

Date: July 18, 2023

**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 June 30, 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 June 30, 2023 in terms of the provisions of Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Master 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  
Megha.



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	01-04-2023
Date of end of financial year	31-03-2024
Reporting Quarter	Quarterly
Date of Report	30-06-2023
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Any other

Enter the quarter  
ended date only

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Annex 1																						
Annex 1 to be submitted to the office on quarterly basis																						
1. Composition of Board of Directors																						
Number of members composition of Board of Directors (continued)																						
Whether the listed entity has Single Directorship																						
Whether Chairman is a Director (Yes/No)																						
Description of Director position under the Companies Act, 2013																						
No.	Mr/Ms/Ms	Name of the Director	PAN	DOB	Category of Chairperson	Category of Chairperson	Date of Birth	Whether the Director is disqualified	Start Date of Disqualification	End Date of Disqualification	End Date of Disqualification	Current Status	Whether disqualified person (Under the Companies Act, 2013)	Date of passing special resolution	Date of appointment	Date of termination	No. of shares held by the Director (Including Shares Held by the Director)	No. of shares held by the Director (Including Shares Held by the Director)	No. of shares held by the Director (Including Shares Held by the Director)	No. of shares held by the Director (Including Shares Held by the Director)	No. of shares held by the Director (Including Shares Held by the Director)	No. of shares held by the Director (Including Shares Held by the Director)
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17	18	19	20	21	22	
1	Mr.	DR. D.K. SHARMA	0000000000	26/02/1928	Independent Director	Independent Director	26/02/1928	No				Independent Director		15/03/2011			10000	10000	0	0	0	
2	Mr.	DR. S.K. SHARMA	0000000000	28/08/1928	Independent Director	Independent Director	28/08/1928	No				Independent Director		15/03/2011			10000	10000	0	0	0	
3	Mr.	DR. S.K. SHARMA	0000000000	28/08/1928	Independent Director	Independent Director	28/08/1928	No				Independent Director		15/03/2011			10000	10000	0	0	0	
4	Mr.	DR. S.K. SHARMA	0000000000	28/08/1928	Independent Director	Independent Director	28/08/1928	No				Independent Director		15/03/2011			10000	10000	0	0	0	
5	Mr.	DR. S.K. SHARMA	0000000000	28/08/1928	Independent Director	Independent Director	28/08/1928	No				Independent Director		15/03/2011			10000	10000	0	0	0	
6	Mr.	DR. S.K. SHARMA	0000000000	28/08/1928	Independent Director	Independent Director	28/08/1928	No				Independent Director		15/03/2011			10000	10000	0	0	0	
7	Mr.	DR. S.K. SHARMA	0000000000	28/08/1928	Independent Director	Independent Director	28/08/1928	No				Independent Director		15/03/2011			10000	10000	0	0	0	
8	Mr.	DR. S.K. SHARMA	0000000000	28/08/1928	Independent Director	Independent Director	28/08/1928	No				Independent Director		15/03/2011			10000	10000	0	0	0	
9	Mr.	DR. S.K. SHARMA	0000000000	28/08/1928	Independent Director	Independent Director	28/08/1928	No				Independent Director		15/03/2011			10000	10000	0	0	0	
10	Mr.	DR. S.K. SHARMA	0000000000	28/08/1928	Independent Director	Independent Director	28/08/1928	No				Independent Director		15/03/2011			10000	10000	0	0	0	
11	Mr.	DR. S.K. SHARMA	0000000000	28/08/1928	Independent Director	Independent Director	28/08/1928	No				Independent Director		15/03/2011			10000	10000	0	0	0	
12	Mr.	DR. S.K. SHARMA	0000000000	28/08/1928	Independent Director	Independent Director	28/08/1928	No				Independent Director		15/03/2011			10000	10000	0	0	0	
13	Mr.	DR. S.K. SHARMA	0000000000	28/08/1928	Independent Director	Independent Director	28/08/1928	No				Independent Director		15/03/2011			10000	10000	0	0	0	
14	Mr.	DR. S.K. SHARMA	0000000000	28/08/1928	Independent Director	Independent Director	28/08/1928	No				Independent Director		15/03/2011			10000	10000	0	0	0	
15	Mr.	DR. S.K. SHARMA	0000000000	28/08/1928	Independent Director	Independent Director	28/08/1928	No				Independent Director		15/03/2011			10000	10000	0	0	0	
16	Mr.	DR. S.K. SHARMA	0000000000	28/08/1928	Independent Director	Independent Director	28/08/1928	No				Independent Director		15/03/2011			10000	10000	0	0	0	
17	Mr.	DR. S.K. SHARMA	0000000000	28/08/1928	Independent Director	Independent Director	28/08/1928	No				Independent Director		15/03/2011			10000	10000	0	0	0	
18	Mr.	DR. S.K. SHARMA	0000000000	28/08/1928	Independent Director	Independent Director	28/08/1928	No				Independent Director		15/03/2011			10000	10000	0	0	0	
19	Mr.	DR. S.K. SHARMA	0000000000	28/08/1928	Independent Director	Independent Director	28/08/1928	No				Independent Director		15/03/2011			10000	10000	0	0	0	
20	Mr.	DR. S.K. SHARMA	0000000000	28/08/1928	Independent Director	Independent Director	28/08/1928	No				Independent Director		15/03/2011			10000	10000	0	0	0	
21	Mr.	DR. S.K. SHARMA	0000000000	28/08/1928	Independent Director	Independent Director	28/08/1928	No				Independent Director		15/03/2011			10000	10000	0	0	0	
22	Mr.	DR. S.K. SHARMA	0000000000	28/08/1928	Independent Director	Independent Director	28/08/1928	No				Independent Director		15/03/2011			10000	10000	0	0	0	
23	Mr.	DR. S.K. SHARMA	0000000000	28/08/1928	Independent Director	Independent Director	28/08/1928	No				Independent Director		15/03/2011			10000	10000	0	0	0	
24	Mr.	DR. S.K. SHARMA	0000000000	28/08/1928	Independent Director	Independent Director	28/08/1928	No				Independent Director		15/03/2011			10000	10000	0	0	0	
25	Mr.	DR. S.K. SHARMA	0000000000	28/08/1928	Independent Director	Independent Director	28/08/1928	No				Independent Director		15/03/2011			10000	10000	0	0	0	
26	Mr.	DR. S.K. SHARMA	0000000000	28/08/1928	Independent Director	Independent Director	28/08/1928	No				Independent Director		15/03/2011			10000	10000	0	0	0	
27	Mr.	DR. S.K. SHARMA	0000000000	28/08/1928	Independent Director	Independent Director	28/08/1928	No				Independent Director		15/03/2011			10000	10000	0	0	0	
28	Mr.	DR. S.K. SHARMA	0000000000	28/08/1928	Independent Director	Independent Director	28/08/1928	No				Independent Director		15/03/2011			10000	10000	0	0	0	
29	Mr.	DR. S.K. SHARMA	0000000000	28/08/1928	Independent Director	Independent Director	28/08/1928	No				Independent Director		15/03/2011			10000	10000	0	0	0	
30	Mr.	DR. S.K. SHARMA	0000000000	28/08/1928	Independent Director	Independent Director	28/08/1928	No				Independent Director		15/03/2011			10000	10000	0	0	0	

## 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.

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 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.

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 prefilled 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	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

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	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

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	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 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

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	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						

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**Notes:**

1. 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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## 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*
	<a href="#">Add</a> <a href="#">Delete</a>						
1	08-02-2023			Yes	13	11	3
2	17-03-2023	36		Yes	13	8	2
3	19-03-2023	1		Yes	13	10	2
4	26-05-2023	67		Yes	13	12	2

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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 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	07-02-2023				Yes	5	2	2	0
2	Audit Committee	17-03-2023	37			Yes	5	4	2	0
3	Audit Committee	19-03-2023	1			Yes	5	3	2	0
4	Audit Committee	25-05-2023	66			Yes	5	2	2	0
5	Audit Committee	26-05-2023	0			Yes	5	4	2	0
6	Risk Management Committee	17-03-2023				Yes	2	1	0	1
7	Risk Management Committee Corporate Social Responsibility	16-05-2023	59			Yes	2	2	0	0
8	Committee	25-05-2023	8			Yes	3	2	1	0

**Notes:**

1. 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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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			<a href="#">Add Notes</a>
Disclosure of notes of material transaction with related party			<a href="#">Add Notes</a>

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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 <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>b. Nomination &amp; remuneration committee</b>	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <b>c. Stakeholders relationship committee</b>	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <b>d. Risk management committee (applicable to the top 1000 listed entities)</b>	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:	<a href="#">Add Notes</a>

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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 March 31, 2023 was placed before the Board of Directors of the Company in its meeting held on May 26, 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	18-07-2023

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