

# FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



सत्यमेव जयते

# Annual Return (other than OPCs and Small Companies)

Form language  English  Hindi

Refer the instruction kit for filing the form.

## I. REGISTRATION AND OTHER DETAILS

(i) \* Corporate Identification Number (CIN) of the company

U65999HR1992PLC101718

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AAACM7791H

(ii) (a) Name of the company

GMR AIRPORTS LIMITED

(b) Registered office address

TEC CYBERCITY, LEVEL 18, DLF CYBER CITY, BUILDING NO. 5, TOWER A, PHASE - III, DLF QE  
Dlf Qe  
Gurgaon  
Haryana  
122002

(c) \*e-mail ID of the company

GAL.Secretarial@gmrgroup.in

(d) \*Telephone number with STD code

911147197000

(e) Website

www.gmrinfra.com

(iii) Date of Incorporation

06/02/1992

Type of the Company	Category of the Company	Sub-category of the Company
Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes  No

(vi) \*Whether shares listed on recognized Stock Exchange(s)

Yes  No

(b) CIN of the Registrar and Transfer Agent

L72400TG2017PLC117649

Pre-fill

Name of the Registrar and Transfer Agent

KFIN TECHNOLOGIES LIMITED

Registered office address of the Registrar and Transfer Agents

Selenium, Tower B, Plot No- 31 & 32, Financial District, N  
anakramguda, Serili ngampally NA

(vii) \*Financial year From date  (DD/MM/YYYY) To date  (DD/MM/YYYY)

(viii) \*Whether Annual general meeting (AGM) held  Yes  No

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted  Yes  No

(f) Specify the reasons for not holding the same





## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	K	Financial and insurance Service	K2	Activities by Trusts, funds and other financial holding companies	61.38
2	M	Professional, Scientific and Technical	M9	Other professional, scientific and technical activities	38.62

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

\*No. of Companies for which information is to be given

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	GMR ENTERPRISES PRIVATE LIM 	U74900TN2007PTC102389	Holding	0
2	GMR AIRPORTS INFRASTRUCTU 	L45203HR1996PLC113564	Holding	30
3	Delhi International Airport Lim 	U63033DL2006PLC146936	Subsidiary	64
4	GMR Hyderabad International 	U62100TG2002PLC040118	Subsidiary	63

5	GMR Airport Developers Limited	U62200HR2008PLC098389	Subsidiary	100
6	GMR Airports (Mauritius) Ltd		Subsidiary	100
7	GMR Airport International B.V		Subsidiary	99.99
8	GMR Airports (Singapore) Pte L		Subsidiary	100
9	GMR Goa International Airport	U63030GA2016PLC013017	Subsidiary	99.99
10	GMR Hospitality and Retail Lim	U52100TG2008PLC060866	Subsidiary	100
11	GMR Hyderabad Aerotropolis L	U45400TG2007PLC054827	Subsidiary	100
12	GMR Hyderabad Aviation SEZ I	U45209TG2007PLC056527	Subsidiary	100
13	GMR Hospitality Limited	U55101HR2022PLC105440	Subsidiary	70
14	GMR Airports Netherlands B.V.		Subsidiary	100
15	GMR Air Cargo and Aerospace	U45201TG2008PLC067141	Subsidiary	100
16	Delhi Duty Free Services Privat	U52599DL2009PTC191963	Subsidiary	66.93
17	Delhi Airport Parking Services	U63030DL2010PTC198985	Subsidiary	90
18	GMR Nagpur International Airp	U63090PN2019PLC186235	Subsidiary	100
19	GMR Kannur Duty Free Service	U74999KL2019PLC060429	Subsidiary	100
20	GMR Visakhapatnam Internatic	U74999AP2020PLC114561	Subsidiary	100
21	GMR Aero Technic Limited	U35122TG2010PLC070489	Subsidiary	100
22	GMR Airports Greece SMSA		Subsidiary	100
23	GMR Hyderabad Airport Assets	U70109TG2020PLC146262	Subsidiary	100
24	Delhi Aviation Services Private	U24233DL2007PTC165308	Associate	50
25	GMR Megawide Cebu Airport		Associate	33.33
26	Digi Yatra Foundation	U63030DL2019NPL346327	Associate	29.6
27	TIM Delhi Airport Advertisement	U74999DL2010PTC203419	Associate	49.9
28	Laqshya Hyderabad Airport Me	U74300MH2007PTC176612	Associate	49
29	Travel Food Services (Delhi Ter	U55101DL2009PTC196639	Associate	40

30	International Airport of Herakli		Associate	21.64
31	Megawide GMR Construction J		Associate	50
32	Delhi Aviation Fuel Facility Priv	U74999DL2009PTC193079	Associate	26
33	Mactan Travel Retail Group Co		Associate	50
34	SSP Mactan Cebu Corporation		Associate	50
35	Celebi Delhi Cargo Terminal M	U74900DL2009FTC191359	Associate	26
36	GMR Bajoli Holi Hydropower P	U40101HP2008PTC030971	Associate	20.14
37	ESR GMR Logistics Park Private	U70109MH2018PTC390921	Associate	30

#### IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

##### (i) \*SHARE CAPITAL

###### (a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	1,500,000,000	1,406,669,470	1,406,669,470	1,406,669,470
Total amount of equity shares (in Rupees)	15,000,000,000	14,066,694,700	14,066,694,700	14,066,694,700

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	1,500,000,000	1,406,669,470	1,406,669,470	1,406,669,470
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	15,000,000,000	14,066,694,700	14,066,694,700	14,066,694,700

###### (b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	1,500,000,000	442,855,639	442,855,639	442,855,639
Total amount of preference shares (in rupees)	15,000,000,000	4,428,556,390	4,428,556,390	4,428,556,390

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares	1,500,000,000	442,855,639	442,855,639	442,855,639
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	15,000,000,000	4,428,556,390	4,428,556,390	4,428,556,390

**(c) Unclassified share capital**

Particulars	Authorised Capital
Total amount of unclassified shares	0

**(d) Break-up of paid-up share capital**

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
<b>Equity shares</b>						
<b>At the beginning of the year</b>	0	1,406,669,400	1,406,669,400	14,066,694,000	14,066,694,000	
<b>Increase during the year</b>	0	0	0	0	0	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify						
<b>Decrease during the year</b>	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0

iv. Others, specify						
<input type="text"/>						
<b>At the end of the year</b>	0	1,406,669,4	1406669470	14,066,694,	14,066,694	
<b>Preference shares</b>						
<b>At the beginning of the year</b>	0	442,855,639	442855639	4,428,556,3	4,428,556,3	
<b>Increase during the year</b>	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
<input type="text"/>						
<b>Decrease during the year</b>	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
<input type="text"/>						
<b>At the end of the year</b>	0	442,855,639	442855639	4,428,556,3	4,428,556,3	

ISIN of the equity shares of the company

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

**(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) \***

Nil

[Details being provided in a CD/Digital Media]

Yes  No  Not Applicable

Separate sheet attached for details of transfers

Yes  No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting		<input style="width: 100%;" type="text"/>	
Date of registration of transfer (Date Month Year)		<input style="width: 100%;" type="text"/>	
Type of transfer	<input style="width: 50px;" type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input style="width: 150px;" type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input style="width: 150px;" type="text"/>
Ledger Folio of Transferor		<input style="width: 100%;" type="text"/>	
Transferor's Name	<input style="width: 150px;" type="text"/>	<input style="width: 150px;" type="text"/>	<input style="width: 150px;" type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input style="width: 100%;" type="text"/>	
Transferee's Name	<input style="width: 150px;" type="text"/>	<input style="width: 150px;" type="text"/>	<input style="width: 150px;" type="text"/>
	Surname	middle name	first name
Date of registration of transfer (Date Month Year)		<input style="width: 100%;" type="text"/>	
Type of transfer	<input style="width: 50px;" type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input style="width: 150px;" type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input style="width: 150px;" type="text"/>

Ledger Folio of Transferor				<input type="text"/>		
Transferor's Name	<input type="text"/>		<input type="text"/>		<input type="text"/>	
	Surname		middle name		first name	
Ledger Folio of Transferee				<input type="text"/>		
Transferee's Name	<input type="text"/>		<input type="text"/>		<input type="text"/>	
	Surname		middle name		first name	

**(iv) \*Debentures (Outstanding as at the end of financial year)**

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0		0
Partly convertible debentures	0		0
Fully convertible debentures	0		0
<b>Total</b>			0

**Details of debentures**

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
<b>Non-convertible debentures</b>	0	0	0	0
<b>Partly convertible debentures</b>	0	0	0	0
<b>Fully convertible debentures</b>	0	0	0	0

**(v) Securities (other than shares and debentures)**

2

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Non-Convertible Bond <input type="checkbox"/>	1,751	10000000	17,510,000,000	10000000	17,510,000,000
Non-Convertible Bond <input type="checkbox"/>	16,311	1000000	16,311,000,000	1000000	16,311,000,000
<b>Total</b>	18,062		33,821,000,000		33,821,000,000

**V. \*Turnover and net worth of the company (as defined in the Companies Act, 2013)**



(i) Turnover

4,452,500,000

(ii) Net worth of the Company

23,499,288,976

**VI. (a) \*SHARE HOLDING PATTERN - Promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	0
	(ii) Non-resident Indian (NRI)	0	0	0	0
	(iii) Foreign national (other than NRI)	0	0	0	0
2.	Government				
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0
3.	Insurance companies	0	0	0	0
4.	Banks	0	0	0	0
5.	Financial institutions	0	0	0	0
6.	Foreign institutional investors	0	0	0	0
7.	Mutual funds	0	0	0	0
8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	422,000,837	30	425,432,324	96.07
10.	Others	0	0	0	0
	<b>Total</b>	422,000,837	30	425,432,324	96.07

**Total number of shareholders (promoters)**

1

**(b) \*SHARE HOLDING PATTERN - Public/Other than promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage

1.	Individual/Hindu Undivided Family				
	(i) Indian	4	0	0	0
	(ii) Non-resident Indian (NRI)	0	0	0	0
	(iii) Foreign national (other than NRI)	0	0	0	0
2.	Government				
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0
3.	Insurance companies	0	0	0	0
4.	Banks	0	0	0	0
5.	Financial institutions	0	0	0	0
6.	Foreign institutional investors	0	0	0	0
7.	Mutual funds	0	0	0	0
8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	984,668,629	70	17,423,315	3.93
10.	Others	0	0	0	0
	<b>Total</b>	984,668,633	70	17,423,315	3.93

**Total number of shareholders (other than promoters)**

7

**Total number of shareholders (Promoters+Public/  
Other than promoters)**

8

**VII. \*NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS  
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	1	1
Members (other than promoters)	7	7
Debenture holders	0	0

## VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### (A) \*Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
<b>A. Promoter</b>	0	0	0	0	0	0
<b>B. Non-Promoter</b>	4	9	4	9	0	0
(i) Non-Independent	4	6	4	6	0	0
(ii) Independent	0	3	0	3	0	0
<b>C. Nominee Directors representing</b>	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	4	9	4	9	0	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

15

### (B) (i) \*Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
MALLIKARJUNA RAO C	00574243	Director	0	
BUCHISANYASI RAJU	00061686	Director	0	
SRINIVAS BOMMIDALA	00061464	Managing Director	0	
KIRAN KUMAR GRAND	00061669	Managing Director	0	
ANTOINE ROGER BER	09069083	Whole-time directo	0	
PRABHAKARA INDANA	03482239	Whole-time directo	0	
BIJAL TUSHAR AJINKY	01976832	Director	0	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
SUBBA RAO AMARTH/	00082313	Director	0	
ALEXANDRE ZIEGLER	09382849	Director	0	
AUGUSTIN DE ROMAN	08883005	Director	0	
PHILIPPE PASCAL	08903236	Director	0	
XAVIER HURSTEL	08732167	Director	0	
FERNANDO ECHEGARAY	09168107	Director	0	
GADI RADHA KRISHNA	ACAPG2146H	CFO	0	
SUSHIL KUMAR	ARQPK4912J	Company Secretary	0	

**(ii) Particulars of change in director(s) and Key managerial personnel during the year**

3

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
SIVA KAMESWARI VIS	02336249	Director	28/09/2022	Cessation
BIJAL TUSHAR AJINKY	01976832	Director	28/09/2022	Appointment
ALEXANDRE ZIEGLER	09382849	Director	28/09/2022	Change in designation

**IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS**

**A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS**

Number of meetings held

2

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Extra Ordinary General Meeting	09/06/2022	8	7	99.99
Annual General Meeting	28/09/2022	8	6	99.99

**B. BOARD MEETINGS**

\*Number of meetings held

11

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	13/05/2022	13	11	84.62
2	10/06/2022	13	11	84.62
3	26/07/2022	13	7	53.85
4	30/08/2022	13	11	84.62
5	09/09/2022	13	8	61.54
6	09/11/2022	13	12	92.31
7	02/12/2022	13	6	46.15
8	14/12/2022	13	7	53.85
9	08/02/2023	13	11	84.62
10	17/03/2023	13	8	61.54
11	19/03/2023	13	10	76.92

### C. COMMITTEE MEETINGS

Number of meetings held

24

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	12/05/2022	5	4	80
2	Audit Committee	17/05/2022	5	4	80
3	Audit Committee	25/07/2022	5	3	60
4	Audit Committee	29/08/2022	5	5	100
5	Audit Committee	09/11/2022	5	4	80
6	Audit Committee	23/12/2022	5	3	60
7	Audit Committee	07/02/2023	5	2	40
8	Audit Committee	17/03/2023	5	4	80
9	Audit Committee	19/03/2023	5	3	60
10	Nomination and Remuneration	29/08/2022	4	2	50

**D. \*ATTENDANCE OF DIRECTORS**

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
1	MALLIKARJUN	11	6	54.55	0	0	0	
2	BUCHISANYA	11	8	72.73	5	3	60	
3	SRINIVAS BO	11	7	63.64	1	1	100	
4	KIRAN KUMA	11	7	63.64	6	4	66.67	
5	ANTOINE RO	11	11	100	1	1	100	
6	PRABHAKAR	11	10	90.91	8	8	100	
7	BIJAL TUSHA	6	6	100	6	5	83.33	
8	SUBBA RAO	11	11	100	14	14	100	
9	ALEXANDRE	11	4	36.36	9	3	33.33	
10	AUGUSTIN DI	11	4	36.36	0	0	0	
11	PHILIPPE PAS	11	10	90.91	9	5	55.56	
12	XAVIER HURS	11	8	72.73	1	0	0	
13	FERNANDO E	11	6	54.55	0	0	0	

**X. \*REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

4

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	SRINIVAS BOMMIE	Joint Managing Director	27,030,709	0	0	0	27,030,709
2	KIRAN KUMAR GR	Joint Managing Director	27,833,083	0	0	0	27,833,083
3	ANTOINE ROGER	Executive Director	28,234,531	0	0	0	28,234,531
4	PRABHAKARA IND	Executive Director	12,749,721	0	0	0	12,749,721
	Total		95,848,044	0	0	0	95,848,044

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	GADI RADHA KRIS +	CFO	23,042,775	0	0	0	23,042,775
2	SUSHIL KUMAR +	Company Secre +	4,954,501.15	0	0	0	4,954,501.15
	Total		27,997,276.15	0	0	0	27,997,276.15

Number of other directors whose remuneration details to be entered

5

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	SUBBA RAO AMAR +	Independent Dir +	0	0	0	880,000	880,000
2	BIJAL TUSHAR AJI +	Independent Dir +	0	0	0	460,000	460,000
3	ALEXANDRE ZIEG +	Independent Dir +	0	0	0	300,000	300,000
4	MALLIKARJUNA R/ +	Non-Executive [ ] +	0	0	0	120,000	120,000
5	BUCHISANYASI R/ +	Non-Executive [ ] +	0	0	0	180,000	180,000
	Total		0	0	0	1,940,000	1,940,000

#### XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

\* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year  Yes  No

B. If No, give reasons/observations

#### XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS  Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES  Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

**XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment**

Yes  No

**XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES**

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Whether associate or fellow  Associate  Fellow

Certificate of practice number

**I/We certify that:**

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.  
(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

**Declaration**

I am Authorised by the Board of Directors of the company vide resolution no. ...  dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

- Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- All the required attachments have been completely and legibly attached to this form.

**Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.**

**To be digitally signed by**

Director

DIN of the director

**To be digitally signed by**



- Company Secretary
- Company secretary in practice

Membership number

Certificate of practice number

**Attachments**

- 1. List of share holders, debenture holders
- 2. Approval letter for extension of AGM;
- 3. Copy of MGT-8;
- 4. Optional Attachement(s), if any

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**List of attachments**

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**This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company**

First Name	Middle Name	Last Name	Folio Number	DP ID-Client Id	Account Number	Number of Shares held	Class of Shares
GMR AIRPORTS INFRA	formerly known	GMR	INFRASTRUCTURE LIMITE	NA	IN303270-10055441	42,20,00,837	Equity share
AEROPORTS DE PARIS				NA	IN302814-12724826	35,37,83,144	Equity share
GMR INFRA SERVICES PRIVATE LTD				NA	IN302814-12723840	33,54,84,897	Equity share
GMR INFRA DEVELOPERS LIMITED				NA	IN301348-20109047	29,54,00,588	Equity share
RAJESH KUMAR AROR	NOMINEE OF GMR INFRA	SERVICES PRIVATE LTD		NA	1301440002887482	1	Equity share
GADI RADHA KRISHN	NOMINEE OF GMR INFRA	SERVICES PRIVATE LTD		NA	IN300724-10192886	1	Equity share
ANKIT KUMAR BAROL	NOMINEE OF GMR INFRA	SERVICES PRIVATE LTD		NA	IN303028-60572054	1	Equity share
MADHVA BHIMACHAI	NOMINEE OF GMR INFRA	SERVICES PRIVATE LTD		NA	IN301887-30014910	1	Equity share
GMR AIRPORTS INFRA	formerly known	GMR	INFRASTRUCTURE LIMITE	NA	IN303270-10055441	27,20,77,162	Preference share
GMR INFRA DEVELOPERS LIMITED				NA	IN301348-20109047	14,39,230	Preference share
GMR AIRPORTS INFRA	formerly known	GMR	INFRASTRUCTURE LIMITE	NA	IN303270-10055441	4,60,06,549	Preference share
GMR INFRA DEVELOPERS LIMITED				NA	IN301348-20109047	2,69,249	Preference share
AEROPORTS DE PARIS				NA	IN302814-12724826	45,25,976	Preference share
GMR AIRPORTS INFRA	formerly known	GMR	INFRASTRUCTURE LIMITE	NA	IN303270-10055441	3,83,38,790	Preference share
AEROPORTS DE PARIS				NA	IN302814-12724826	37,71,647	Preference share
GMR INFRA DEVELOPERS LIMITED				NA	IN301348-20109047	2,24,375	Preference share
GMR AIRPORTS INFRA	formerly known	GMR	INFRASTRUCTURE LIMITE	NA	IN303270-10055441	6,90,09,823	Preference share
AEROPORTS DE PARIS				NA	IN302814-12724826	67,88,964	Preference share
GMR INFRA DEVELOPERS LIMITED				NA	IN301348-20109047	4,03,874	Preference share

**DETAILS OF BOARD MEETINGS HELD DURING FY 2022-23 AND ATTENDANCE OF DIRECTORS:**

S. No.	Name of Director	May 13, 2022	Adjourned Meeting May 17, 2022	June 10, 2022	July 26, 2022	August 30, 2022	September 9, 2022	November 9, 2022	December 2, 2022	December 14, 2022	February 8, 2023	March 17, 2023	March 19, 2023
1.	Mr. G. M. Rao	YES	YES	YES	YES	YES	Leave of absence	YES	Leave of absence	Leave of absence	Leave of absence	Leave of absence	YES
2.	Mr. Grandhi Buchisanyasi Raju	YES	Leave of absence	YES	YES	Leave of absence	YES	Leave of absence	YES	Leave of absence	YES	YES	YES
3.	Mr. Srinivas Bommidala	YES	YES	Leave of absence	Leave of absence	YES	YES	YES	YES	Leave of absence	YES	Leave of absence	YES
4.	Mr. Grandhi Kirankumar	YES	YES	YES	Leave of absence	YES	Leave of absence	YES	Leave of absence	YES	Leave of absence	YES	YES
5.	Mr. Antoine Roger Bernard Crombez	YES	YES	YES	YES	YES	YES	YES	YES	YES	YES	YES	YES
6.	Mr. Prabhakara Rao Indana	YES	YES	YES	YES	YES	YES	YES	YES	YES	YES	YES	Leave of absence
7.	Ms. Siva Kameswari Vissa#	YES	YES	YES	YES	YES	YES	NA	NA	NA	NA	NA	NA
8.	Ms. Bijal Tushar Ajinkya*	NA	NA	NA	NA	NA	NA	YES	YES	YES	YES	YES	YES
9.	Mr. A. Subba Rao*	YES	YES	YES	YES	YES	YES	YES	YES	YES	YES	YES	YES

S. No.	Name of Director	May 13, 2022	Adjourned Meeting May 17, 2022	June 10, 2022	July 26, 2022	August 30, 2022	September 9, 2022	November 9, 2022	December 2, 2022	December 14, 2022	February 8, 2023	March 17, 2023	March 19, 2023
10.	Mr. Alexandre Ziegler	YES	Leave of absence	Leave of absence	Leave of absence	YES	Leave of absence	YES	Leave of absence	Leave of absence	YES	Leave of absence	Leave of absence
11.	Mr. Augustin de Romanet De Beaune	Leave of absence	Leave of absence	YES	Leave of absence	Leave of absence	Leave of absence	YES	Leave of absence	Leave of absence	YES	Leave of absence	YES
12.	Mr. Philippe Pascal	YES	Leave of absence	YES	YES	YES	YES	YES	Leave of absence	YES	YES	YES	YES
13.	Mr. Xavier Hurstel	Leave of absence	YES	YES	Leave of absence	YES	Leave of absence	YES	Leave of absence	YES	YES	YES	YES
14.	Mr. Fernando Echegaray Del Pozo	YES	YES	YES	Leave of absence	YES	YES	YES	Leave of absence	Leave of absence	YES	Leave of absence	Leave of absence

\* Ms. Bijal Tushar Ajinkya has been appointed as an Independent Director of the Company w.e.f. September 28, 2022 for a term of 5 consecutive years or up to the conclusion of 35<sup>th</sup> Annual General Meeting, whichever is earlier.

# Second Term of appointment of Ms. Siva Kameswari Vissa has been expired on September 28, 2022. Accordingly, she ceased to be an Independent Director of the Company w.e.f. the said date.

**DETAILS OF COMMITTEE MEETINGS HELD DURING FY 2022-23 AND ATTENDANCE OF MEMBERS:**

**AUDIT COMMITTEE:**

The composition of the Audit Committee along with the details of meetings held and attended by Members during FY 2022-23 are given below:

S. No.	Name	May 12, 2022	May 17, 2022	July 25, 2022	August 29, 2022	November 9, 2022	December 23, 2022	February 7, 2023	March 17, 2023	March 19, 2023
1.	Ms. Bijal Tushar Ajinkya – Member*	NA	NA	NA	NA	Yes	Yes	Yes	Yes	Yes
2.	Mr. A. Subba Rao – Chairman	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
3.	Mr. Alexandre Ziegler - Member	Leave of Absence	Yes	Leave of absence	Yes	Yes	Leave of absence	Leave of absence	Leave of absence	Leave of absence
4.	Ms. Siva Kameswari Vissa - Member#	Yes	Yes	Yes	Yes	NA	NA	NA	NA	NA

5.	Mr. Prabhakara Rao Indana – Member	Yes	Yes	Yes	Yes	Yes	Leave of absence	Leave of absence	Yes	Leave of absence
6.	Mr. Philippe Pascal – Member	Yes	Leave of absence	Leave of absence	Yes	Leave of absence	Yes	Leave of absence	Yes	Yes

**Note:**

- (a) Ms. Bijal Tushar Ajinkya was inducted as a Member of the Committee w.e.f. October 17, 2022.  
(b) Second Term of appointment of Ms. Siva Kameswari Vissa had been expired on September 28, 2022. Accordingly, she ceased to be a Member of the Audit Committee of the Company w.e.f. that date.

**NOMINATION AND REMUNERATION COMMITTEE:**

The Composition of the Nomination and Remuneration Committee along with the details of meetings held and attended by Members during FY 2022-23 are given below:

S. No.	Name	August 29, 2022
1.	Ms. Siva Kameswari Vissa – Chairperson	Yes
2.	Mr. A. Subba Rao	Yes
3.	Mr. G.B.S. Raju – Member	Leave of absence
4.	Mr. Xavier Hürstel – Member	Leave of absence
5.	Ms. Bijal Tushar Ajinkya – Member	NA

**Note:**

- (a) Ms. Siva Kameswari Vissa was inducted as the Chairperson and Mr. A. Subba Rao was inducted as a Member of the Nomination and Remuneration Committee w.e.f. October 13, 2021.
- (b) Second term of appointment of Ms. Siva Kameswari Vissa had been expired on September 28, 2022. Accordingly, she ceased to be the Chairperson as well as Member of the Nomination and Remuneration Committee of the Company with effect from the said date.
- (c) Mr. A. Subba Rao was inducted as the Chairman and Ms. Bijal Tushar Ajinkya was inducted as a Member of the Nomination and Remuneration Committee w.e.f. October 17, 2022.

**STAKEHOLDERS RELATIONSHIP COMMITTEE:**

The Composition of the Stakeholders Relationship Committee along with the details of meetings held and attended by Members during FY 2022-23 are given below:

S. No.	Name	March 29, 2023
1.	Mr. A. Subba Rao – Chairman	NA
2.	Ms. Bijal Tushar Ajinkya – Chairperson	Leave of absence
3.	Mr. Prabhakara Rao Indana – Member	Yes
4.	Mr. Antoine Roger Bernard Crombez – Member	Yes

**Note:**

- (a) Mr. A. Subba Rao was inducted as the Chairman of the Stakeholders Relationship Committee w.e.f. August 30, 2022.
- (b) Pursuant to the resignation of Mr. A. Subba Rao w.e.f. December 12, 2022 from Chairmanship and Membership of the Committee, the Board of Directors of the Company in its meeting held on December 14, 2022 had reconstituted the Committee and Ms. Bijal Tushar Ajinkya was inducted as the Chairperson of the Committee.

**CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE:**

The composition of the Corporate Social Responsibility Committee along with the details of meetings held and attended by Members during FY 2022-23 are given below:

S. No.	Name of Member of Committee	May 12, 2022
1.	Mr. A. Subba Rao – Chairman	Yes
2.	Mr. Srinivas Bommidala – Member	Yes
3.	Mr. Prabhakara Rao Indana – Member	Yes



**RISK MANAGEMENT COMMITTEE:**

The composition of the Risk Management Committee along with the details of meetings held and attended by Members during FY 2022-23 are given below:

<b>Risk Management Committee</b>					
<b>S. No.</b>	<b>Members of the Committee</b>	<b>May 11, 2022</b>	<b>August 12, 2022</b>	<b>December 21, 2022</b>	<b>March 17, 2023</b>
1.	Mr. G B S Raju – Chairman	Leave of absence	Yes	Yes	Yes
2.	Mr. Grandhi Kiran Kumar, Member	Yes	Yes	Leave of absence	Leave of absence
3.	Mr. G R K Babu – Member	Yes	Yes	Yes	Yes

**COMMITTEE(S) AS PER THE NBFC DIRECTION(S) ISSUED BY RBI:**

<b>IT Strategy Committee</b>				
<b>S. No.</b>	<b>Members of the Committee</b>	<b>May 6, 2022</b>	<b>August 22, 2022</b>	<b>February 21, 2023</b>
1.	Mr. A. Subba Rao – Chairman	NA	NA	Yes
2.	Ms. Siva Kameswari Vissa – Chairperson	Yes	Yes	NA
3.	Mr. Kalyan Singh – Member	Yes	NA	NA
4.	Mr. Rahul Shandilya – Member	Yes	Yes	Yes
5.	Mr. Srinadh Prasad K – Member	NA	Yes	Yes

<b>IT Steering Committee</b>				
<b>S. No.</b>	<b>Members of the Committee</b>	<b>May 6, 2022</b>	<b>November 5, 2022</b>	<b>March 29, 2023</b>
1.	Mr. A. Subba Rao – Chairman	NA	Yes	Yes

2.	Ms. Siva Kameswari Vissa – Chairperson	Yes	NA	NA
3.	Mr. Kalyan Singh – Member	Yes	NA	NA
4.	Mr. Rahul Shandilya – Member	Yes	Yes	Yes
5.	Ms. Manisha Pawar Bansawal – Member	NA	Yes	Yes
6.	Mr. Srinadh Prasad K – Member	NA	Yes	Yes

<b>Asset-Liability Management Committee</b>			
<b>S. No.</b>	<b>Members of the Committee</b>	<b>May 11, 2022</b>	<b>March 29, 2023</b>
1.	Mr. Grandhi Kiran Kumar – Chairman	Yes	Yes
2.	Mr. G R K Babu - Member	Yes	Yes
3.	Mr. Manoj Dharewa - Member	Yes	Yes
4.	Mr. Madhukar Dodrajka – Member	Yes	Yes
5.	Mr. Sanjeev Sharma – Member (Resigned as CRO w.e.f. December 15, 2022)	Yes	NA



# Arun Kumar Gupta & Associates

COMPANY SECRETARIES

Form No. MGT-8

*[Pursuant to Section 92(2) of the Companies Act, 2013 and Rule 11(2) of Companies (Management and Administration) Rules, 2014]*

## CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

We have examined the registers, records and books and papers of **GMR AIRPORTS LIMITED** ("the Company") as required to be maintained under the provisions of the **Companies Act, 2013 (the Act)** and the rules made there under for the financial year ended on March 31, 2023. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the company, its officers and agents, we certify that:

- A. the Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. during the aforesaid financial year, the Company has complied with provisions of the Act & Rules made there under in respect of:
  1. its status under the Act;
  2. maintenance of registers/records & making entries therein within the time prescribed therefor;
  3. filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within/beyond the prescribed time:

*During the year, the Company has filed all the forms and returns with the Registrar of Companies within the prescribed time or in the case of delay with requisite additional fees.*

4. calling/ convening/ holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the Company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed:

*During the year, the Company has complied with the provisions of calling/convening/holding meetings of the Board of Directors, Committees of Directors and members as stated in Annual Return. Proper notices were given and the Proceedings of circular resolutions and minutes of the meetings were duly recorded in the minutes book/registers kept for the purpose and same have been signed;*

5. closure of Register of Members / Security holders, as the case may be:

*The Company is not required to close its Register of Members/Security holders during the aforesaid financial year;*



6. advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act:

***The Company has not made any loan and advance to its directors or persons or firms or Companies referred under the provisions of section 185 of the Act.***

7. contracts/arrangements with related parties as specified in section 188 of the Act:

***The Company has made contracts/arrangements with related parties in due compliance of the provisions of Section 188 of the Act and the rules made there under.***

8. issue or allotment or transfer or transmission or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances:

***During the year under review, the Company has issued and allotted following securities in terms of Sections 42 and 71 of the Companies Act, 2013: -***

- (a) 990 Un-secured Listed Redeemable Non-Convertible Bonds (NCBs) of face value of Rs. 10 Lakh each aggregating to Rs. 99 Crore in dematerialized form on June 24, 2022;
- (b) 3,010 Un-secured Listed Redeemable NCBs of face value of Rs. 10 Lakh each aggregating to Rs. 301 Crore in dematerialized form on July 18, 2022; and
- (c) 11,100 Un-secured Listed Redeemable NCBs of face value of Rs. 10 Lakh each aggregating to Rs. 1,110 Crore in dematerialized form on September 22, 2022.

***Further, during the period under review, the Company with the approval of its Board of Directors, Bond Holders, Bond Trustee and Stock Exchange, had re-structured its existing NCBs as per the following details:***

- (a) Extended the maturity period of the existing bonds amounting to Rs. 1,330 Crore, from June 24, 2022 to September 24, 2022 and modified some of the terms and conditions of Bond Trust Deed with respect to all or part of the issue of NCBs amounting to Rs. 1,670 Crore and Rs. 300 Crore.
- (b) On September 23, 2022, NCBs amounting to Rs. 1,330 Crore were partly re-structured by way of extension of tenure of NCBs amounting to Rs. 345 Crore for a further period of 2 years from September 24, 2022 to September 24, 2024 and balance of NCBs amounting to Rs. 985 Crore were redeemed.
- (c) As per the Mandatory Redemption clause of Bond Trust Deed:
- (i) Rs. 65 Crore and Rs. 113.90 Crore NCBs were redeemed on February 20, 2023 and March 16, 2023 respectively, out of NCBs amounting to Rs. 1,110 Crore; and



- (ii) **Rs. 157 Crore and Rs. 107 Crore NCBs plus interest accrued thereon were redeemed on February 23, 2023 out of NCBs amounting to Rs. 325 Crore and Rs. 220 Crore, respectively.**

**Further, during the period under review, GMR Airports Infrastructure Limited (formerly known as GMR Infrastructure Limited) had transferred 4,525,976 Class B Compulsory Convertible Preference Shares ("CCPS"), 3,771,647 Class C CCPS and 6,788,964 Class D CCPS to Aeroports De Paris.**

**Besides these, there were no Transfer/ transmission or buy back of securities/redemption of preference shares or debentures/ alteration or reduction of share capital/conversion of shares during the financial year under review;**

9. keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act:

**There was no instance for keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares;**

10. declaration/ payment of dividend; transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act:

**The Company has not declared/paid any dividend. Further there were no amounts which were required to be transferred to the Investor Education and Protection Fund in accordance with Section 125 of the Act;**

11. signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof:

**Signing of audited financial statement and report of the Directors' for the financial year ended on 31 March, 2022 is as per the provisions of the section 134 of the Companies Act, 2013 and the Rules made under the Act.**

12. constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them:

**The Company is in compliance with the provisions of the Act and the Rules made thereunder w.r.t. the constitution, appointment, re-appointment of the Directors and the Key Managerial Personnel. Directors retiring by rotation have been duly re-appointed. There were no casual vacancies. All Directors and Key Managerial Personnel have given the disclosures as required under the Act. Remuneration paid to Directors is in compliance with the Act.**



**During the period under review, following changes were held in the composition in the Board of Directors of the Company:**

<b>Sl. No</b>	<b>Name of Director / KMP</b>	<b>Address</b>	<b>Designation</b>	<b>Date of Appointment/ Change in Designation/ Cessation</b>	<b>Nature of Change</b>
1.	Mr. Alexandre Ziegler Guillaume Roger	4 Square Jean-Paul Laurens 75016 Paris France	Non-Executive Independent Director	28/09/2022	Change in designation
2.	Ms. Bijal Tushar Ajinkya	1001, Floor 10th, Hari Bhavan Tejpal Lane August Kranti Maidan, Grant Road Mumbai Maharashtra India 400007	Non-Executive Independent Director	28/09/2022	Appointment
3.	Ms. Siva Kameswari Vissa	Old No. 48, Newnumber 53, Flat F Akshaya Homes 3rd Main Road Gandhi-Nagar Adyar Chennai Tamil Nadu India 600020	Non-Executive Independent Director	28/09/2022	Retired on completion of the second term of her appointment as an Independent Director

13. appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act:

**The Company is in compliance with the provisions of the Act for the appointment/ re-appointment of Statutory Auditors of the Company.**

14. approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act:

**During the year, the Company was not required to take any approval from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under any of the provisions of the Act;**



15. acceptance/ renewal/ repayment of deposits:

***The Company has not accepted/ renewed/ repaid deposits during the period under review.***

16. borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable:

***During the year, the Company has created/ modified/ satisfied the following charges and such creation/ modification/ satisfaction of charges are in due compliance of the provisions of the Act.***

S No.	Charge ID	Charge Holder Name	Date of Creation/ Modification/ Satisfaction	Creation/ Modification/ Satisfaction
1.	100657960	Catalyst Trusteeship Limited	27/12/2022	Creation
2.	100610900	Catalyst Trusteeship Limited	26/09/2022	Creation
3.	100656167	Catalyst Trusteeship Limited	21/09/2022	Creation
4.	100662134	Catalyst Trusteeship Limited	21/09/2022	Creation
5.	100598165	Catalyst Trusteeship Limited	23/06/2022	Creation
6.	100584979	Catalyst Trusteeship Limited	22/06/2022	Creation
7.	100584979	Catalyst Trusteeship Limited	23/09/2022	Modification
8.	100217782	HDFC Bank Limited	20/05/2022	Modification
9.	100217782	HDFC Bank Limited	04/10/2022	Satisfaction
10.	100505830	HDFC Bank Limited	04/10/2022	Satisfaction

17. loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act:

***The investment in securities, giving of loan, guarantees or providing of security in connection with loan to any other bodies corporate or persons as envisaged in Section 186 of the Act during the financial year are in due compliance of the provisions of the said Section and there is exemption under sub-section (11) of Section 186 from the applicability of said section since the Company is a registered NBFC Company.***





18. alteration of the provisions of the Memorandum and/ or Articles of Association of the Company:

*During the Year under review, the Company has not altered any provisions of its Memorandum of Association and Article of Association.*

For ARUN KUMAR GUPTA & ASSOCIATES  
COMPANY SECRETARIES



(ARUN KUMAR GUPTA)  
FCS: 5551, CP: 5086  
Peer Review Cer. No. 1658/2022  
UDIN: F005551E000958338



Date: 06/09/2023  
Place: Delhi