

Date: October 18, 2022

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 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

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General information about 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

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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 *who are not independent directors* 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.

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 pre-filled 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	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 pre-filled 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	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 pre-filled automatically

Stakeholders 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	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 CROMB	Executive Director	Member	03-11-2021		
4							
5							
6							
7							
8							
9							
10							

Risk 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	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		5
4							
5							
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8							
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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					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	00061464	SRINIVAS BOMMIDALA	Executive Director	Member	09-05-2011		
4							
5							
6							
7							
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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						
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Notes:

1. The category of Non-Executive directors *who are not independent directors* 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.

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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*
	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

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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.

Annexure 1

IV. Meeting of Committees

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 as on date of the meeting	Number of Directors (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	12-05-2022				Yes	5	4	3	0	
2	Audit Committee	17-05-2022	4			Yes	5	4	3	0	
3	Audit Committee	25-07-2022	68			Yes	5	3	2	0	
4	Audit Committee	29-08-2022	34			Yes	5	5	3	0	
5	Nomination and remuneration committee	29-08-2022				Yes	4	2	2	0	
6	Risk Management Committee	11-05-2022				Yes	2	2	1	1	
7	Risk Management Committee	12-08-2022	92			Yes	2	2	0	1	
8	Corporate Social Responsibility Committee	12-05-2022				Yes	3	3	1	0	

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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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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 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.

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Signatory Details

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

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