

May 16, 2025

Email ID: GHIAL-CS@gmrgroup.in

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400 001

BSE Scrip Code: 974419, 974657, 975575

Dear Sir / Madam,

Sub: Annual Secretarial Compliance Report for the year ended 31st March 2025

Pursuant to Regulation 62M of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached the Annual Secretarial Compliance Report of the Company for the financial year ended 31st March 2025, issued by M/s. KBG Associates, Company Secretaries in Practice.

This is for your information and records please.

Thanking you.

Yours truly,
for GMR Hyderabad International Airport Limited

Deepak C Sankunni
Digitally signed by
Deepak C Sankunni
Date: 2025.05.16
14:22:03 +05'30'

Deepak C.S.
Company Secretary & Compliance Officer

Encl: as above

GMR HYDERABAD INTERNATIONAL AIRPORT LIMITED

Regd. Office: GMR Aero Towers, Rajiv Gandhi International Airport, Shamshabad, Hyderabad - 500108, Telangana State, India
CIN: U62100TG2002PLC040118 | T +91 40 67394099/67393903/67395000 F +91 40 67393228 | W www.hyderabad.aero

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**ANNUAL SECRETARIAL COMPLIANCE REPORT OF
GMR HYDERABAD INTERNATIONAL AIRPORT LIMITED**
for the financial year ended march 31, 2025

To,
The Board of Directors,
GMR Hyderabad International Airport Limited
GMR Aero Towers, Rajiv Gandhi International Airport,
Hyderabad, Shamshabad, Telangana, India, 500108

We, M/s. KBG Associates, Company Secretaries have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by GMR Hyderabad International Airport Limited (GHIAL) having CIN: U62100TG2002PLC040118 (*hereinafter referred as 'the listed entity'*). Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide our observations thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity during the conduct of Secretarial Review, we hereby report that the listed entity has complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter during the review period covering the financial year ended March 31, 2025:

We, M/s. KBG Associates, Company Secretaries, have examined:

- (a) all the documents and records made available to us, and explanation provided by GMR Hyderabad International Airport Limited (GHIAL) ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document / filing, as may be relevant, which has been relied upon to make this certification,

for the financial year ended 31st March, 2025 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act"); and the Regulations, Circulars, Guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), Rules made thereunder and the Regulations, Circulars, Guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations (including amendments, modifications from time to time), whose provisions and the circulars / guidelines issued thereunder, have been examined, include:

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018: - **Not applicable.**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011: - **Not applicable.**



Floor, 1-9-309/A, Near Red Cross Blood Bank, Atchuta Reddy Marg, Vidya Nagar, Hyderabad
Telangana, India - 500 044 Ph : +91 80084 02731. Email : secretarial.consulting@gmail.com



- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018:- **Not applicable.**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021: - **Not applicable.**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Instruments and Security Receipts) Regulations, 2008;
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018
- (j) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client: - **Not applicable.**
- (k) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021: - **Not applicable.**

and Circulars / guidelines issued thereunder; and based on the above examination, we hereby report that, during the Review Period:

- (a) The Company has complied with the provisions of the above Regulations and circulars / guidelines issued thereunder, except in respect of matters specified below: -

Sl no.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Regulation / Circular No.	Deviations	Action Taken by	Type of Action (Advisory/ Clarification / Fine/ Show cause Notice / warning, etc)	Details of Violation	Fine Amount	Observations /Remarks of the Practicing Company Secretary	Management Response	Remarks
NIL										

- (b) The listed entity has taken the following actions to comply with the observations made in previous Reports:

Sl no.	Observations/ Remarks of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended March, 31, 2024	Compliance Requirement (Regulations/circulars/ guidelines including specific clause)	Details of violation / deviations and actions taken /penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
NIL						



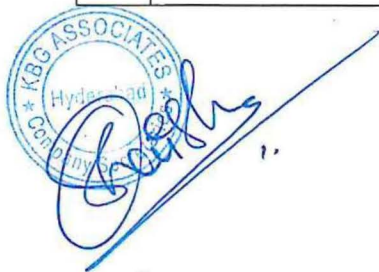
(c) We hereby report that, during the review period the compliance status of the listed entity with the following requirements:

SI No.	Particulars	Compliance status (Yes/No/NA)	Observations /Remarks by PCS*
1.	<u>Secretarial Standards:</u> The compliances of the Company are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI)	Yes	--
2.	<u>Adoption and timely updation of the Policies:</u> <ul style="list-style-type: none">All applicable policies under SEBI Regulations are adopted with the approval of board of directors/committees, as may be applicable of the listed entities.All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI	Yes	--
3.	<u>Maintenance and disclosures on Website:</u> <ul style="list-style-type: none">The Listed entity is maintaining a functional website.Timely dissemination of the documents/ information under a separate section on the website.Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/section of the website.	Yes	--
4.	<u>Disqualification of Director:</u> None of the Directors of the Company are disqualified under Section 164 of Companies Act, 2013.	Yes	--
5.	<u>Details related to Subsidiaries of listed entities have been examined w.r.t.:</u> (a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries	(a) NA (b) Yes	(There are no Material subsidiaries)
6.	<u>Preservation of Documents:</u> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under the LODR Regulations.	Yes	--





7.	<u>Performance Evaluation:</u> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations.	Yes	--
8.	<u>Related Party Transactions:</u> (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee.	(a) Yes (b) NA	--
9.	<u>Disclosure of events or information:</u> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of the LODR Regulations within the time limits prescribed thereunder.	NA	The listed entity, being a "high-value debt listed entity", provisions of Regulation 30 along with Schedule III of SEBI LODR Regulations is not applicable on the Company.
10.	<u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	--
11.	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.	Yes	No action taken by SEBI or Stock Exchange during the review period.
12.	<u>Resignation of statutory auditors from the listed entity or its material subsidiaries</u> In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	NA	During the review period no resignation of Statutory Auditor





13.	<u>No additional non-compliances observed:</u> No additional non-compliance observed for any of the SEBI regulation/circular/guidance note etc. except as reported above.	NA	No Non- Compliance was observed for any SEBI regulation/ circular/ guidance note etc.
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Date: 12 May, 2025
Place: Hyderabad



For KBG Associates
Company Secretaries
Firm Regn No # P2009AP006100
PRC : P2009AP6100/1103/2021

Srikrishna Chintalapati
Partner
CP No: 6262
UDIN : F005984G000317451