



HYD RAJIV GANDHI
INTERNATIONAL
AIRPORT
GMR AERO ENTERPRISE

January 21, 2025

Email ID: GHIAL-CS@gmrgroup.in

BSE Limited
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 December 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 December 31, 2024 in terms of the provisions of Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

This is for your information and records please.

Thanking you.

Yours truly,
for **GMR Hyderabad International Airport Limited**

Deepak C. S.
Company Secretary and Compliance Officer

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

GMR HYDERABAD INTERNATIONAL AIRPORT LIMITED

Regd. Office: GMR Aero Towers, Rajiv Gandhi International Airport, Shamshabad, Hyderabad - 500108, Telangana State, India
CIN: U62100TG2002PLCO4011B | T +91 40 67394099/67393903/67395000 F +91 40 67393228 | W www.hyderabad.aero

/HyderabadAirport

@RGIAHyd

/RGIAHyderabad

/rgiahyd/

/company/rgiahyd/

Airports | Energy | Transportation | Urban Infrastructure | Foundation | Sports

[Home](#)[Validate](#)**General information about company**

Scrip code	974419
NSE Symbol	Not Listed
MSEI Symbol	Not Listed
ISIN	INE802I07019
Name of the entity	GMR Hyderabad International Airport Limited
Date of start of financial year	01-04-2024
Date of end of financial year	31-03-2025
Reporting Quarter	Quarterly
Date of Report	31-12-2024
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Any other

Enter the quarter ended date only

[Prev](#)[Next](#)

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																										
Whether the listed entity has a Regular Chairperson																										
Whether Chairperson is related as MD or CEO																										
Disqualification of Directors under section 164 of the Companies Act, 2013																										
Sr.	Title (Dr./ Ms.)	Name of the Director	PAN	DIR	Category 1 of Director	Category 2 of Director	Category 3 of Director	Date of Birth	Whether the Director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? (Refer Reg. 17(1A) of Listing Regulations)	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Turnover of Director (in rupees)	No. of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No. of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) & 17A(2))	Number of memberships in Audit/ Stakeholder Committees including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No. of post of Chairperson in Audit/ Stakeholder Committees held in listed entities (Refer Regulation 26(1) of Listing Regulations)	Reason for Discretion	Notes for not providing PAN	Notes for not providing DIR
1	Mr	Chandru Mallikarjuna Rao	AAUP2556C	0572434	Executive Director	Chairperson		01-07-1949	No				Active	NA		20-10-2003	01-06-2024		254.09	2	0	0	0			
2	Mr	GRS Raju	AGAP8126S	00061666	Executive Director	Not Applicable	MD	22-06-1974	No				Active	NA		01-06-2018	01-06-2024		70.03	1	0	0	0			
3	Mr	Srinivas Bannamalle	ADAP9288L	00704654	Non-Executive - Non Independent Director	Not Applicable		05-28-1967	No				Active	NA		08-07-2006			221.81	2	0	0	0			
4	Mr	Sarabhi Khan Kuntar	ADUP0364ZS	00061869	Non-Executive - Non Independent Director	Not Applicable		12-09-1975	No				Active	NA		20-10-2003			154.09	2	0	0	0			
5	Mr	Ramalingappa Rao Kudug	AGP0C373D	01543124	Non-Executive - Non Independent Director	Not Applicable		22-06-1965	No				Active	NA		27-04-2016			104.13	0	0	0	1			
6	Mr	Vijaya Reddy	ADUP2222D	00548800	Independent Director	Not Applicable		21-01-1958	No				Active	NA		11-10-2014			2.27	0	0	0	0			
7	Mr	Prasanna Challa	ADUP0149D	01533000	Non-Executive - Non Independent Director	Not Applicable		20-01-1980	No				Active	NA		17-07-2020			127.50	0	0	0	2			
8	Mr	DVN Rao	ADUP0649D	00591197	Non-Executive - Non Independent Director	Not Applicable		15-11-1954	No				Active	NA		23-10-2014			2.27	0	0	0	1			
9	Mr	Saunikh Chavla	ADUP0338S	01043739	Non-Executive - Non Independent Director	Not Applicable		21-09-1964	No				Active	NA		23-10-2014			2.27	0	0	0	0			
10	Mr	Shamshuddin Bhujwan	AA179000ZF	08430207	Non-Executive - Non Independent Director	Not Applicable		20-01-1985	No				Active	NA		06-01-2022			35.81	0	0	0	1			
11	Mr	Subba Rao Ananthulu	ADUPA156Z	00022311	Non-Executive - Independent Director	Not Applicable		11-04-1960	No				Active	NA		18-09-2021	18-09-2024		79.62	1	3	3	3			
12	Mr	Mundayathirambachandran	ADUPN220Z	01522358	Non-Executive - Independent Director	Not Applicable		14-08-1980	No				Active	NA		15-09-2022	18-09-2024		39.52	1	1	1	1			
13	Mr	Rajiv Tushar Arora	ADUP2391D	01075602	Non-Executive - Independent Director	Not Applicable		22-02-1976	No				Active	NA		15-09-2022			27.53	2	2	2	0			
14	Mr	Madhu Renukandra Rao	ADUPK310D	00561483	Non-Executive - Non Independent Director	Not Applicable		23-12-1951	No				Active	NA		02-02-2018	15-09-2022		78.00	2	2	2	2			
15	Mr	Manish Chakraborty	ADUPC357F	00200220	Non-Executive - Non Independent Director	Not Applicable		01-09-1980	No				Active	NA		16-03-2021			45.54	0	0	0	0			
16	Mr	Arshad Hossain Bannard Contractor	GMP0S41D	00660080	Non-Executive - Non Independent Director	Not Applicable		21-12-1967	No				Active	NA		18-04-2021			46.13	0	0	0	0			
17	Mr	Alexis Kishu	GENW8600Z	10492928	Non-Executive - Non Independent Director	Not Applicable		08-11-1985	No				Active	NA		13-01-2024			9.63	1	0	0	3			
18	Mr	Panna Egeema Mathaly	77229998Z	01560354	Non-Executive - Non Independent Director	Not Applicable		11-05-1983	No				Active	NA		22-01-2024			11.30	0	0	0	0			



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 pre-filled 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 pre-filled 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 Bhojwan	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 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 Bhojwan	Non-Executive - Non Independent Director	Member	06-01-2022		
4	00051167	BVN Rao	Non-Executive - Non Independent Director	Member	23-10-2024		
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	02916539	SGK Kishore	Executive Director (Sr. Management)	Member	20-01-2023		2
6	02730418	Pradeep Panicker	Chief Executive Officer (Sr. Management)	Member	20-01-2023		3
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							
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	02648465	Vikas Raj	Non-Executive - Non Independent Director	Member	23-10-2024		
4	00051167	BVN Rao	Non-Executive - Non Independent Director	Member	23-10-2024		
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						
7						
8						
9						
10						



Prev

Next

Home

Validate

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	06-08-2024			Yes	16	13	4
2	23-10-2024	77		Yes	17	13	3

Add

Delete

Prev

Next

* to be filled in only for the current quarter meetings



Home

Validate

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	06-08-2024				Yes	7	6	4	0
2	Audit Committee	23-10-2024	77			Yes	7	6	3	0
3	Nomination and Remuneration committee	06-08-2024				Yes	6	5	2	0
4	Nomination and remuneration committee	23-10-2024	77			Yes	6	4	3	0
5	Risk Management Committee	23-10-2024				Yes	6	1	1	2

Add

Delete

Prev

Next

* to be filled in only for the current quarter meetings



Home

Validate

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	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



[Home](#)[Validate](#)

Annexure 1

V. Related Party Transactions

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	
Disclosure of notes on related party transactions			Add Notes
Disclosure of notes of material transaction with related party			Add Notes

[Prev](#)[Next](#)

[Home](#)[Validate](#)

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

[Prev](#)[Next](#)

Annexure 1

Sr	Subject	Compliance status
1	Name of signatory	Deepak C. S.
2	Designation	Company Secretary and Compliance Officer



Home

Validate

Signatory Details	
Name of signatory	Deepak C. S.
Designation of person	Company Secretary and Compliance Officer
Place	Hyderabad
Date	21-01-2025

Prev



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

The Company has three series of NCDs listed on BSE having 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. BVN Rao
 4. Mr. Saurabh Chawla
 5. Mr. K. Ramakrishna Rao, IAS
 6. Mr. Vikas Raj, IAS
 7. Mr. C. Prasanna
 8. Mr. Dharmendra Bhojwani
 9. Mr. Joyanta Chakraborty
 10. Mr. Antoine Crombez (Mr. Pierre Etienne Mathely is Alternate Director to Mr. Antoine Crombez)
 11. Mr. Alexis Riols
3. The total number of Directors of the Company are 17 as on December 31, 2024.
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.

GMR HYDERABAD INTERNATIONAL AIRPORT LIMITED

Regd. Office: GMR Aero Towers, Rajiv Gandhi International Airport, Shamshabad, Hyderabad - 500108, Telangana State, India
CIN: U62100TG2002PLC040118 | T +91 40 67394099/67393903/67395000 F +91 40 67393228 | W www.hyderabad.aero

 /HyderabadAirport

 @RGIAHyd

 /RGIAHyderabad

 /rgiahyd/

 /company/rgiahyd/

Airports | Energy | Transportation | Urban Infrastructure | Foundation | Sports



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 September 30, 2024 was placed before the Board of Directors of the Company in its meeting held on October 23, 2024. This CGR for the quarter ended December 31, 2024 will be placed in the ensuing Board Meeting.



GMR HYDERABAD INTERNATIONAL AIRPORT LIMITED

Regd. Office: GMR Aero Towers, Rajiv Gandhi International Airport, Shamshabad, Hyderabad - 500108, Telangana State, India
CIN: U62100TG2002PLC040118 | T +91 40 67394099/67393903/67395000 F +91 40 67393228 | W www.hyderabad.aero

 /HyderabadAirport

 @RGIAHyd

 /RGIAHyderabad

 /rgiahyd/

 /company/rgiahyd/

Airports | Energy | Transportation | Urban Infrastructure | Foundation | Sports