



Corporate Office: New Udaan Bhawan, Opp. Terminal 3 Indira Gandhi International Airport New Delhi 110 037 CIN U65999HR1992PLC101718 T+91 11 47197000 F+91 11 47197791 W www.gmrgroup.in

Date: April 17, 2023

BSE Limited 1st Floor, New Trading Ring, P.J. Towers, Dalal Street, Mumbai - 400 001.

BSE Scrip Code: 958858, 959010, 959011, 959239, 960359, 973389, 974007 and 974216.

Dear Sir,

Sub: Submission of Corporate Governance Report for the quarter ended March 31, 2023 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, 2023 in terms of the provisions of Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Operational Circular dated July 29, 2022 as amended from time to time, issued by the Securities and Exchange Board of India with respect to format specifying disclosure of Corporate Governance by High Value Debt Listed Entities.

Submitted for your information and records please.

Thanking you,

For GMR Airports Limited

Sushil Kumar Dudeja Company Secretary and Compliance Officer

Encl: As above



Regd. Office: BCCL, Times Internet Building, Second Floor, Plot No. 391, Udyog Vihar Phase - III, Gurugram Gurgaon Haryana 122016 Tel: 0124-4518450

Airports | Energy | Transportation | Urban Infrastructure | Foundation

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General information abo	ur company	
Scrip code	958858	
NSE Symbol	NA	
MSEI Symbol	NA	
ISIN	INE903F08094	
Name of the entity	GMR Airports Limited	
Date of start of financial year	01-04-2022	
Date of end of financial year	31-03-2023	
Reporting Quarter	Quarterly	
Date of Report	31-03-2023	Enter the quarte ended date only
Risk management committee	Applicable	
Market Capitalisation as per immediate previous Financial Year	Any other	

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											L Composition of Boar	d of Directors												
		Disdears of rei	in an ampesition	ellipsed of directors explanatory	And Rades																			
				d entity has a Regular Chairperson																				
			Whether Cr	uliperan is related to MD or CED	Ten.				Dispulituation of D	instanunder untilen 166 of the	Companies dati, 2013													
ter (Mar) Malaj	Name of the Obstan	-	an	Category 2 of diversions	Geograpy 2 of directions	Category 3 of diversors	Date of Both	Whether the dension's dispudden?	Bart Lais of degalification	And Date of disputfication	Details of disquilification	Correct data	Whather special resolution parent? [Infor Reg. 12(1.8) of Linking Regulations]	late of passing special resultation	Initial Date of appointment	Date of Re. appointment	Date of seastion	Tenure of director (in manifu)	No of Directorship in Dated excition including this Dated exciting (Serley Regulation 1718 of Uniting Regulations)	No of independent Develophing in Interferentian including this listed antity (Roke Regulation 118(1) of Unity Regulation	Romber of mandarship in Audit/Databalder Committee)- Indefedure	Na of peet of Charperson in-Justity' Established Committee held in Inited entities including this holed entities including this holed entity (Inite Engelation 30(3) of Linking Regulations)	Natas for nat providing PAN	Notes for nat provid DIN
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12 Mr	NUCES HARTS.	IFCP-GEMA	88732347	Independent Director New Dependior: New	Set. Jeel autor		26.05.2989	Sa				Jetor.	56		05.02.2025			26.00			-			
13 14	PERMANDO ECHEGAMIY DEL POZO	200394952	01148327	Independent Director	Not Applicable		25-11-289	Sa .				deriver.	N		28-05-2025			23.00						

Notes:

1. Kindly note that as per the explanation given under Regulation 17A, only the directorship in equity listed companies should be considered for the purpose counting the number of directorship. However, the column states that "No. of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)", the directorship in the Company which is filing the Corporate Governance Report is to be included while calculating the number of directorship in listed entities.

Accordingly, we have considered the directorship in GMR Airports Limited which is a High Value Debt Listed entity for calculating the number of directorship for all the directors.

 The category of Non-Executive directors <u>who are not independent directors</u> as per the provisions of the Companies Act, 2013 and definition of Independent Director under Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [SEBI LODR], is mentioned as "Non-Executive - Non Independent Director".

However, as per the explanation provided under Regulation 16, in case of a 'high value debt listed entity': (a) which is a body corporate, mandated to constitute its board of directors in a specific manner in accordance with the law under which it is established, the non- executive directors on its board shall be treated as independent directors.

Accordingly, the Non-Executive directors of the Company would be considered as Independent Directors for the purpose of SEBI LODR.

- 3. 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.
- 4. As per Regulation 26(1) of SEBI LODR, all public limited companies, whether listed or not, shall be included and all other companies including private limited companies, foreign companies, high value debt listed entities and companies under Section 8 of the Companies Act, 2013 shall be excluded.

However, the column states that "No. of Memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)", the memberships in the Company which is filing the Corporate Governance Report is to be included while calculating the number of directorship in listed entities.

Further, the 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.

Accordingly, while calculating the memberships in Audit/ Stakeholder Committee(s), we have considered committees of GMR Airports Limited and private limited companies which are subsidiaries of public limited companies.

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			Annexure 1 II. Composition of Committee	25		For this quarter kindly note 1. Date of Appointment and mandatorily filled for every (2. Date of Appointment can	Date of Cessation (if app Committee.						
			Disclosure of notes on	composition of committees explanatory	Add Notes	3. Date of Cessation must b September 30,2022							
Note	Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be prefilied automatically												
Auc	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	08-11-2021								
2	09382849	ALEXANDRE ZIEGLER GUILLAUME R	Non-Executive - Independent Director	Member	08-11-2021								
3	01976832	BIJAL TUSHAR AJINKYA	Non-Executive - Independent Director	Member	17-10-2022								
4	03482239	PRABHAKARA INDANA RAO	Executive Director	Member	01-06-2018								
5	08903236	PHILIPPE PASCAL	Non-Executive - Non Independent Director	Member	05-02-2021								
6													
7													
8													
9													
10													

Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be prefilled automatically

No	Iomination and remuneration committee												
			Whether the Nomination and remune	eration 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	13-10-2021								
2	08732167	XAVIER HURSTEL	Non-Executive - Non Independent Director	Member	13-10-2021								
3	01976832	BIJAL TUSHAR AJINKYA	Non-Executive - Independent Director	Member	17-10-2022								
4	00061686	G.B.S. RAJU	Non-Executive - Non Independent Director	Member	13-10-2021								
5													
6													
7													
8													
9													
10													

Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be prefilled automatically

Sta	takeholders 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	01976832	BIJAL TUSHAR AJINKYA	Non-Executive - Independent Director	Chairperson	14-12-2022								
2	03482239	PRABHAKARA INDANA RAO	Executive Director	Member	30-08-2022								
3	09069083	ANTOINE ROGER BERNARD CROME	Executive Director	Member	30-08-2022								
4													
5													
6													
7													
8													
9													
10													

Risk	tisk 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	G.B.S. RAJU	Non-Executive - Non Independent Director	Chairperson	13-05-2022							
2	00061669	GRANDHI KIRAN KUMAR	Executive Director	Member	13-05-2022							
3		GADI RADHA KRISHNA BABU	Chief Financial Officer	Member	13-05-2022							
4												
5												
6												
7												
8												
9												
10												

Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be prefilled automatically

Cor	porate Social Responsib	liity 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	13-10-2021						
2	03482239	PRABHAKARA INDANA RAO	Executive Director	Member	01-06-2018						
3	00061464	SRINIVAS BOMMIDALA	Executive Director	Member	07-05-2014						
4											
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						

Notes:

 Kindly note that in Annx 1- Composition of Committees, Mr. Subba Rao Amarthaluru was appointed as a Member of the Nomination and Remuneration Committee on October 13, 2021. Further, Mr. Subba Rao Amarthaluru was appointed as Chairperson of the said Committee with effect from October 17, 2022.

Accordingly, we have mentioned initial date of his appointment as a Member and his designation as Chairperson.

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			A	nnexure 1					
П	I. Meeting of Board of Directors								
	Disclosure of notes on meeting of board of direct	tors explanatory	Add Not	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*		
	Add Delete								
1	09-11-2022			Yes	13	12	3		
2	02-12-2022	22		Yes	13	6	2		
3	14-12-2022	11		Yes	13	7	2		
4	08-02-2023	55		Yes	13	11	3		
5	17-03-2023	36		Yes	13	8	2		
6	19-03-2023	1		Yes	13	10	2		
	Prev						Next		

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

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	Annexure 1												
					IV. Meeti	ng 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	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 attending the meeting (other than Board of Directors)			
	Add Delete				•								
1	Audit Committee	09-11-2022				Yes	5	4	3	0			
2	Audit Committee	23-12-2022	43			Yes	5	3	2	0			
3	Audit Committee	07-02-2023	45			Yes	5	2	2	0			
4	Audit Committee	17-03-2023	37			Yes	5	4	2	0			
5	Audit Committee	19-03-2023	1			Yes	5	3	2	0			
6	Risk Management Committee	21-12-2022				Yes	2	1	0	1			
7		17-03-2023	85			Yes	2	1	0	1			
	Stakeholders Relationship Committee	29-03-2023	11			Yes	3	2	0	0			
	Prev									Next			

* to be filled in only for the current quarter meetings

Note:

1. Kindly note that in Annx 1- Meeting of BOD and in Annx 1- Meeting of Committees, while calculating "No. of Independent Directors attending the meeting", we have considered only Independent Directors (not all non-executive directors) who are meeting the independence criteria as per the provisions of the Companies Act, 2013 and/ or definition of Independent Director under SEBI LODR.



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 p	arty transactions	Add Notes		
	Disclosure of notes of material transaction	Add Notes			
Pr	Prev				



	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	Sushil Kumar Dudeja	
2	Designation	Company Secretary and Compliance Officer	

Kindly consider following point:

1. The Corporate Governance report for the quarter ended December 31, 2022 was placed before the Board of Directors of the Company in its meeting held on February 8, 2023. This report will be placed before the Board in its ensuing meeting.

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Signatory Details	
Name of signatory	Sushil Kumar Dudeja
Designation of person	Company Secretary and Compliance Officer
Place	New Delhi
Date	17-04-2023

