

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 Digitally signed by
Pradeep Panicker
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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, Telangana State, India
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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	01-04-2024
Date of end of financial year	31-03-2025
Reporting Quarter	Quarterly
Date of Report	30-06-2024
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Any other

Enter the quarter ended date only

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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		
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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							

Risk Management Committee							
Whether the Risk Management 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	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							
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						
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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*
1	22-01-2024			Yes	15	12	4
2	20-05-2024	118		Yes	16	12	3

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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 ^a	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	22-01-2024				Yes	6	6	4	0
2	Audit Committee	06-03-2024	43			Yes	6	5	3	0
3	Audit Committee	20-05-2024	74			Yes	7	6	3	0
4	Nomination and remuneration committee	22-01-2024				Yes	6	5	3	0
5	Nomination and remuneration committee	20-05-2024	118			Yes	6	4	2	0
6	Corporate social responsibility Committee	20-5-2024				Yes	4	3	1	0
7	Stakeholders Relationship Committee	06-03-2024				Yes	4	4	1	0
8	Risk Management Committee	06-03-2024				Yes	4	3	1	2
9	Risk Management Committee	10-05-2024	64			Yes	4	2	1	1

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^a to be filled in only for the current quarter meetings

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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

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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			Add Notes
Disclosure of notes of material transaction with related party			Add Notes

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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	21-07-2024

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Pradeep Panicker

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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


Regd. Oce: GMR Aero Towers, Rajiv Gandhi International Airport, Shamshabad, Hyderabad - 500108, Telangana State, India
CIN: U62100TG2002PLCO40118 | T +91 40 67394099/67393903/67395000 F +91 40 67393228 | W www.hyderabad.aero

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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 Panicker Digitally signed by
Pradeep Panicker
Date: 2024.07.21
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GMR HYDERABAD INTERNATIONAL AIRPORT LIMITED

Regd. Oce: GMR Aero Towers, Rajiv Gandhi International Airport, Shamshabad, Hyderabad - 500108, Telangana State, India
CIN: U62100TG2002PLCO40118 | T +91 40 67394099/67393903/67395000 F +91 40 67393228 | W www.hyderabad.aero

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