

Date: July 20, 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 and 974007.

Dear Sir,

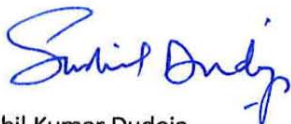
Sub: Submission of Corporate Governance Report for the quarter ended June 30, 2022 pursuant to the Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Please find enclosed herewith the Corporate Governance Report of the Company for the quarter ended June 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	30-06-2022
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Any other

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Annexure 1

Annexure 1 to be submitted by listed entity on quarterly basis

1. Composition of Board of Directors

Disclosure of votes on composition of board of directors registration		No. of Shares																		
Whether the listed entity has a Regular Chairperson																				
Whether Chairperson is related to CEO or CFO																				
Sr	Sl. No./ PAN	Name of the Director	PAN	DOB	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed (Under Reg. 17(2)(b) of Listing Regulation)	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Times of director (in months)	No. of Directorship in listed entities, including this listed entity (Under Regulation 17A of Listing Regulation)	No. of independent Directorship in listed entities, including this listed entity (Under Regulation 17A(2) of Listing Regulation)	Number of memberships in listed entities, including this listed entity (Under Regulation 17A(3) of Listing Regulation)	No. of post of Chairperson in listed entities, including this listed entity (Under Regulation 17A(4) of Listing Regulation)	Notes for not providing PAN	Notes for not providing DOB
1	36	A. K. Jain	36079415	1957/04/15	Non-Executive - Non Independent Director	Chairperson		01-07-2009	Yes						10	1	1	1		
2	36	A. K. Jain	36079415	1957/04/15	Non-Executive - Non Independent Director	Non-Executive Director		21-06-2018	Yes						1	1	1	1		
3	36	Arvind Kumar Singh	36064088	1960/04/08	Executive Director	Non-Executive Director		11-05-2015	Yes						1	1	1	1		
4	36	Arvind Kumar Singh	36064088	1960/04/08	Executive Director	Non-Executive Director		22-04-2011	Yes						1	1	1	1		
5	36	Arvind Chhabra Jain	36182718	1948/07/18	Executive Director	Non-Executive Director		11-07-2009	Yes						1	1	1	1		
6	36	Arvind Kumar Bhandari	36076145	1950/08/01	Executive Director	Non-Executive Director		11-12-2007	Yes						1	1	1	1		
7	36	Dr. Kamaldeep Vohra	36073104	1973/03/08	Non-Executive - Independent Director	Non-Executive Director		11-05-2015	Yes						1	1	1	1		
8	36	Dr. Anil K. Arora	36062111	1954/01/24	Non-Executive - Independent Director	Non-Executive Director		11-05-2015	Yes						1	1	1	1		
9	36	Arvind S. Gulwari	36182408	1953/03/08	Non-Executive - Non Independent Director	Non-Executive Director		08-08-2009	Yes						1	1	1	1	1	157
10	36	Arvind S. Gulwari	36182408	1953/03/08	Non-Executive - Non Independent Director	Non-Executive Director		01-04-2004	Yes						1	1	1	1	1	156
11	36	Pradyumn Patel	36061116	1965/01/16	Non-Executive - Non Independent Director	Non-Executive Director		27-11-2011	Yes						1	1	1	1	1	156
12	36	Arvind Khurana	36178187	1967/04/17	Non-Executive - Non Independent Director	Non-Executive Director		21-06-2009	Yes						1	1	1	1	1	156
13	36	Arvind Khurana	36178187	1967/04/17	Non-Executive - Non Independent Director	Non-Executive Director		01-07-2011	Yes						1	1	1	1	1	156

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, 2021.
 3. Date of Cessation must be for the current quarter only, i.e. July 1, 2021 to September 30, 2021

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 Amartharulu	Non-Executive - Independent Director	Chairperson	19-09-2021		
2	02336249	Siva Kameswari Vissa	Non-Executive - Independent Director	Member	31-03-2015		
3	09382849	Alexandre Guillaume Roger Ziegler	Non-Executive - Independent Director	Member	03-11-2021		
4	03482239	Indana Prabhakara Rao	Executive Director	Member	01-06-2018		
5	08903236	Phillipe 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		
2	00082313	Subba Rao Amartharulu	Non-Executive - Independent Director	Member	19-09-2021		
3	00061686	Grandhi Buchisanayasi 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					No		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1							
2							
3							
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	Mr. Grandhi Buchisanayasi Raju	Non-Executive Non-Independent Director	Chairperson	15-05-2018		
2	00061999	Mr. Grandhi Kiran Kumar	Executive Director	Member	09-05-2011		
3	02390866	Mr. Gadi Radha Krishna Babu	Chief Financial Officer	Member	06-08-2018		
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 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 Amartharulu	Non-Executive - Independent Director	Chairperson	19-09-2021		
2	00061464	Srinivas Bommidala	Executive Director	Member	09-05-2011		
3	03482239	Indana Prabhakara Rao	Executive Director	Member	01-06-2018		
4							
5							
6							
7							
8							
9							

10						
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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						
4						
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7						
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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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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)	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
	Add Delete					
1	07-02-2022			Yes	13	3
2	29-03-2022			Yes	9	2
3	13-05-2022	44		Yes	11	3
4	17-05-2022	3		Yes	9	2
5	10-06-2022		175	Yes	11	2

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* to be filled in only for the current quarter meetings

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.

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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)	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
Add		Delete						
1	Audit Committee	07-02-2022				Yes	4	2
2	Audit Committee	29-03-2022	49			Yes	2	2
3	Audit Committee	12-05-2022	43			Yes	4	2
4	Audit Committee	17-05-2022	4			Yes	4	3
5	Risk Management Committee	11-05-2022				Yes	3	0
6	Corporate Social Responsibility Committee	12-05-2022				Yes	3	1

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* to be filled in only for the current quarter meetings

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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	Yes	
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	No
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 500 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. As per the provision Section 178 of Companies Act, 2013, the constitution of Stakeholders Relationship Committee is applicable on the entities which consists of more than one thousand shareholders, debenture-holders, deposit-holders and any other security holders at any time during the financial year.
2. GMR Airports Limited being a debt listed entity does not have Stakeholders Relationship Committee as on June 30, 2022.
3. The Corporate Governance report for the quarter ended March 31, 2022 was placed before the Board of Directors of the Company in its meeting held on May 13, 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	20-07-2022

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