Board of Directors

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	20-10-2022			Yes	17	14	4
2	20-01-2023	91		Yes	17	14	4
3	24-03-2023	62		Yes	17	11	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 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)
Add		Delete								
1	Audit Committee	17-10-2022	90			Yes	7	7	4	0
2	Audit Committee	20-01-2023	94			Yes	7	7	4	0
3	Audit Committee	24-03-2023	62			Yes	7	7	4	0
4	Administration and Remuneration committee	20-01-2023				Yes	6	5	3	0
5	Risk Management Committee	24-03-2023	62			Yes	4	1	0	1
6	Stakeholders relationship Committee	23-03-2023	4			Yes	4	3	1	0

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* to be filled in only for the current quarter meetings



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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	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.
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 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.