

Date: July 21, 2024

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 June 30, 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 June 30, 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 Panicker Date: 2024.07.21 14:44:26 + 05'30' Pradeep Panicker Chief Executive Officer

Encls : 1) Corporate Governance Report for the quarter ended June 30, 2024.2) Notes to Corporate Governance Report for the quarter ended June 30, 2024

### GMR HYDERABAD INTERNATIONAL AIRPORT LIMITED

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

/HyderabadAirport X aRGIAHyd /RGIAHyderabad /rgiothyd/ Airports Energy / Dausportation / Steam intrastructure / Foundation / Steams

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General information abou	it company	
Scrip code	974419	
NSE Symbol	Not Applicable	
MSEI Symbol	Not Applicable	
ISIN	INE802J07019	
Name of the entity	GMK Hyderabad International Airport	
Date of start of financial year	01-04-2024	
Date of end of financial year	31-03-2025	
Reporting Quarter	Quarterly	
Date of Report	30-06-2024	Enter the quarte ended date only
Risk management committee	Applicable	
Market Capitalisation as per immediate previous Financial Year	Any other	

Pradeep Digitally signed by Pradeep Panicker Panicker Date: 2024.07.21 14:44:46 +05'30'

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ittees	
notes on composition of committees explanatory	Add Notes

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Yes

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 Seotember 30.2022

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			Wheth	er 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

			Whether the Nomination and r	emuneration committee has a Regular Chairperson	Yes		
ir	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

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							
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9							
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			Whether the Risk	Aanagement 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 0	00061686	GBS Raju	Executive Director	Chairperson	20-01-2023		
2 0	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 0	9069083	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

			Whether the Corporate Social R	esponsibility 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	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	_						
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7							
8							

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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						
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			A	nnexure 1			
IIL	. Meeting of Board of Directors						States - Carriers
	Disclosure of notes on meeting of board of direc	tors explanatory	Add No	ites			
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 th meeting*
	Add Delete			1			
1	22-01-2024			Yes	15	12	
2	20-05-2024	118		Yes	16	12	

\* to be filled in only for the current quarter meetings

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					Ani	nexure 1				
					IV. Meet	ing of Committees			a structure to the state	the second second second
				Disclosure	of notes on meeting	of committees explanatory	Add Not	es		
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	Reson 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 attendi the meeting (other that Board of Directors)
	Add Delete									
1	Audit Committee	22-01-2024				Yes	6	6	4	
2	Audit Committee	06-03-2024	43			Yes	6	5	3	
3	Audit Committee	20-05-2024	74			Yes	7	6	3	
4	Nomination and remuneration committee Nomination and remuneration	22-01-2024				Yes		5	3	
5 1	committee Corporate Social Responsibility	20-05-2024	118			Yes	6	4	2	
5 I	Committee Stakenologers Relationship	20-5-2024				Yes	4	3	1	
	Committee	06-03-2024				Yes	4	4	1	
3	Risk Management Committee	06-03-2024	Local Constant			Yes	4	3	1	
9 T	Risk Management Committee	10-05-2024	64			Yes	4	2	1	

 $\ensuremath{^*}$  to be filled in only for the current quarter meetings

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	Details of Cyber security ind	idence	
	Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 cyber security incidents or breaches or loss of data or ng the quarter	No	
Other details of cyber security incidence or breaches or loss of data event		Add Notes	
Number of cybe occurred during	r security incidence or breaches or loss of data event the quarter		
Sr.	Date of the event	Brief details of the event	1

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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 b 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 transactio	on with related party	Add Notes
P/	rev .		Next

	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	21-07-2024	

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Panicker	Date: 2024.07.21 14:45:17 +05'30'



Notes to Corporate Governance Report for the quarter ended June 30, 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. K. Ramakrishna Rao, IAS
  - 4. Mr. K. S. Sreenivasa Raju, IAS
  - 5. Mr. C. Prasanna
  - 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 June 30, 2024. However, Mr. Pierre-Etienne Mathely, who is 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.

# GMR HYDERABAD INTERNATIONAL AIRPORT LIMITED

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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 March 31, 2024 was placed before the Board of Directors of the Company in its meeting held on May 20, 2024. This CGR for the quarter ended June 30, 2024 will be placed in the ensuing Board Meeting.

Pradeep Digitally signed by Pradeep Panicker Panicker Date: 2024.07.21 14:45:35 +05'30'

# GMR HYDERABAD INTERNATIONAL AIRPORT LIMITED

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