

May 30, 2024

Email ID: GHIAL-CS@gmrgroup.in

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

**BSE Scrip Code: 974419, 974657, 975575**

Dear Sir / Madam,

Sub.: Submission of Secretarial Compliance Report for the financial year ended March 31, 2024 pursuant to the Regulation 24A of the SEBI (listing Obligations and Disclosure Requirements) Regulations, 2015.

In terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Secretarial Compliance Report of the Company for the financial year ended March 31, 2024, issued by the Practicing Company Secretary.

This is for your information and records please.

Thanking you.

Yours truly,  
for GMR Hyderabad International Airport Limited

*P. Anand Kumar*

Anand Kumar Polamada  
Chief Financial Officer



Encls : as above

**GMR HYDERABAD INTERNATIONAL AIRPORT LIMITED**


Regd. Oce: GMR Aero Towers, Rajiv Gandhi International Airport, Shamshabad, Hyderabad - 500108, Telangana State, India

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**ANNUAL SECRETARIAL COMPLIANCE REPORT  
OF  
"GMR HYDERABAD INTERNATIONAL AIRPORT LIMITED"  
FOR THE FINANCEIAL YEAR ENDED MARCH 31, 2024**

We, M/s. KBG Associates, Company Secretaries in Practice, have examined:

- (a) all the documents and records made available to us, and explanation provided by GMR Hyderabad International Airport Limited (GHIAL) ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document / filing, as may be relevant, which has been relied upon to make this certification,

for the financial year ended 31<sup>st</sup> March, 2024 ("Review Period") in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act"); and the Regulations, Circulars, Guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), Rules made thereunder and the Regulations, Circulars, Guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations (including amendments, modifications from time to time), whose provisions and the circulars / guidelines issued thereunder, have been examined, include:

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 : - **Not applicable to the Company during the year under review.**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 : - **Not applicable to the Company during the year under review.**
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 : - **Not applicable to the Company during the year under review.**





- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 : - **Not applicable to the Company during the year under review**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Instruments and Security Receipts) Regulations, 2008;
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018
- (j) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client :- **Not applicable to the Company during the year under review.**
- (k) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 :- **Not applicable to the Company during the year under review.**

and Circulars / guidelines issued thereunder;

based on the above examination, we hereby report that, during the Review Period:

- (a) the Company has issued listed, rated, redeemable, secured Non-Convertible Debentures ("NCDs") for an aggregate nominal value of upto INR 540,00,00,000 (Indian Rupees Five Hundred and Forty Crores Only) on a private placement basis on March 28, 2024
- (b) The Company has complied with the provisions of the above Regulations and circulars / guidelines issued thereunder, except in respect of matters specified below :-

Sl no.	Compliance Requirement (Regulations/ circulars / guidelines including specific	Regulation / Circular No.	Deviations	Action Taken by	Type of Action (Advisory / Clarification / Fine/ Show	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
	NIL--	--	--	--	--	--	--	--	--	--





- (c) The listed entity has maintained proper records under the provisions of the above Regulations and circulars / guidelines issued thereunder insofar as it appears from our examination of those records.
- (d) The following are the details of action taken against the listed entity / its promoters / directors / material subsidiaries either by SEBI or by Stock Exchanges (Including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars / guidelines issued thereunder.

Sr. No	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the practicing Company Secretary, if any.
Nil				

- (e) The Company has taken the following actions to comply with the observations made in previous reports:

Sl no.	Compliance Requirement (Regulations / circulars / guidelines including specific clause)	Regulation / Circular No.	Deviations	Action Taken by	Type of Action (Advisory/ Clarification / Fine/ Show cause Notice / warning, etc)	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
	--NIL--	--	--	--	--	--	--	--	--	--

The additional affirmations by Practicing Company Secretary (PCS) in Annual Secretarial Compliance (ASCR) in terms of the BSE Circular Reference No. 20230410-41 dated: April 10, 2023, are given in the attached Annexure.



Date: 23<sup>rd</sup> May, 2024  
Place: Hyderabad

For KBG Associates  
Company Secretaries  
Firm Regn No # P2009AP006100  
PRC : P2009AP6100/1103/2021

Srikrishna Chintalapati  
Partner  
CP No: 6262  
UDIN : F005984F000431838



**Annexure**

Additional affirmations by Practicing Company Secretary (PCS) in Annual Secretarial Compliance (ASCR) in terms of the BSE Circular Reference No. 20230410-41 dated: April 10, 2023.

<u>Sl</u>	<u>Particulars</u>	<u>Compliance status</u> <u>(Yes/No/NA)</u>	<u>Observations</u> <u>/Remarks by PCS*</u>
1.	<u>Secretarial Standards:</u> The compliances of the Company are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI)	Yes	--
2.	<u>Adoption and timely updation of the Policies:</u> <ul style="list-style-type: none"><li>o All applicable policies under SEBI Regulations are adopted with the approval of the Board of Directors of the Company.</li><li>o All the policies are in conformity with SEBI Regulations and have been reviewed and timely updated as per the regulations / circulars / guidelines issued by SEBI.</li></ul>	Yes	--
3.	<u>Maintenance and disclosures on Website:</u> <ul style="list-style-type: none"><li>o The Company is maintaining a functional website.</li><li>o Timely dissemination of the documents / information under a separate section on the website.</li><li>o Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s) / section of the website.</li></ul>	Yes	--
4.	<u>Disqualification of Director:</u> None of the Directors of the Company are disqualified under Section 164 of Companies Act, 2013.	Yes	--







<u>Sl</u>	<u>Particulars</u>	<u>Compliance status</u> <u>(Yes/No/NA)</u>	<u>Observations</u> <u>/Remarks by PCS*</u>
5.	<u>To examine details related to Subsidiaries of the Company:</u>  (a) Identification of material subsidiary companies. (b) Requirements with respect to disclosure of material as well as other subsidiaries.	Yes	--
6.	<u>Preservation of Documents:</u>  The Company is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations.	Yes	--
7.	<u>Performance Evaluation:</u>  The Company has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations / Companies Act 2013	Yes	--
8.	<u>Related Party Transactions:</u>  (a) The Company has obtained prior approval of the Audit Committee for all related party transactions.  (b) In case no prior approval obtained, the Company shall provide detailed reasons along with confirmation whether the transactions were subsequently approved /ratified /rejected by the Audit committee.	Yes	--
9.	<u>Disclosure of events or information:</u>  The Company has provided all the required disclosure(s) under Regulation 30 read with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	NA	Since the Company is a High Value Debt Listed entity, therefore Regulation 30 is not applicable on the Company
10.	<u>Prohibition of Insider Trading:</u>  The Company is in compliance with Regulations 3(5) & 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	--





# KBG Associates

## Company Secretaries

<u>Sl</u>	<u>Particulars</u>	<u>Compliance status</u> <u>(Yes/No/NA)</u>	<u>Observations</u> <u>/Remarks by PCS*</u>
11.	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u>  No Action taken against the Company / its promoters / directors / subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder	NA	No action taken by SEBI or Stock Exchange during the review period.
12.	<u>Resignation of Statutory Auditors from the listed entity or its material subsidiaries:</u>	NA	During the review period no resignation of Statutory Auditor
13.	<u>Additional Non-compliances, if any:</u>  No additional non-compliance observed for all SEBI regulation /circular/guidance note etc.	NA	No Non- Compliance was observed for any SEBI regulation/ circular/ guidance note etc.

*\*Observations /Remarks by PCS are mandatory if the Compliance status is provided as 'No' or 'NA'*



Date: 23<sup>rd</sup> May, 2024  
Place: Hyderabad

For KBG Associates  
Company Secretaries  
Firm Regn No # P2009AP006100  
PRC : P2009AP6100/1103/2021

Srikrishna Chintalapati  
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