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Date: October 18, 2022

BSE Limited 1<sup>st</sup> 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 September 30, 2022 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 September 30, 2022 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 with respect to formats 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

Home

Validate

Import XML

General information abo	ut 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	30-09-2022
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Any other

Enter the quarter ended date only

Prev

Next

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											L Composition of Boar	d of Directors												
		Dissinues of m	in manpain	of board of directors, explanatory	Add Seins																			
				d entity has a Regular Chairperuss	Ten.																			
			Whether	Dairperson related to Francisco	Ten.				Disqualification of S	ireston, under wotten 164 of the	Companies dat, 2011													
Title (Mr./ Mag	Name of the Greater	Pala	on	Category Lafatracions	Category 2 of directors	Calogory 3 of directors	Date of Birth	Whether the director is disqualited?	Start Zale of dequalification	Ind Sale of disqualification	Details of disqualification	Correctivistics	Whether special resolution parcel? [Robe Reg. 17[14] of Listing Regulations]	Date of puncing special resolution	Initial Date of appointment	Oute of Re- appointment	Date of constitute	Tenure of director (in months)	No of Directorship in Dated smillion including this Dated in antity Steley	Dated entities challing this listed entity Market	Number of memberships in social (translation Committee) a including this latest entity (factor Regulation 30(1) of Uniting Regulations)	No of peak of Chairperson in Andity Statesholder Committee half in Interd medition including this Interd antity (Serber Regulation 24(3) of Listing Regulations)	Nation has providing Max	Nation for east pro-
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## 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, since, as per the column "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 calculation 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.

2. 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 Obligation and Disclosure Requirements) Regulations, 2015, 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 LODR Regulations.

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.

II. Composition of Committees

Disclosure of notes on composition of committees explanatory

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

Auc	lit 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	19-09-2021		
2	09382849	ALEXANDRE ZIEGLER GUILLAUME R	Non-Executive - Independent Director	Member	03-11-2021		
3	02336249	SIVA KAMESWARI VISSA	Non-Executive - Independent Director	Member	31-03-2015	28-09-2022	
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

Nor	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	02336249	SIVA KAMESWARI VISSA	Non-Executive - Independent Director	Chairperson	31-03-2015	28-09-2022							
2	00082313	SUBBA RAO AMARTHALURU	Non-Executive - Independent Director	Member	19-09-2021								
3	00061686	G.B.S. RAJU	Non-Executive - Non Independent Director	Member	15-05-2018								
4	08732167	XAVIER HURSTEL	Non-Executive - Non Independent Director	Member	05-02-2021								
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 automa

Stal	keholders Relationship Committee											
			Whether the Stakeholders Relation	onship 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	19-09-2021							
2	03482239	PRABHAKARA INDANA RAO	Executive Director	Member	01-06-2018							
3	09069083	ANTOINE ROGER BERNARD CROME	Executive Director	Member	03-11-2021							
4												
5												
6												
7												
8												
9												
10												

Risk	sk Management Committee											
			Whether the Risk Manage	ement 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	15-05-2018							
2	00061669	GRANDHI KIRAN KUMAR	Executive Director	Member	09-05-2011							
3		GADI RADHA KRISHNA BABU	Chief Financial Officer	Member	06-08-2018		6					
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	prporate Social Responsibility Committee												
			Whether the Corporate Social Respons	sibility Committee has a Regular Chairperson									
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 1 of directors Category 2 of directors		Date of Cessation	Remarks						
1	00082313	SUBBA RAO AMARTHALURU	Non-Executive - Independent Director	Chairperson	19-09-2021								
2	03482239	PRABHAKARA INDANA RAO	Executive Director	Member	01-06-2018								
3	00061464	SRINIVAS BOMMIDALA	Executive Director	Member	09-05-2011								
4													
5													
6													
7													
8													
9													
10													

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:

1. 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 Obligation and Disclosure Requirements) Regulations, 2015, 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 LODR Regulations.

			A	nnexure 1					
H	I. Meeting of Board of Directors								
	Disclosure of notes on meeting of board of direct	ctors 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	13-05-2022			Yes	13	11	3		
2	17-05-2022	3		Yes	13	9	2		
3	10-06-2022	23		Yes	13	11	2		
4	26-07-2022	45		Yes	13	7	2		
5	30-08-2022	34		Yes	13	11	3		
6	09-09-2022	9		Yes	13	8	2		
P	rev						Next		

Kindly note that, the meeting of the Board of Directors was Originally held on May 13, 2022 which was adjourned and the adjourned meeting was held on May 17, 2022.

Home Validate Annexure 1 IV. Meeting of Committees Add Notes Disclosure of notes on meeting of committees explanatory Number of Directors (All directors including Independent director) Name of Committee Add Delete 1 Audit Committee 12-05-2022 2 Audit Committee 17-05-2022 25-07-2022 
 4
 Audit Committee
 29-08-2022

 Nomination and remuneration
 29-08-2022

 5
 committee
 29-08-2022
 34 29-08-2022 6 Risk Management Committee 11-05-2022 92 7 Risk Management Committee 12-08-2022 Corporate Social Responsibility 8 Committee 12-05-2022 Yes

Prev



	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	party transactions	Add Notes
	Disclosure of notes of material transaction	with related party	Add Notes
Pr	ev		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 <b>a. Audit Committee</b>	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	Sushil Kumar Dudeja
2	Designation	Company Secretary and Compliance Officer

## Kindly consider following points:

1. The Corporate Governance report for the quarter ended June 30, 2022 was placed before the Board of Directors of the Company in its meeting held on July 26, 2022. This report will be placed before the Board in its ensuing meeting.

Signatory Details	
Name of signatory	Sushil Kumar Dudeja
Designation of person	Company Secretary and Compliance Officer
Place	New Delhi
Date	18-10-2022

Prev