



HYD RAJIV GANDHI
INTERNATIONAL
AIRPORT
GMR AERO ENTERPRISE

Email ID: GHIAL-CS@gmrgroup.in

Date: April 20, 2024

BSE Limited
1st Floor, New Trading Ring
Phiroze Jeejeebhoy Towers,
Dalal Street
MUMBAI - 400001

BSE Scrip Code: 974419, 974657, 975575

Dear Sir/ Madam,

Sub: Submission of Corporate Governance Report for the quarter ended March 31, 2024 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, 2024 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


Pradeep Panicker
Chief Executive Officer



Encls : 1) Corporate Governance Report for the quarter ended March 31, 2024.
2) Notes to Corporate Governance Report for the quarter ended March 31, 2024


GMR HYDERABAD INTERNATIONAL AIRPORT LIMITED

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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	01-04-2023
Date of end of financial year	31-03-2024
Reporting Quarter	Quarterly
Date of Report	31-03-2024
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Any other

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Pradeep Panichy


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 Regular Chairperson		Yes																								
Whether Chairperson is related to MD or CEO		Yes																								
Disqualification of Directors under section 164 of the Companies Act, 2013																										
Sr	Title (Mr / Ms)	Name of the Director	PAN	DOB	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. 37(1A) of Listing Regulations)	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Years of directorship (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 37A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 37A(1) & 37A(2))	Number of memberships in Any/ Subsidiary Companies/ Including this listed entity (Refer Regulation 2(61) of Listing Regulations)	No of post of Chairperson in Any/ Subsidiary Companies held in listed entities including this listed entity (Refer Regulation 2(14) of Listing Regulations)	Reason for Cessation	Notes for not providing PAN	Notes for not providing DDI
1	Mr	Grandhi Mallikarjuna Rao	AJUP5459C	0017443	Executive Director	Chairperson		01-07-1949	No				Active	NA		29-10-2003	01-06-2021		245.03	2	0	0	0			
2	Mr	DR Raju	AAMF3109S	00061466	Executive Director	Not Applicable	MD	22-06-1974	No				Active	NA		01-06-2008	01-06-2021		20.00	3	0	1	0			
3	Mr	Srinivas Bommalala	AAMF3109S	00061464	Non-Executive - Non Independent Director	Not Applicable		01-01-1903	No				Active	NA		08-07-2004			212.25	2	0	1	0			
4	Mr	Grandhi Kiran Kumar	AJUP5459C	00061560	Non-Executive - Non Independent Director	Not Applicable		13-09-1979	No				Active	NA		28-10-2003			243.03	2	0	1	0			
5	Mr	Bamakrishna Rao Kudug	AJUP5459C	05148324	Non-Executive - Non Independent Director	Not Applicable		20-08-1905	No				Active	NA		27-04-2010			95.11	0	0	0	0			
6	Mr	S. S. Sreenivasa Raja	AJUP5459C	09032480	Non-Executive - Non Independent Director	Not Applicable		02-04-1903	No				Active	NA		22-02-2014			2.09	0	0	0	0			
7	Mr	Praveena Challa	AJUP5459C	01610403	Non-Executive - Non Independent Director	Not Applicable		20-08-1960	No				Active	NA		17-07-2010			164.14	0	0	0	0			
8	Mr	Mangunambhu Jagannayudu Dora	AJUP5459C	01832200	Non-Executive - Non Independent Director	Not Applicable		04-10-1943	No				Active	Yes	30-02-2021	14-03-2009			150.12	0	0	0	0			
9	Mr	Chandramouli Vajravel	AJUP5459C	04320207	Non-Executive - Non Independent Director	Not Applicable		20-01-1905	No				Active	NA		06-01-2012			26.25	0	0	0	0			
10	Mr	Sudha Devi Amarchandru	AJUP5459C	00082313	Non-Executive - Independent Director	Not Applicable		11-04-1952	No				Active	NA		15-09-2013			20.15	1	1	2	0			
11	Mr	Munifazt Ramchandran	AJUP5459C	01572428	Non-Executive - Independent Director	Not Applicable		14-06-1950	No				Active	NA		23-09-2013			30.14	1	1	10	0			
12	Mrs	Shilpa Tarhar Ajikya	AJUP5459C	01975832	Non-Executive - Independent Director	Not Applicable		22-07-1979	No				Active	NA		15-09-2012			18.85	3	3	6	1			
13	Mr	Madhu Ramachandra Rao	AJUP5459C	02681491	Non-Executive - Non Independent Director	Not Applicable		23-12-1933	No				Active	NA		02-02-2018	11-09-2022		68.28	2	2	8	4			
14	Mr	Joyanta Chakraborty	AJUP5459C	09000239	Non-Executive - Non Independent Director	Not Applicable		01-06-1910	No				Active	NA		16-04-2011			35.10	0	0	0	0			
15	Mr	Arnoldo Roger Bernard Crombez	AJUP5459C	08060608	Non-Executive - Non Independent Director	Not Applicable		31-12-1947	No				Active	NA		28-04-2021			35.02	0	0	0	0			
16	Mr	Alexis Riob	AJUP5459C	04437938	Non-Executive - Non Independent Director	Not Applicable		08-11-1986	No				Active	NA		23-03-2021			0.38	0	0	0	0			
17	Mr	Pierre Edouard Mathaly (Alternate Director)	AJUP5459C	07772999Z	Alternate Director	Not Applicable		11-05-1961	No				Active	NA		22-01-2021			2.99	0	0	0	0			

Pradeep Panichy


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) must be 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 only, i.e. July 1, 2022 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	10497928	Alexis Riols	Non-Executive - Non Independent Director	Member	13-03-2024		
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						
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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 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	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	09852880	K. S. Sreenivasa Raju	Non-Executive - Non Independent Director	Member	22-01-2024		
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						
4						
5						
6						
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Annexure 1

III. Meeting of Board of Directors

Disclosure of notes on meeting of board of directors explanatory

Add Notes

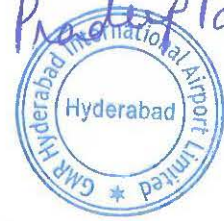
Sr	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
<p>Add Delete</p>							
1	20-10-2023			Yes	17	13	4
2	22-01-2024	93		Yes	15	12	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)
1	Audit Committee	20-10-2023				Yes	7	5	4	0
2	Audit Committee	22-01-2024	93			Yes	6	6	4	0
3	Audit Committee	06-03-2024	43			Yes	6	5	3	0
4	Nomination and remuneration committee	22-01-2024				Yes	6	5	3	0
5	Risk Management Committee	06-03-2024	43			Yes	4	3	1	2
6	Stakeholders Relationship Committee	06-03-2024				Yes	4	4	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			<input type="button" value="Add Notes"/>
Disclosure of notes of material transaction with related party			<input type="button" value="Add Notes"/>

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Asad Ali Khan


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
Other details of cyber security incidence or breaches or loss of data event	<input type="button" value="Add Notes"/>
Number of cyber security incidence or breaches or loss of data event occurred during the quarter	
Sr.	Date of the event
	Brief details of the event

Pradeep Panich



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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	Pradeep Panicker
2	Designation	CEO

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Signatory Details	
Name of signatory	Pradeep Panicker
Designation of person	CEO
Place	Hyderabad
Date	20-04-2024

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Notes to Corporate Governance Report for the quarter ended March 31, 2024

The Company has three series of NCDs with BSE Scrip Codes: 974419, 974657 and 975575. However, in the format of Corporate Governance report (CGR) only one Scrip Code (974419) is prefilled. Hence, the three 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. In terms of Regulation 16 of SEBI LODR Regulations all the non-executive directors of the Company have been treated as Independent Directors. Accordingly the following Directors have been categorised as Independent Directors:
 1. Mr. Srinivas Bommidala
 2. Mr. Grandhi Kiran Kumar
 3. Mr. K. Ramakrishna Rao, IAS
 4. Mr. K. S. Sreenivasa Raju, IAS
 5. Mr. C. Prassanna
 6. Mr. H J Dora
 7. Mr. Dharmendra Bhojwani
 8. Mr. Joyanta Chakraborty
 9. Mr. Antoine Crombez
 10. Mr. Alexis Riols
 11. Mr. Pierre Etienne Mathely (Alternate Director to Mr. Antoine Crombez).
3. The total number of Directors of the Company is 16 as March 31, 2024. However, Mr. Pierre-Etienne Mathely appointed an Alternate Director to Mr. Antoine Crombez is also included in the list of Directors of the Company.
4. 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, on account of they being Public Companies and not High Value Debt Listed entities.



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Annexure-1 (III) Meeting of Board of Directors and (IV) Meeting of Committees

While calculating "No. of Independent Directors attending the meeting", we have not considered all the Non-Executive Directors, but have only considered Independent Directors who are meeting the independence criteria as per the provisions of the Companies Act, 2013.

While calculating the number of Memberships in Audit/ Stakeholders Relationship Committee(s) for Alternate Director, we have considered it as it is held by Original Director.

Annexure-1 (VI) Affirmations

The previous CGR for the quarter ended December 31, 2023 was placed before the Board of Directors of the Company in its meeting held on January 22, 2024. This CGR for quarter ended March 31, 2024 will be placed in the next Board Meeting.

Pradeep Ponnich


GMR HYDERABAD INTERNATIONAL AIRPORT LIMITED

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CIN: U62100TG2002PLC040118 | T +91 40 67394099/67393903/67395000 F +91 40 67393228 | W www.hyderabad.aero

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