

Date: January 19, 2024

BSE Limited  
1<sup>st</sup> 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 December 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 December 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 December 31, 2023.

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| General information about company                              |   |
|--|---|
| Scrip code   | 974419                                      |
| NSE Symbol   | Not Applicable                              |
| MSEI Symbol  | Not Applicable                              |
| ISIN   | INE802I07019                                |
| 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   | 31-12-2023                                  |
| 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 explanation       |                | Add Notes                     |            |          |  |                        |                        |               |                                       |                                |                              |                             |                |   |                                    |                             |                        |                   |                              |   |  |  |   |                             |                             |
|--|----------------|-------------------------------|------------|----------|--|------------------------|------------------------|---------------|---------------------------------------|--------------------------------|------------------------------|-----------------------------|----------------|---|------------------------------------|-----------------------------|------------------------|-------------------|------------------------------|---|--|--|---|-----------------------------|-----------------------------|
| Whether the listed entity has a Regular Chairperson                        |                | Yes                           |            |          |  |                        |                        |               |                                       |                                |                              |                             |                |   |                                    |                             |                        |                   |                              |   |  |  |   |                             |                             |
| Whether Chairperson is related to CEO or CFO                               |                | Yes                           |            |          |  |                        |                        |               |                                       |                                |                              |                             |                |   |                                    |                             |                        |                   |                              |   |  |  |   |                             |                             |
| Disqualification of Directors under section 164 of the Companies Act, 2013 |                |                               |            |          |  |                        |                        |               |                                       |                                |                              |                             |                |   |                                    |                             |                        |                   |                              |   |  |  |   |                             |                             |
| Sr   | Title (Mr./Ms) | Name of the Director          | PAN        | DIN      | Categor 1 of directors                   | Categor 2 of directors | Categor 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(2) of Listing Regulation) | Date of passing special resolution | Initial Date of appointment | Date of Re-appointment | Date of cessation | Tenure of office (in months) | No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulation) | No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(2) of Listing Regulation) | Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 17(2) of Listing Regulation) | No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 17(2) of Listing Regulation) | Notes for not providing PAN | Notes for not providing DIN |
| 1  | Mr             | Grandhi Mallikarjun Rao       | AAUPS56UC  | 0074243  | Executive Director                       | Chairperson            |                        | 01-07-1949    | No                                    |                                |                              |                             | Active         | NA  |                                    | 29-10-2003                  | 01-06-2021             |                   | 289.05                       | 2   | 0  | 0  | 0   |                             |                             |
| 2  | Mr             | Burli Jayash Raju Grandhi     | AGAPG1108G | 00061596 | Executive Director                       | Not Applicable         | MD                     | 24-06-1974    | No                                    |                                |                              |                             | Active         | NA  |                                    | 01-06-2018                  | 01-06-2021             |                   | 63.97                        | 1   | 0  | 1  | 0   |                             |                             |
| 3  | Mr             | Govind Bommala                | ADAP9288L  | 00061464 | Non-Executive - Non Independent Director | Not Applicable         |                        | 01-01-1963    | No                                    |                                |                              |                             | Active         | NA  |                                    | 08-07-2006                  |                        |                   | 200.75                       | 2   | 0  | 1  | 0   |                             |                             |
| 4  | Mr             | Ekanagar Grandhi              | ADUPG1647B | 00061589 | Non-Executive - Non Independent Director | Not Applicable         |                        | 18-09-1975    | No                                    |                                |                              |                             | Active         | NA  |                                    | 29-10-2003                  |                        |                   | 220.05                       | 2   | 0  | 1  | 1   |                             |                             |
| 5  | Mr             | Ramakrishna Rao Kuffel        | AGXP9327D  | 00144814 | Non-Executive - Non Independent Director | Not Applicable         |                        | 30-09-1963    | No                                    |                                |                              |                             | Active         | NA  |                                    | 27-04-2016                  |                        |                   | 89.16                        | 0   | 0  | 1  | 0   |                             |                             |
| 6  | Mr             | Aravind Razdan                | ADDFH792F  | 00003692 | Non-Executive - Non Independent Director | Not Applicable         |                        | 25-09-1967    | No                                    |                                |                              |                             | Active         | NA  |                                    | 30-01-2017                  |                        |                   | 30.30                        | 0   | 0  | 0  | 0   |                             |                             |
| 7  | Mr             | Prasanna Challa               | AAAC9149D  | 01803300 | Non-Executive - Non Independent Director | Not Applicable         |                        | 20-08-1960    | No                                    |                                |                              |                             | Active         | NA  |                                    | 17-07-2010                  |                        |                   | 156.46                       | 0   | 0  | 3  | 0   |                             |                             |
| 8  | Mr             | Haamantika Jagannayakula Dora | AASTH1828R | 02385200 | Non-Executive - Non Independent Director | Not Applicable         |                        | 16-04-1941    | No                                    |                                |                              |                             | Active         | Yes   | 16-07-2013                         | 14-03-2009                  |                        |                   | 174.55                       | 0   | 0  | 1  | 0   |                             |                             |
| 9  | Mr             | Charmendra Shrivastav         | AAEHC620F  | 0837007  | Non-Executive - Non Independent Director | Not Applicable         |                        | 10-01-1965    | No                                    |                                |                              |                             | Active         | NA  |                                    | 06-01-2012                  |                        |                   | 26.76                        | 0   | 0  | 1  | 0   |                             |                             |
| 10   | Mr             | Subha Rao Amrathapur          | ABPA1512F  | 00087313 | Non-Executive - Independent Director     | Not Applicable         |                        | 04-11-1969    | No                                    |                                |                              |                             | Active         | NA  |                                    | 13-09-2014                  |                        |                   | 24.48                        | 1   | 1  | 7  | 5   |                             |                             |
| 11   | Mr             | Mhendraj Ramachandran         | ADDF1702B  | 01871354 | Non-Executive - Independent Director     | Not Applicable         |                        | 14-06-1950    | No                                    |                                |                              |                             | Active         | NA  |                                    | 11-09-2011                  |                        |                   | 24.48                        | 1   | 1  | 10   | 3   |                             |                             |
| 12   | Mr             | Bhal Tejash Arora             | ADBP0818V  | 01870812 | Non-Executive - Independent Director     | Not Applicable         |                        | 22-07-1976    | No                                    |                                |                              |                             | Active         | NA  |                                    | 12-09-2012                  |                        |                   | 12.88                        | 1   | 1  | 4  | 1   |                             |                             |
| 13   | Mr             | Madhu Ramachandra Rao         | AHBM5215Q  | 02682483 | Non-Executive - Independent Director     | Not Applicable         |                        | 23-12-1951    | No                                    |                                |                              |                             | Active         | NA  |                                    | 02-07-2015                  | 15-09-2012             |                   | 62.95                        | 2   | 2  | 7  | 4   |                             |                             |
| 14   | Mr             | Jayanta Chakraborty           | AFDC5672F  | 00009010 | Non-Executive - Non Independent Director | Not Applicable         |                        | 01-09-1980    | No                                    |                                |                              |                             | Active         | NA  |                                    | 16-01-2011                  |                        |                   | 30.49                        | 0   | 0  | 0  | 0   |                             |                             |
| 15   | Mr             | Angela Rose Bernard Crombez   | GMPG0843D  | 09060038 | Non-Executive - Non Independent Director | Not Applicable         |                        | 31-12-1967    | No                                    |                                |                              |                             | Active         | NA  |                                    | 28-04-2011                  |                        |                   | 29.08                        | 0   | 0  | 1  | 0   |                             |                             |
| 16   | Mr             | Carillo Perez Perez           | ZZZZ9999E  | 09151518 | Non-Executive - Non Independent Director | Not Applicable         |                        | 20-09-1980    | No                                    |                                |                              |                             | Active         | NA  |                                    | 28-04-2011                  |                        |                   | 29.08                        | 0   | 0  | 1  | 0   |                             |                             |
| 17   | Mr             | Iskander Khalid bin Mahmood   | ZZZZ9999E  | 08479510 | Non-Executive - Non Independent Director | Not Applicable         |                        | 25-08-1960    | No                                    |                                |                              |                             | Active         | NA  |                                    | 02-02-2012                  |                        |                   | 19.83                        | 0   | 0  | 0  | 0   |                             |                             |



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## Annexure 1

## II. Composition of Committees

Disclosure of notes on composition of committees explanatory

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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   | 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  |            |                               |  |                         |                     |                   |         |

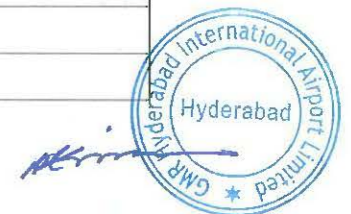
### Risk Management Committee

| 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   | 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   |            | 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  |  |  |  |  |  |  |
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| 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               |            |                           |                         |                         |                         |         |
| 6               |            |                           |                         |                         |                         |         |
| 7               |            |                           |                         |                         |                         |         |
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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  | 27-07-2023  |   |                              |  |   |   |   |
| 2  | 25-08-2023  | 28  |                              |  |   |   |   |
| 3  | 20-10-2023  | 55  |                              | Yes  | 17  | 13  | 4   |

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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) |
|----|---------------------------------------|---|---|-------------------------|-------------------------------|--|--|--|---|--|
| 1  | Audit Committee                       | 27-07-2023  |   |                         |                               |  |  |  |   |  |
| 2  | Audit Committee                       | 20-10-2023  | 84  |                         |                               | Yes  | 7  | 5  | 4   | 0  |
| 3  | Nomination and remuneration committee | 27-07-2023  |   |                         |                               |  |  |  |   |  |
| 4  | Risk Management Committee             | 13-09-2023  | 47  |                         |                               |  |  |  |   |  |

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| Annexure 1   |  |                               |  |
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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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| Details of Cyber security 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 during the quarter |  |                            | No |
| Date of the event  |  | Brief details of the event |    |

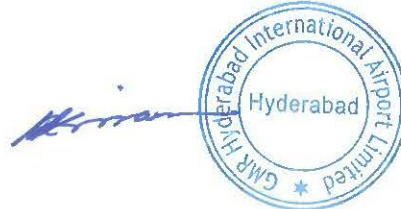


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| Annexure 1       |   |                            |
|------------------|---|----------------------------|
| VI. Affirmations |   |                            |
| Sr               | Subject   | Compliance status (Yes/No) |
| 1                | The 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<br><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.<br><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.<br><b>c. Stakeholders relationship committee</b>                                    | Yes                        |
| 5                | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015.<br><b>d. Risk management committee (applicable to the top 1000 listed entities)</b> | 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:   | <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                  | 19-01-2024                               |

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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 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), 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.

### **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 previous CGR for the quarter ended September 30, 2023 was placed before the Board of Directors of the Company in its meeting held on October 20, 2023. This CGR for quarter ended December 31, 2023 will be placed in the ensuing Board Meeting schedule on January 22, 2024

