

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



सत्यमेव जयते

Annual Return (other than OPCs and Small Companies)

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

U62100TG2002PLC040118

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AABCH3448M

(ii) (a) Name of the company

GMR HYDERABAD INTERNATIC

(b) Registered office address

GMR Aero Towers,
Rajiv Gandhi International Airport,
Shamshabad
Hyderabad
Telangana
500100

(c) *e-mail ID of the company

Manikwar.KiranKumar@gmrgr

(d) *Telephone number with STD code

04067393260

(e) Website

hyderabad.aero

(iii) Date of Incorporation

17/12/2002

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes No

(vi) *Whether shares listed on recognized Stock Exchange(s)

Yes No

(b) CIN of the Registrar and Transfer Agent

U72400TG2017PLC117649

Pre-fill

Name of the Registrar and Transfer Agent

KFIN TECHNOLOGIES LIMITED

Registered office address of the Registrar and Transfer Agents

Selenium, Tower B, Plot No- 31 & 32,
Financial District, Nanakramguda, Serilingampally

(vii) *Financial year From date 01/04/2021 (DD/MM/YYYY) To date 31/03/2022 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held Yes No

(a) If yes, date of AGM 15/09/2022

(b) Due date of AGM 30/09/2022

(c) Whether any extension for AGM granted Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	H	Transport and storage	H4	Air transport	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given

12

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	GMR ENTERPRISES PRIVATE LIM	U74900TN2007PTC102389	Holding	0
2	GMR INFRASTRUCTURE LIMITE	L45203MH1996PLC281138	Holding	0
3	GMR AIRPORTS LIMITED	U65999HR1992PLC101718	Holding	63
4	GMR HYDERABAD AEROTROP	U45400TG2007PLC054827	Subsidiary	100
5	GMR HYDERABAD AVIATION S	U45209TG2007PLC056527	Subsidiary	100
6	GMR HOSPITALITY AND RETAIL	U52100TG2008PLC060866	Subsidiary	100
7	GMR AIR CARGO AND AEROSP	U45201TG2008PLC067141	Subsidiary	100

8	GMR AERO TECHNIC LIMITED	U35122TG2010PLC070489	Subsidiary	100
9	GMR HYDERABAD AIRPORT AS	U70109TG2020PLC146262	Subsidiary	100
10	LAQSHYA HYDERABAD AIRPOI	U74300MH2007PTC176612	Joint Venture	49
11	DIGI YATRA FOUNDATION	U63030DL2019NPL346327	Joint Venture	14.8
12	ESR GMR LOGISTICS PARK PRIV	U70109TG2018PTC129207	Associate	30

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	400,000,000	378,000,000	378,000,000	378,000,000
Total amount of equity shares (in Rupees)	4,000,000,000	3,780,000,000	3,780,000,000	3,780,000,000

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	400,000,000	378,000,000	378,000,000	378,000,000
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	4,000,000,000	3,780,000,000	3,780,000,000	3,780,000,000

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
Equity shares						
At the beginning of the year	0	378,000,000	378000000	3,780,000,000	3,780,000,000	
Increase during the year	0	0	0	0	0	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	0	378,000,000	378000000	3,780,000,000	3,780,000,000	
Preference shares						

At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

(ii) Details of stock split/consolidation during the year (for each class of shares)

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

Nil

[Details being provided in a CD/Digital Media]

Yes

No

Not Applicable

Separate sheet attached for details of transfers

Yes

No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting			
Date of registration of transfer (Date Month Year)			
Type of transfer		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	
Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			
Transferee's Name			
	Surname	middle name	first name
Date of registration of transfer (Date Month Year)			
Type of transfer		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	

Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			
Transferee's Name			
	Surname	middle name	first name

(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			0

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

3

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
4.25% Senior Secured	1,750	USD 200000	350,000,000	USD 200000	350,000,000
4.75% Senior Secured	1,500	USD 200000	300,000,000	USD 200000	300,000,000
5.375% Senior Secured	1,500	USD 200000	300,000,000	USD 200000	300,000,000
Total	4,750		950,000,000		950,000,000

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

6,736,800,000

(ii) Net worth of the Company

18,535,600,000

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	1	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	238,139,999	63	0	
10.	Others		0	0	
	Total	238,140,000	63	0	0

Total number of shareholders (promoters)

7

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity	Preference
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		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	49,140,000	13	0	
	(ii) State Government	49,140,000	13	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others (Foreign Bodies Corporate)	41,580,000	11	0	
	Total	139,860,000	37	0	0

Total number of shareholders (other than promoters)

4

**Total number of shareholders (Promoters+Public/
Other than promoters)**

11

VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year		At the end of the year	
Promoters	7		7	
Members (other than promoters)	4		4	
Debenture holders	0		0	

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	0	0	0	0	0	0
B. Non-Promoter	2	13	2	15	0	0
(i) Non-Independent	2	9	2	11	0	0
(ii) Independent	0	4	0	4	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	2	13	2	15	0	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date 20

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
GRANDHI MALLIKARJI	00574243	Whole-time director	0	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
BUCHISANYASI RAJU	00061686	Managing Director	0	
SRINIVAS BOMMIDALA	00061464	Director	0	
KIRAN KUMAR GRANT	00061669	Director	0	
RAMAKRISHNA RAO K	05148824	Director	0	
JAYESH RANJAN	00003692	Director	0	
PRASANNA CHALLA	01630300	Director	0	
HANUMANTHU JAGAN	02385290	Director	0	
DHARMENDRA BHOJVA	08826067	Additional director	0	
SUBBA RAO AMARTHA	00082313	Director	0	
MUNDAYAT RAMACHA	01573258	Director	0	
SIVA KAMESWARI VIS	02336249	Director	0	20/08/2022
MADHU RAMACHANDI	02683483	Director	0	
JOYANTA CHAKRABO	09090219	Director	0	
ANTOINE ROGER BEF	09069083	Director	0	
CAMILO PEREZ PERE	09151518	Director	0	
ISKANDAR MIZAL BIN	09479519	Additional director	0	
PRADEEP PANICKER	ADMPP6662J	CEO	0	
ANAND KUMAR POLAI	AJGPP2387N	CFO	0	
ANUP KUMAR SAMAL	AQBPS8144A	Company Secretary	0	06/04/2022

(ii) Particulars of change in director(s) and Key managerial personnel during the year

10

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
ANTOINE ROGER BER	09069083	Additional director	28/04/2021	Appointment
CAMILO PEREZ PERE	09151518	Additional director	28/04/2021	Appointment
SUBBA RAO AMARTHA	00082313	Director	15/09/2021	Appointment
MUNDAYAT RAMACHA	01573258	Director	15/09/2021	Appointment
DHARMENDRA BHOJV	08826067	Additional director	06/01/2022	Appointment
ISKANDAR MIZAL BIN	09479519	Additional director	02/02/2022	Appointment
NANGAVARAM CHAND	00167868	Director	15/09/2021	Cessation
RAVELA SRISATYA LA	00058527	Director	15/09/2021	Cessation
MOHD SHUKRIE BIN M	08793072	Director	24/10/2021	Cessation
NARASIMHA MURTHY	07752535	Director	06/01/2022	Cessation

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

2

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
25th Extra Ordinary Genera	31/05/2021	11	11	100
18th Annual General Meetin	15/09/2021	11	10	100

B. BOARD MEETINGS

*Number of meetings held

4

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	28/04/2021	17	13	76.47
2	19/07/2021	17	13	76.47

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
3	05/11/2021	16	14	87.5
4	02/02/2022	16	12	75

C. COMMITTEE MEETINGS

Number of meetings held

8

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	28/04/2021	5	5	100
2	Audit Committee	19/07/2021	7	6	85.71
3	Audit Committee	05/11/2021	7	6	85.71
4	Audit Committee	02/02/2022	7	6	85.71
5	Nomination and Remuneration	28/04/2021	4	3	75
6	Nomination and Remuneration	19/07/2021	6	5	83.33
7	Nomination and Remuneration	16/08/2021	6	6	100
8	Corporate Social Responsibility	28/04/2021	3	3	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
1	GRANDHI MA	4	3	75	0	0	0	No
2	BUCHISANYA	4	4	100	0	0	0	No
3	SRINIVAS BO	4	2	50	0	0	0	No
4	KIRAN KUMA	4	4	100	0	0	0	No
5	RAMAKRISHN	4	3	75	4	1	25	No
6	JAYESH RAN	4	4	100	1	1	100	No

7	PRASANNA C	4	4	100	8	8	100	No
8	HANUMANTH	4	4	100	0	0	0	No
9	DHARMENDR	1	0	0	0	0	0	Yes
10	SUBBA RAO	2	2	100	2	2	100	Yes
11	MUNDAYAT F	2	2	100	2	2	100	Yes
12	SIVA KAMESH	4	3	75	4	4	100	No
13	MADHU RAM	4	4	100	5	5	100	No
14	JOYANTA CH	4	3	75	0	0	0	No
15	ANTOINE RO	4	2	50	2	2	100	No
16	CAMILO PERI	4	3	75	3	3	100	No
17	ISKANDAR M	0	0	0	0	0	0	No

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	GRANDHI MALLIK	Whole-time director	39,956,160	0	0	0	39,956,160
2	BUCHISANYASI RAJESH	Managing Director	23,998,588	0	0	0	23,998,588
	Total		63,954,748	0	0	0	63,954,748

Number of CEO, CFO and Company secretary whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	PRADEEP PANICK	CEO	26,839,296	0	0	0	26,839,296
2	ANAND KUMAR P	CFO	19,407,568	0	0	0	19,407,568
3	ANUP KUMAR SAM	Company Secretary	4,399,545	0	0	0	4,399,545
	Total		50,646,409	0	0	0	50,646,409

Number of other directors whose remuneration details to be entered

11

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
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S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	SUBBA RAO AMAR	INDEPENDENT	0	0	0	160,000	160,000
2	MUNDAYAT RAMA	INDEPENDENT	0	0	0	160,000	160,000
3	SIVA KAMESWARI	INDEPENDENT	0	0	0	280,000	280,000
4	MADHU RAMACHA	INDEPENDENT	0	0	0	320,000	320,000
5	HANUMANTHU JA	DIRECTOR	0	0	0	80,000	80,000
6	RAMAKRISHNA RA	DIRECTOR	0	0	0	80,000	80,000
7	JAYESH RANJAN	DIRECTOR	0	0	0	100,000	100,000
8	JOYANTA CHAKR	DIRECTOR	0	0	0	60,000	60,000
9	NARASIMHA MUR	DIRECTOR	0	0	0	40,000	40,000
10	RAVELA SRISATY	DIRECTOR	0	0	0	240,000	240,000
11	NANGAVARAM CH	DIRECTOR	0	0	0	220,000	220,000
	Total		0	0	0	1,740,000	1,740,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year Yes No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes No

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

SRI KRISHNA S CHINTALAPATI

Whether associate or fellow

Associate Fellow

Certificate of practice number

6262

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

Challa
Prasanna
Kumar

DIN of the director

01630300

To be digitally signed by

Kiran
Kumar
Manikwar

- Company Secretary
 Company secretary in practice

Membership number

Certificate of practice number

Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any

Attach
Attach
Attach
Attach

List of attachments

GHIAL List of Shareholders as on 31 03 20
GHIAL-MGT-8-FY-2021-22-signed.pdf
GHIAL MGT-7 2022 - Clarification.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company

GMR Hyderabad International Airport Limited

List of Shareholders as on 31st March, 2022

S. No	Name of the Shareholder	Folio No /DP ID - Client ID	No of Shares Held	Class of Shares
1.	Airports Authority of India	IN301549 - 18598256	4,91,40,000	Equity
2.	The Honorable Governor of Telangana	IN300394-19974812	4,91,40,000	Equity
3.	GMR Airports Limited (GAL) #	IN300610-10941476	18,81,39,600	Equity
		IN300167-10157624	3,10,93,254	Equity
		13900-1601390000016674	1,89,06,141	Equity
4.	MAHB (Mauritius) Private Limited	IN301022-21471467	4,15,73,540	Equity
5.	Malaysia Airports Holdings Berhad	IN300394-19994494	6,460	Equity
6.	GMR Airports Infrastructure Limited (Formerly GMR Infrastructure Limited) #	IN300610-10280921	1,000	Equity
7.	Rajesh Kumar Arora (nominee of GAL)*	IN300394-19959151	1	Equity
8.	GMR Aerostructure Services Limited (nominee of GAL)*	IN303270-10834987	1	Equity
9.	Dhruvi Securities Limited (nominee of GAL)*	IN300610-11075652	1	Equity
10.	GMR Business Process and Services Private Limited (nominee of GAL)*	IN300206-11047753	1	Equity
11.	GMR Corporate Affairs Limited (nominee of GAL)*	IN303028-72414966	1	Equity
	Total		37,80,00,000	

GMR Airports Limited (GAL) is the holding company of GMR Hyderabad International Airport Limited and GMR Airports Infrastructure Limited is the holding company of GMR Airports Limited.

* These nominee shareholders are holding shares on behalf of GMR Airports Limited.

Date: November 2, 2022

To
The Registrar of Companies
Hyderabad

Dear Sir,

Sub: Clarification with respect to information disclosed in Clause III in Form MGT-7.

We hereby submit the following clarification with respect to information disclosed in Form MGT-7 on Page 2 under Clause III on holding Companies in Sl Nos 1 and 2 :

- 1) GMR Enterprises Private Limited (GEPL) is the holding company of GMR Airports Infrastructure Limited (GIL) {formerly known as GMR Infrastructure Limited} ;
- 2) GIL is the holding company of GMR Airports Limited (GAL);
- 3) GAL is holding 23,81,39,000 equity shares (63%) along with its nominee shareholders, in GMR Hyderabad International Airport Limited (GHIAL). Further, GIL is holding 1,000 (0.00%) equity shares in GHIAL.
- 4) For the purpose of filling, under Clause III in Sl Nos. 1 and 2 as to "% of shares held" in the said form, we have considered the "Zero" number of shares held by GEPL and GIL, as there is no concept of taking effective holding of shares in the law.

Kindly take on record the e-form MGT-7 along with the clarification.

Thanking you.

Yours sincerely,
For GMR Hyderabad International Airport Limited


Kiran Kumar Manikwar
Company Secretary
Membership No: 9062





Form No.MGT-8

[Pursuant to section 92(2) of the Companies Act, 2013 and Rule 11(2) of Companies (Management and Administration) Rules, 2014]

To
The Board of Directors
GMR Hyderabad International Airport Limited
(CIN: U62100TG2002PLC040118)
GMR Aero Towers
Rajiv Gandhi International Airport
Shamshabad, Hyderabad
Telangana, India - 500 108

We have examined the registers, records, books and papers of **GMR Hyderabad International Airport Limited** ("the Company") as required to be maintained under the Companies Act, 2013 (the Act) and the rules made there under for the financial year ended on **31st March, 2022**. In our opinion and to the best of our knowledge and according to the examinations carried out by us and explanations furnished to us, by the Company, its officers and agents, we certify that:

SI	Particulars
1	The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
2	During the aforesaid financial year, the Company has complied with the provisions of the Act and Rules made thereunder in respect of: a. its status under the Act; b. The Company has maintained the Registers / Records, as applicable to the Company and made entries therein within the time prescribed therefor; c. The Company has filed forms and returns as stated in the annual return, with the Registrar of Companies, Central Government or other authorities within the prescribed time;





SI	Particulars
	d. The Company has convened meetings of the Board of Directors and its Committees thereof and Meetings of Members of the Company on due dates as stated in the Annual Return. Proper notices were given and the proceedings including the circular resolutions, were properly recorded in the Minutes Books / Registers as maintained for the purpose and the same have been signed;
	e. The Company is not required to close its register of Members/Security Holders during the financial year under review;
	f. The Company has not extended any loans or advances to Directors of the Company and / any person in whom any Director of the Company is interested (as referred in Section 185 of the Act);
	g. We have been given to understand that the ultimate holding Company of GHIAL viz. GMR Enterprises Private Limited, is registered as a Systematically Important Non-Banking Financial Company - Core Investment Company under Section 45-1A of the Reserve Bank of India Act, 1934 ('NBFC-SI') and hence, the provisions of Section 186 (1) of the Companies Act 2013 with respect to investment in more than 2 layers of step down subsidiaries, are not applicable to GHIAL.
	h. The Company has not entered into any contract / arrangement with the related parties as specified under Section 188 of the Act. However, all the transactions with related parties, being in the ordinary course of business and at arms' length basis, were reviewed and approved by the Audit Committee and the relevant disclosures have been made as per requirement of the Act;
	i. The Company has not issued or allotted shares or buy back of securities or redemption of preference shares or alteration or reduction of share capital or conversion of shares during the financial year under review.
	j. The company has not declared dividend for the financial year 2021-2022. Further, there was no transfer of unpaid / unclaimed dividend or other amounts as applicable to the investor education and protection fund in accordance with Section 125 of the Act.





Sl	Particulars
	k. The Company has complied with signing of Audited Financial Statements as per the provisions of Section 134 of the Act and the Board's Report as per sub sections (3), (4) and (5) thereof;
	l. The Company has complied with the various provisions of the Act in respect of appointment, re-appointment and retirement of the Directors, Key Managerial Personnel and the changes in the composition of the Board of Directors and Key Managerial Personnel (KMP) that took place during the period under review can be summarized as under : <ol style="list-style-type: none">Mr. Joyanta Chakraborty (DIN: 09090219) who was appointed wef 16th March, 2021 as an additional director, was regularized in the 18th AGM held on 15th September, 2021.Mr. Antoine Crombez (DIN : 09069083) who was appointed as an additional director in the Board Meeting held on 28th April, 2021 was regularized in the 18th AGM held on 15th September, 2021.Mr. Camilo Perez-Perez (DIN: 09151518) who appointed as an additional director in the Board Meeting held on 28th April, 2021 was regularized in the 18th AGM held on 15th September, 2021.Mr. A. Subba Rao (DIN: 00082313) was appointed as an Independent Director (not liable to retire by rotation) in the 18th AGM held on 15th September, 2021.Dr. M. Ramachandran (DIN: 01573258) was appointed as an Independent Director (not liable to retire by rotation) in the 18th AGM as held on 15th September, 2021.Mr. RSSLN Bhaskarudu (DIN: 00058527) and Mr. N C Sarabeswaran (DIN: 00167868) were retired as Independent Directors (since they completed 2nd term also) from the conclusion of 18th AGM as held on 15th September, 2021.Mr. Mohd. Shukrie bin Mohd Salleh (DIN: 08793072) resigned as Director wef 24th October, 2021.Mr. I N Murthy (DIN: 07752535) ceased to be a Director of the Company wef 6th January, 2022.Mr. Dharmendra Bhojwani (DIN: 08826067) was appointed as an additional Director wef 6th January, 2022.Mr. Iskandar Mizal Mahmood (DIN: 09479519) was appointed as an additional director wef 2nd February, 2022





SI	Particulars
	<p>Furthermore, we have been given to understand that the Company had complied with various applicable provisions under the Companies Act, 2013 with regard to payment of remuneration to the Executive Chairman and Managing Director as detailed below :</p> <p>i. Mr. G. Mallikarjuna Rao aged about (72 years) (DIN : 00574243) was reappointed as the Executive Chairman with a remuneration (fixed remuneration plus commission in case of adequate profits) for a period of 3 years wef 1st June, 2021 to 31st May, 2024 vide special resolution passed in the EGM held on 31st May, 2021.</p> <p>ii. Mr. G. B. S. Raju (DIN: 00061686) was reappointed as the Managing Director with a remuneration (fixed remuneration plus commission in case of adequate profits) for a period of (3 years) wef 1st June, 2021 to 31st May, 2024 vide special resolution passed in the EGM held on 31st May, 2021.</p> <p>iii. Payment of Sitting Fee to Non-Executive and / or Independent Directors</p> <p>m. The Company has received necessary disclosures of Interest under Sections 184(1) and 189(2) of the Act in Form MBP-1 from all the Directors / Key Managerial Personnel and also Declarations under Section 164 (2) from all the Directors during the financial year;</p> <p>n. The Company has taken necessary approvals from the Central Government / Registrar of Companies, required to be taken under the various provisions of the Act;</p> <p>o. The Company has not accepted / renewed / repaid any of deposits pursuant to Section 73 of the Act, during the financial year under review;</p> <p>p. We have been given to understand that as per the MCA notification dated May 7, 2018, the Company has not proposed any resolution for ratification of appointment of the existing Joint Statutory Auditors of the Company.</p> <p>q. The provisions of Section 186 of the Act with respect to investments made or the loans and guarantees given or , security provided, by the Company, are not applicable to the Company, being an infrastructure Company.</p> <p>r. The Company has not altered its Memorandum & Articles of Association during the financial year 2021-2022.</p>





Sl	Particulars
	<p>s. We further report that</p> <p>i. We further report that the provisions of the Act. have been complied with, wrt participation in the rights issue made by GMR Hospitality and Retail Limited by GHIAL during the year under review and appropriate Board approval was taken in Board Meeting held on 2nd February, 2022.</p> <p>ii. We further report that the provisions of the Act have been complied with, wrt transactions such as extension of tenure of Loans given to GMR Infrastructure Limited and GMR Hyderabad Aerotropolis Limited and appropriate approvals have been obtained under the Companies Act, 2013.</p>
	<p>t. The aggregate borrowings of the Company are within the borrowing limits approved by the members of the Company pursuant to Section 180 (1) (c) of the Act. Further, the Company has created / modified / satisfied the charges by way of hypothecation / pledge / mortgage on the movable and immovable properties of the Company and the particulars of the same have been registered with the Registrar of Companies:</p>

Date: 29-10-2022
Place: Hyderabad



For KBG Associates
Company Secretaries
Firm Regn No # P2009.AP006100

(Srikrishna S Chintalapati)
Partner
CP#6262

UDIN: F005984D001443851