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# GMR Goa International Airport Limited

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**06th Annual Report 2021-22**



**Registered Office**

Survey No. 381/3, Mathura One, 1st Floor, NH-17,  
Porvorim, North Goa, Goa - 403501, India

**Tel: +91 832-240 8400**

**Fax: +91 832 240 8450**

**Website: <https://www.gmrgroup.in>**

## CONTENTS

General Corporate Information	▶	03
Notice of Annual General Meeting	▶	04
Boards' Report	▶	09
Auditors Report and Financial Statements	▶	44

**ANNUAL REPORT 2021-22**
**GENERAL CORPORATE INFORMATION**

CORPORATE IDENTITY NUMBER U63030GA2016PLC013017

**BOARD OF DIRECTORS**

<b>Mr. G.M. Rao</b> Non-Executive Chairman	<b>Mr. P.S. Nair</b> Non-Executive Director	<b>Mr. Bimal Parekh</b> Independent Director
<b>Mr. G.B.S. Raju</b> Non-Executive Director	<b>Mr. K. Narayana Rao</b> Non-Executive Director	<b>Dr. Suresh G. Shanbhogue</b> Nominee Director
<b>Mr. Srinivas Bommidala</b> Non-Executive Director	<b>Mr. I. P. Rao</b> Non-Executive Director	<b>Mrs. V.S. Kameswari</b> Independent Director
<b>Mr. Grandhi Kirankumar</b> Non-Executive Director	<b>Mr. R.S.S.L.N. Bhaskarudu</b> Independent Director (upto 24.08.2021)	<b>Mr. Goker Kose</b> Non-Executive Director
<b>Mr. Madhu Rao</b> Independent Director (w.e.f. 09.11.2021)	<b>Dr. M. Ramachandran</b> Independent Director	<b>Mr. Antoine Crombez</b> Non-Executive Director

**KEY MANAGERIAL PERSONNEL**

<b>Mr. R.V. Sheshan</b> Chief Executive Officer	<b>Mr. Rajesh Madan</b> Chief Financial Officer
<b>Mr. Dibyaranjan Mishra</b> Company Secretary (Resigned w.e.f. 21.07.2021)	<b>Mr. Rohan Gavvas</b> Company Secretary (Appointed w.e.f. 21.07.2021)

**BANKERS**

Axis Bank Ltd.	Central Bank of India	EXIM Bank	IndusInd Bank (Escrow Account)
Indian Bank	IFCI Bank Ltd	India Infrastructure Finance Co. Ltd (IIFCL)	

**AUDITORS**

<b>Statutory Auditors</b>	<b>Secretarial Auditor</b>	<b>Internal Auditor</b>
<b>M/s. Brahmayya &amp; Company.,</b> Chartered Accountants [FRN: 000515S], Khivraj Mansion, 10/2, Kasturba Road, Bengaluru 560 001	<b>Arun kumar Gupta &amp; Associates,</b> Practicing Company Secretaries, 1005, Roots Tower, Plot No-7, District Centre, Laxmi Nagar, Delhi – 110 092	Head (Management Assurance Group)

**Registrar & Share Transfer Agent**

 Integrated Registry Management Services Pvt. Ltd.  
30, Ramana Residency, 4th Cross, Sampige Road,  
Malleswaram, Bengaluru, Karnataka – 560003,  
India, Tel: +91-80-23460815; Fax: +91-80-23460819

**Corporate Office**

 New Udaan Bhawan, Opp. Terminal 3,  
IGI Airport New Delhi – 110 037,  
India, Tel: +91-11-47197000  
Fax: +91-11-47197791, www.gmrgroup.in

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**NOTICE TO THE MEMBERS OF GMR GOA INTERNATIONAL AIRPORT LIMITED FOR THE 06<sup>TH</sup> ANNUAL GENERAL MEETING OF THE COMPANY.**

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Notice is hereby given that the 06<sup>th</sup> Annual General Meeting of the members of GMR Goa International Airport Limited will be held on **Thursday September 22, 2022 at 03.00 p.m. (IST)** through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) at the registered office of the Company at Survey No. 381/3, Mathura One, 1<sup>st</sup> Floor, NH-17, Porvorim, North Goa, Goa – 403 501 to transact the following businesses:

**Ordinary Business**

- 1. To receive, consider and adopt the audited financial statements of the Company for the Year ended March 31, 2022 together with the notes and annexures thereto and the reports of the Board of Directors and Auditors thereon.**

To consider and, if thought fit, to pass, with or without modifications, the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** the audited financial statements for the financial year ended March 31, 2022 along with the Directors’ Report and Auditors’ Report thereon be and are hereby received, considered, approved and adopted.”

- 2. To appoint a Director in place of Mr. GBS Raju (DIN 00061686) who retires by rotation and being eligible, offers himself for re-appointment.**

To consider and, if thought fit, to pass, with or without modifications, the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013 and Rules made thereunder (including any statutory modification and re-enactment thereof) and other applicable provisions, if any of the Companies Act, 2013, Mr. GBS Raju (DIN 00061686), Director who is liable to retire by rotation and being eligible has offered himself for appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

- 3. To appoint a Director in place of Mr. Srinivas Bommidala (00061464), Director who retires by rotation and being eligible, offers himself for re-appointment.**

To consider and, if thought fit, to pass, with or without modifications, the following resolution as an **Ordinary Resolution**:

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**“RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013 and Rules made thereunder (including any statutory modification and re-enactment thereof) and other applicable provisions, if any of the Companies Act, 2013, Mr. Srinivas Bommidala (00061464), Director who is liable to retire by rotation and being eligible has offered himself for appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

**4. To appoint a Director in place of Mr. Grandhi Kiran Kumar (00061669), Director who retires by rotation and being eligible, offers himself for re-appointment.**

To consider and, if thought fit, to pass, with or without modifications, the following resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013 and Rules made thereunder (including any statutory modification and re-enactment thereof) and other applicable provisions, if any of the Companies Act, 2013, Mr. Grandhi Kiran Kumar (00061669), Director who is liable to retire by rotation and being eligible has offered himself for appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

**By order of the Board of Directors of  
GMR Goa International Airport Limited**

**Place: Goa  
Date: August 25, 2022**

**Sd/-  
Rohan Ramachandra Gavas  
(Company Secretary)**

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## NOTES

1. In view of COVID-19 pandemic, Ministry of Corporate Affairs ("MCA") vide its General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 08, 2021 and General Circular No. 03/2022 dated May 05, 2022 (collectively referred to as "MCA Circulars") has allowed the Companies to conduct Annual General Meeting ("AGM") through Video Conferencing ("VC") or Other Audio Visual Means without the physical presence of the Members at a common venue. In terms of the said Circulars, the 4<sup>th</sup> AGM of the Company is being held through VC. Hence, Members can attend and participate in the AGM through VC only.
2. The company shall provide proper teleconferencing/video-conferencing/webex facility are as under. The instructions/details of the meeting i.e. access link to the video conferencing or other audio visual means, login id, passwords, helpline numbers, e-mail id of a designated person who shall provide assistance for easy access to the meeting are as under:  
  
Weblink :  
Meeting ID :  
Passcode :  
Email ID of designated person : [rohan.gavas@gmrgroup.in](mailto:rohan.gavas@gmrgroup.in)
3. Pursuant to the aforesaid MCA Circulars, Members attending the 6<sup>th</sup> AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
4. As per the Companies Act, 2013, ('the Act'), a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf. However, in terms of the MCA Circulars, the 6<sup>th</sup> AGM is being held through VC, physical attendance of Members has been dispensed with. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the 6<sup>th</sup> AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
5. Since the AGM will be held through VC Facility, the Route Map being not relevant, therefore is not annexed to this Notice.
6. Members may join the 6<sup>th</sup> AGM through VC Facility by following the procedure as mentioned separately in the notice, which shall be kept open for the Members from 02:45 PM IST i.e. 15 minutes before the time scheduled to start the 6<sup>th</sup> AGM and shall not be closed for at least 15 minutes after such scheduled time.
7. Corporate members shall appoint their authorised representative(s) to attend the Meeting through video conferencing and are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Annual General Meeting.
8. The Meeting may be convened at a shorter notice, after obtaining the consent, in writing or by electronic mode, is accorded thereto by members of the Company majority in number entitled to vote and who represent not less than ninety-five percent of such part of the paid-up share capital of the company as gives a right to vote at the meeting, pursuant to the provisions of Section 101 of the Act.

## Profile of Directors seeking appointment/re-appointment at the Annual General Meeting (In pursuance of Secretarial Standard – II on General Meetings)

Name of Director	Mr. GBS Raju	Mr. Srinivas Bommidala	Mr. Grandhi Kiran Kumar
DIN	00061686	00061464	00061669
Age	48 years	59 years	46
Qualification	B. Com	B. Com	B. Com
Experience	Mr. GBS Raju is the Non-Executive Director of the Company. He has been on the Company's Board since 2016. He began his career as the Managing Director of GMR Energy Limited and was responsible for setting up the 220 MW barge-mounted power plant. He steered the Company's involvement in the roads sector, led Corporate Services including fund raising initiatives and spearheaded Company's foray into international business. He is currently the Chairman of the Airport business of the GMR Group.	Mr. Srinivas Bommidala, is the promoter and one of the first directors of the Company. He has been a member of the Board since 2016. He entered his family tobacco export business in 1982 and subsequently led the diversification into new businesses such as aerated water bottling plants, etc., and was also in charge of international marketing and management of the organisation. Subsequently, he led the team as the Managing Director of GMR Power Corporation Limited for setting up the first independent power project. This project with slow speed diesel technology was the world's largest diesel engine power plant under one roof situated at Chennai in the southern part of India. He was also instrumental in implementing the combined cycle gas turbine power project in Andhra Pradesh. When the Government decided to modernise and restructure Delhi Airport under a public private partnership scheme in 2006, he became the first Managing Director of this venture and successfully handled the transition process from a public owned entity to a public private partnership enterprise. He is currently the Chairman of the energy business.	Mr. Grandhi Kiran Kumar, holds a bachelor's degree in commerce. He had been on the Company's Board since 2016. He had successfully spearheaded the setting up of the Greenfield Hyderabad Airport and the development and modernisation of the Delhi Airport, two major public-private partnership project. Subsequently he led Group's Highways, Construction, SEZs and allied businesses (excluding airports SEZ) and sports divisions. Currently, he is Corporate Chairman of GMR Group and is overseeing Group's finance and Corporate Strategic Planning Department functions in addition to leading the Group's sports business.
Terms and Conditions of appointment	Non-Executive Director	Non-Executive Director	Non-Executive Director
Details of Remuneration	Only sitting fees is paid	Only sitting fees is paid	Only sitting fees is paid
Date of first appointment on the Board	14/10/2016	14/10/2016	14/10/2016
Shareholding in the Company	Nil	Nil	Nil
Relationship with other Directors, Manager and KMPs	Mr. GBS Raju is the Elder son of Mr. G.M. Rao, brother of Mr. Grandhi Kiran Kumar and brother-in-law of Mr. Srinivas Bommidala. There is no inter-se relationship with other directors and KMP of the Company.	Mr. Srinivas Bommidala is the son-in-law of Mr. G.M. Rao, brother-in-law of Mr. G.B.S. Raju and Mr. Grandhi Kiran Kumar. There is no other inter-se relationship with other directors and KMP of the Company.	Mr. Kiran Kumar Grandhi is the younger son of Mr. G.M. Rao, brother of Mr. G.B.S. Raju and brother-in-law of Mr. Srinivas Bommidala. There is no inter-se relationship with other directors and KMP of the Company.

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<b>Name of Director</b>	<b>Mr. GBS Raju</b>	<b>Mr. Srinivas Bommidala</b>	<b>Mr. Grandhi Kiran Kumar</b>
No. of Board meetings attended during the year	05	03	02
Other Directorship, Chairmanship & Committee Membership	As per Annexure I	As per Annexure I	As per Annexure I

**By order of the Board of Directors of  
GMR Goa International Airport Limited**

**Place: Goa  
Date: August 25, 2022**

**Sd/-  
Rohan Ramachandra Gavvas  
(Company Secretary)**





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**BOARDS' REPORT**  
**OF**  
**GMR GOA INTERNATIONAL AIRPORT LIMITED**

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**Financial Year 2021-22**

**BOARD'S REPORT 2021-22**

## **BOARDS' REPORT**

Dear Shareholders,

Your directors are happy to present the 6<sup>th</sup> Annual Report of your Company together with the audited financial statements of the Company for the financial year (FY) ended March 31, 2022.

### **FINANCIAL RESULTS AND STATE OF THE COMPANY'S AFFAIRS**

A snapshot of the financial performance of your Company for the period under review (Financial Year 2021-2022 with corresponding figures for FY 2020-21) is given below:

**(Rs. In lakhs)**

<b>Particulars</b>	<b>Mar'31, 2022</b>	<b>Mar'31, 2021</b>
Revenue from Operations	-	-
Other Income	110.32	22.83
<b>Total Revenue</b>	<b>110.32</b>	<b>22.83</b>
Less: Total Expenses	194.37	393.72
<b>Loss before Interest, Depreciation &amp; Tax</b>	<b>(84.05)</b>	<b>(370.89)</b>
Less: Depreciation & Amortization	28.83	40.39
Less: Finance Cost	24.36	10.16
<b>Profit/Loss before Tax &amp; Exceptional Item</b>	<b>(137.24)</b>	<b>(421.44)</b>
Tax Expenses	(0.18)	0.58
Profit/Loss After Tax	(137.06)	(422.02)
Other Comprehensive Income	-	-
Total Comprehensive Income for the Year	-	-

### **STATUS OF PROJECT**

The status of various project related activities is presented as under:

(a) **Revised Scheduled Commercial Operation Date (SCOD)**

The New Goa Airport Project situated at Mopa, North Goa (Project) was scheduled to be completed on September 03, 2020 ("SCOD"). Post extension of timelines by the Government of Goa (GoG), the revised SCOD was May 30, 2022. However, COVID 19, pandemic has led to further revision in SCOD to August 28, 2022.

(b) **Construction Update**

Physical progress of construction achieved during FY'22 is 43.91%, achieved progress for FY'23 Q1(Apr to Jun) is 13.21% & the cumulative progress as on June 30, 2022, is 85.38%. Major procurement & Engineering completed.

1) **Earthworks:**

Cumulative progress as on June 30, 2022, is 103,51,354 Cum excavation completed against scope of 1,03,94,556 Cum and 101,93,886 cum of filling works completed against total scope of 1,03,74,896 cum.

**BOARD'S REPORT 2021-22**

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**2) Pavement works**

Runway final layer & Parallel Taxiway for 3.5 Kms, Cross Taxiways, Rapid Exit Taxiways, Connecting Taxiway BC 2<sup>nd</sup> layer works for CT2 is completed, further Main Apron works work is at a completion stage.

**3) Passenger Terminal Building (PTB)**

The construction of the PTB is under progress and Civil and Structural works is completed, roofing and Façade works is in advanced stage of completion.

**4) ATC/ATCTB**

Construction work of ATC Technical Building is completed and the construction works for ATC Tower, external works are in progress. Cladding works completed for Level 1 to Level 4 and is in progress for Level 5 to Level 7.

**5) Admin Building**

Construction works for Admin building is completed and the building was inaugurated on November 24, 2021.

**6) Utilities**

All Seven water tanks are in operation & water is available at site for Construction. MRSS are charged with permanent power. External finishing works are in progress.

**7) Navaid / Radar Buildings**

Key Navaid buildings are completed and handed over to AAI for their works. 95 % of the MEP, Civil and Finishes works completed for the Radar building.

**8) Airport systems**

- Elevator for Technical Building & ATC Tower is completed.
- Baggage Handling System (BHS) – Structural steel installation completed and Conveyor and Electrical installation are in progress
- PBB- Rotunda foundation completed. FLB and Node building MEP works are in progress. 3 PBB's delivered and installation completed out of 5 No's.
- VDGS are received and pole installation works are in progress.
- Screening system: CT-Xray Machines (2No's) received at site & positioned and balance materials are being received.

**(c) Status of Land acquisition**

The total land allocated for the Project is 2133 Acres, including ~18 Acres of land for development of staff colony to accommodate operational staffs of Gov't of India/Gov't of Goa agencies/ GGIAL and ~1 acre of land for the development of Aviation Skill Development Centre. Govt. of Goa has granted requisite Right of Way (RoW) to GGIAL for necessary development and operation of the Airport.

**BOARD'S REPORT 2021-22**
**(d) Compliance of Environment Clearance**

NEERI is visiting periodically for the review of compliance conditions and certifying the 100% implementation of EC compliance. Half yearly EC compliance reports are being submitted to R-MoEF&CC office.

**(e) Rehabilitation & Resettlement (R&R)**

All project affected family were relocated to their new colony and the land is free from all encumbrances for construction & development.

**(f) Covid Management:**

Project work progress was affected by 2<sup>nd</sup> & 3<sup>rd</sup> wave of Covid during the months of May-Jun 2021 & Nov-Jan' 2022 respectively. However, the following precautionary measures were taken:

- The Company made arrangement of an isolation centre with 300 beds.
- Oxygen concentrators were procured for emergency purpose.
- Masks were issued & sanitizers were made available at multiple locations.
- Fumigation of offices & vehicle were done regularly.
- Home Medical kits and medicine for COVID-19 treatment was arranged and given to COVID infected persons.
- Online advisory was given by site medical team and health conditions were updated to site HR and FMS team.
- Two in-house doctors and two nurses were available 24/7.
- Antigen and RTPCR test were done on weekly basis.
- COVID vaccination drives were arranged at site for staff and workers.

**(g) Significant and material orders passed by the Regulators or Courts or Tribunals impacting the going concern status of the Company**

There are no Significant and material orders passed by the Regulators or Courts or Tribunals impacting the going concern status of the Company.

**CHANGE IN THE NATURE OF BUSINESS, IF ANY**

There is no change in the nature of business of your Company.

**CHANGE IN CAPITAL STRUCTURE**

During the year under report, the capital structure of your Company was as under:

<b>Nature of Capital</b>	<b>Mar'31, 2022</b>	<b>Mar'31, 2021</b>	<b>Increase/ (Decrease)</b>
Authorized Capital	Rs. 7,750,000,000 divided into 775,000,000 Equity Shares of Rs. 10/- each.	Rs. 5,750,000,000 divided into 575,000,000 Equity Shares of Rs. 10/- each.	Rs. 2,000,000,000 divided into 200,000,000 Equity Shares of Rs. 10/- each.
Paid-up Capital	Rs. 6,005,000,000 divided into 600,500,000 Equity shares of Rs. 10/- each.	Rs. 3,845,000,000 divided into 384,500,000 equity shares of Rs. 10/- each.	Rs. 2,160,000,000 divided into 216,000,000 Equity Shares of Rs. 10/- each.

## BOARD'S REPORT 2021-22

### DIVIDEND

Since the Company is yet to commence operations, the directors do not recommend any dividend for the financial year 2021-22.

### RESERVES & PROVISIONS

Since the Company is yet to commence operations, transfer of any amount to the General Reserve for the year 2021-22 is not proposed.

### INSURANCE

The Company has taken appropriate insurance for all assets against foreseeable perils.

### EVENTS SUBSEQUENT TO THE DATE OF FINANCIAL STATEMENTS / MATERIAL CHANGES AND COMMITMENTS POST THE END OF FINANCIAL YEAR

There are no material changes and commitments of Company which can affect the financial positions of the Company which have occurred between the end of the financial year of the company to which the financial statements relate and the date of the report.

### DIRECTORS AND KEY MANAGERIAL PERSONNEL

The Board of Directors of your Company, as on the date of this report comprises the following:

Sr. No	Name of the Director	DIN	Designation
1.	Mr. G. M. Rao	00574243	Non-Executive Chairman
2.	Mr. Srinivas Bommidala	00061464	Non-Executive Director
3.	Mr. G.B.S. Raju	00061686	Non-Executive Director
4.	Mr. Grandhi Kirankumar	00061669	Non-Executive Director
5.	Mr. P.S. Nair	00063118	Non-Executive Director
6.	Mr. K. Narayana Rao	00016262	Non-Executive Director
7.	Mr. I.P. Rao	03482239	Non-Executive Director
8.	Mr. RSSLN Bhaskarudu*	00058527	Independent Director
9.	Mr. Bimal Parekh	00060885	Independent Director
10.	Mr. Madhu Ramachandra Rao**	02683483	Independent Director
11.	Dr. Suresh G. Shanbhogue	00517958	Nominee Director
12.	Mrs. V. S. Kameswari	02336249	Independent Director
13.	Dr. M. Ramachandran**	01573258	Independent Director
14.	Mr. Goker Kose**	08732217	Non-Executive Director
15.	Mr. Antoine Crombez**	09069083	Non-Executive Director

\* Mr. RSSLN Bhaskarudu, Independent Director has resigned from his services w.e.f. 24.08.2021.

\*\* Dr. M. Ramachandran has been appointed as Independent Director w.e.f. 22.04.2021

Mr. Goker Kose and Mr. Antoine Crombez has been appointed as the Non-Executive Director w.e.f. 22.04.2021

Mr. Madhu Ramachandra Rao has been appointed as Independent Director w.e.f. 09.11.2021

**BOARD'S REPORT 2021-22**
**Particulars of Key Managerial Personnel (KMP)**

The details of KMPs during the year are as under:

Serial No	Name of KMP	Designation	Date of Appointment
1.	Mr. R.V. Sheshan	Chief Executive Officer	Dec'06, 2016
2.	Mr. Rajesh Madan	Chief Financial Officer	May'11, 2017
3.	Mr. Dibyaranjan Mishra	Company Secretary	Upto July 21, 2021
4.	Mr. Rohan R. Gavas	Company Secretary	w.e.f. July 21, 2021

**Changes in the composition of the Board of Directors and Key Managerial Personnel (KMP):**

Following are the changes in the Directors and Key Managerial Personnel during the financial year under report:

- i. Mr. Goker Kose and Mr. Antoine Crombez were appointed as Additional Director (Non Executive) w.e.f. April 22, 2021 and in the 5<sup>th</sup> Annual General Meeting held on September 22, 2021 their appointment was regularised as Non Executive Director, liable to retire by rotation.
- ii. Dr. M. Ramachandran was appointed as an Additional Director in the category of Independent Director w.e.f. April 22, 2021 to hold office for a tenure of five (5) years from the date of his appointment or upto the conclusion of 10<sup>th</sup> Annual General Meeting of the Company whichever is earlier and the same was approved by the Members at their 5<sup>th</sup> Annual General Meeting held on September 22, 2021.
- iii. Mr. Madhu Rao was appointed as an Additional Director in the category of Independent Director w.e.f. November 09, 2021 to hold office for a tenure of three (3) years from the date of his appointment or upto the conclusion of 8<sup>th</sup> Annual General Meeting of the Company whichever is earlier and the same was approved by the Members at their 12<sup>th</sup> Extra Ordinary General Meeting held on December 10, 2021.
- iv. Mr. Bimal Parekh was re-appointed as Independent Director for a second term of five (5) consecutive years commencing from 12<sup>th</sup> Extra Ordinary General Meeting till the 10<sup>th</sup> Annual General Meeting to be held in the calendar year 2026.
- v. Mr. RSSLN Bhaskarudu stepped down as Director w.e.f. August 24, 2021. The Board place on record their deep sense of gratitude and appreciation for the invaluable contribution rendered by Mr. RSSLN Bhaskarudu during his association with the Company.

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence prescribed under the Act.

**BOARD'S REPORT 2021-22**
**Key Managerial Personnel:**

- i. Mr. Rohan Gavas was appointed as Company Secretary w.e.f. July 21, 2021.
- ii. Services of Mr. Dibyaranjan Mishra was transferred to GMR Visakhapatnam International Airport Limited as per the internal job posting process of the Company, in view of the same Mr. Dibyaranjan Mishra ceased to be a Company Secretary of the Company w.e.f. July 21, 2021.

**Nominee Director:**

Dr. Suresh G. Shanbhogue (Director-Civil Aviation, Government of Goa) nominated by the Government of Goa (the Authority) was appointed as Nominee Director in the Board meeting held on December 06, 2016, Dr. Shanbhogue continues to be the Director of the Company representing the Authority. He is not liable to retire by rotation.

**Retirement by Rotation:**

Pursuant to the provisions of Section 152(6) of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Articles of Association of the Company, Mr. GBS Raju [00061686], Mr. Srinivas Bommidala [00061464] and Mr. Grandhi Kiran Kumar [00061669], being the longest in office, are liable to retire by rotation at the ensuing annual general meeting and being eligible have offered themselves for reappointment. Appropriate resolutions for their re-appointment have been included in the notice of the annual general meeting for seeking approval of members. The Nomination & Remuneration Committee and the Board of Directors of the Company have recommended their re-appointment for approval by the members.

**Number of Meetings of the Board held during the Financial Year 2021-22**

Five meetings of the Board of Directors were held during the financial year 2021-22 and the details of attendance of Directors are as under:

Sl. No	Name of Director	DIN	(Board Meetings Held on)				
			Apr 22, 2021	July 21 2021	Nov 09 2021	Jan 27 2022	Feb 22 2022
1.	Mr. G.M. Rao	00574243	Absent	Present	Present	Present	Absent
2.	Mr. Srinivas Bommidala	00061464	Absent	Present	Absent	Present	Present
3.	Mr. G.B.S. Raju	00061686	Present	Present	Present	Present	Present
4.	Mr. G. Kirankumar	00061669	Absent	Present	Absent	Present	Absent
5.	Mr. P.S. Nair	00063118	Present	Present	Present	Present	Present
6.	Mr. K. Narayana Rao	00016262	Present	Present	Present	Present	Present
7.	Mr. I.P. Rao	03482239	Present	Present	Present	Present	Present
8.	Mr. RSSLN Bhaskarudu *	00058527	Present	Present	NA	NA	NA
9.	Mr. Bimal Parekh	00060885	Present	Present	Present	Present	Present
10.	Mrs. V. S. Kameswari*	07158537	Present	Present	Present	Present	Present



**BOARD'S REPORT 2021-22**

Sl. No	Name of Director	DIN	(Board Meetings Held on)				
			Apr 22, 2021	July 21 2021	Nov 09 2021	Jan 27 2022	Feb 22 2022
11.	Dr. Suresh G. Shanbhogue	00517958	Present	Present	Present	Present	Present
12.	Mr. Goker Kose **	08732217	Present	Present	Present	Present	Present
13.	Mr. Antoine Crombez **	09069083	Present	Present	Present	Present	Present
14.	Mr. Madhu Rao **	02683483	NA	NA	Present	Present	Present
15.	Dr. M. Ramachandran **	01573258	Present	Present	Present	Present	Present

\* Mr. RSSLN Bhaskarudu, Independent Director has resigned from his services w.e.f. 24.08.2021.

\*\* Dr. M. Ramachandran has been appointed as Independent Director w.e.f. 22.04.2021

Mr. Goker Kose and Mr. Antoine Crombez has been appointed as the Non-Executive Director w.e.f. 22.04.2021

Mr. Madhu Ramachandra Rao has been appointed as Independent Director w.e.f. 09.11.2021

**COMMITTEES OF THE BOARD**

With a view to effectively and diligently deliver the responsibilities and duties of the Board and to have comprehensive oversight on the working of the Company, your Board has constituted three Board committees viz.:

1. Audit Committee;
2. Nomination and Remuneration Committee; and
3. Share Allotment and Transfer Committee

The constitution of the respective Committees is also in accordance with the provisions of the Companies Act, 2013, and the Rules made thereunder.

**(1) Audit Committee**

The Audit Committee reviews reports of the internal auditor, statutory auditors and the secretarial auditor and discusses their findings, suggestions and observations and other related matters as per the scope defined in the Companies Act, 2013. It also reviews the major accounting policies followed by the Company. The composition of the Audit Committee and the details of attendance of various members in the meetings of the Committee held during the year under report are given as under:

Name of the Member	Designation	Audit Committee Meetings Held On				
		Apr 22, 2021	July 21 2021	Nov 09 2021	Jan 27 2022	Feb 22 2022
Dr. Suresh G. Shanbhogue	Chairman	Present	Present	Present	Present	Present
Mr. R.S.S.L.N. Bhaskarudu	Member	Present	Present	Present	Present	Present
Mr. Bimal Parekh	Member	Present	Present	Present	Present	Absent
Mr. K. Narayana Rao	Member	Present	Present	Present	Present	Present
Mrs. V.S. Kameswari	Member	Present	Present	Present	Present	Present



**BOARD'S REPORT 2021-22**

Name of the Member	Designation	Audit Committee Meetings Held On				
		Apr 22, 2021	July 21 2021	Nov 09 2021	Jan 27 2022	Feb 22 2022
Mr. Goker Kose	Member	NA	Present	Present	Present	Present
Dr. M. Ramachandran	Member	NA	Present	Present	Present	Present
Mr. Madhu Rao	Member	NA	NA	NA	Present	Present

During the year under report, Mr. RSSLN Bhaskarudu ceased to be a Members of the Committee upon his resignation from the Board. Dr. M. Ramachandran, Mr. Goker Kose and Mr. Madhu Rao were appointed as members of the Committee, upon their appointment as Director of the Company.

All the members of the Committee have the requisite qualification for appointment on the Committee and possess sound knowledge of finance and accounting practices, etc.

**(2) Nomination and Remuneration Committee**

The Nomination and Remuneration Committee plays a key role in identification of persons qualified to become directors, Key Managerial Personnel and also those, who may be appointed in senior management positions and recommending to the Board for their appointment and removal. The composition of the Nomination & Remuneration Committee and the details of attendance of various members in the meetings of the Committee held during the year under report are given as under:

Name of the Member	Designation	Nomination & Remuneration Committee Meetings held on		
		Apr 22, 2021	Jul 21, 2021	Nov 9, 2021
Mr. Srinivas Bommidala	Chairman	Absent	Absent	Absent
Dr. Suresh G. Shanbhogue	Member	Present	Present	Present
Mr. RSSLN Bhaskarudu*	Member	Present	NA	NA
Mr. Bimal Parekh	Member	Present	Present	Present
Mr. P.S. Nair	Member	Present	Absent	Present
Mrs. V.S. Kameswari	Member	Present	Present	Present
Mr. Antoine Crombez	Member	NA	Present	Present
Dr. M. Ramachandran	Member	NA	Present	Present
Mr. Madhu Rao	Member	NA	NA	NA

\* upon resignation as Director w.e.f. August 24, 2021 ceased to be a Member of the Committee.

During the year under report, Mr. RSSLN Bhaskarudu ceased to be a member of the Committee upon his resignation from the Board. Mr. Antoine Crombez, and Mr. Madhu Rao, became a members of the Committee upon their appointment as a Director in the Board.

**(3) Share Allotment and Transfer Committee**

The composition of the Share Allotment & Transfer Committee is given hereunder. The roles and responsibilities of the Committee include allotment of shares, transfer of shares, approval of offer letters for rights issue etc. During the year under report the Share Allotment & Transfer Committee met one time as per the details mentioned below:

**BOARD'S REPORT 2021-22**

Name of the Member	Designation	Share Allotment & Transfer Committee Meetings Held On
		Jan 27, 2022
Mr. RSSLN Bhaskarudu	Chairman*	NA
Mr. P.S. Nair	Chairman**	Present
Dr. Suresh G. Shanbhogue	Member	Present
Mr. K. Narayana Rao	Member	Present
Mr. Madhu Rao	Member	Present

\* upon resignation as Director w.e.f. August 24, 2021 ceased to be a Chairman and member of the Committee.

\*\* Appointed as Chairman w.e.f. November 9, 2021.

During the year under report, Mr. RSSLN Bhaskarudu ceased to be a member of the Committee upon his resignation from the Board. Mr. Madhu Rao, became a member of the Committee upon his appointment as a Director in the Board.

**INDEPENDENT DIRECTORS' MEETING**

The Independent Directors of your Company met on April 22, 2021, without the attendance of non-independent Directors and other members of management. The independent directors reviewed:

- The performance of Non-Independent Directors and the Board as a whole;
- The performance of the Chairperson of the company, taking into account the views of Executive Directors and Non-Executive Directors; and
- Assessed the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

**SECRETARIAL STANDARDS**

The Company complies with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India.

As per the Companies Act, 2013 and the Secretarial Standard-I issued by 'The Institute of Company Secretaries of India (ICSI)', Companies are required to hold at least four (4) meetings of its Board every year in such a manner that not more than one hundred and twenty days shall intervene between two consecutive meetings of the Board. Your Board met 5 times during financial year 2021-22 and the gap between two consecutive meetings has not been more than one hundred and twenty days.

**DIRECTORS' RESPONSIBILITY STATEMENT**

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements in terms of Section 134(3)(c) of the Companies Act, 2013 for the financial year 2021-22:

- That in the preparation of the annual financial statements for the period ended March 31, 2022, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;

**BOARD'S REPORT 2021-22**

- (b) That such accounting policies as mentioned in the notes to the financial statements have been selected and applied consistently and judgement and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2022 and of the loss of the Company for the period ended on that date;
- (c) That proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) That the annual financial statements have been prepared on a going concern basis;
- (e) That proper internal financial controls with reference to financial statements have been laid down and that the financial controls are adequate and were operating effectively;
- (f) That proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**STATEMENT OF DECLARATION OF INDEPENDENT DIRECTORS:**

The Independent Directors, as mentioned below, hold office for a fixed term and are not liable to retire by rotation. The following Independent Directors have given declarations that they meet the criteria of independence as laid down under section 149(6) of the Companies Act, 2013:

<b>Name of the Director</b>	<b>DIN</b>	<b>Designation</b>	<b>Term</b>
Mr. RSSLN Bhaskarudu*	00058527	Independent Director	NA
Mrs. V.S. Kameswari	02336249	Independent Director (Woman)	5 years
Dr. M. Ramachandran**	01573258	Independent Director	5 years
Mr. Madhu Rao**	02683483	Independent Director	3 years
Mr. Bimal Parekh***	00060885	Independent Director	5 years

\* Mr. RSSLN Bhaskarudu, Independent Director has resigned from his services w.e.f. 24.08.2021.

\*\* Dr. M. Ramachandran is appointed as Independent Director w.e.f. April 22, 2021

\*\* Mr. Madhu Rao is appointed as Independent Director w.e.f. November 09, 2021.

\*\*\* Re-appointed as Independent Director for a second consecutive term of five years w.e.f. 10.12.2021

**BOARD EVALUATION**

Your Board adopts a formal mechanism for evaluating the performance of itself, individual Directors including the Chairman of the Board and peer assessment by the Board. The exercise was carried out through a structured evaluation process covering various aspects of the Board's functioning such as composition of the Board, experience & competencies, performance of specific duties & obligations, contributions in the meetings and otherwise independent judgement, governance issues etc.

## **BOARD'S REPORT 2021-22**

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### **COMPANY'S POLICIES**

As per the applicability of various provisions of Companies Act, 2013, the following board policies have been adopted by your Company:

- (a) Nomination & Remuneration Policy;
- (b) Risk Management Policy; and
- (c) Whistle Blower Policy

The policies as mentioned above are available in the website of the Company i.e. <https://www.gmrgroup.in/goa/reports> for viewing by general public.

### **POLICY ON DIRECTORS' APPOINTMENT & REMUNERATION**

The Company has formulated a policy determining the criteria, qualifications, positive attributes and independence of a Director on their appointment and remuneration and other matters as provided in Section 178(3) of the Companies Act, 2013. The details of the policy is available in the Company's website and can be viewed at <https://www.gmrgroup.in/goa/reports>.

### **VIGIL MECHANISM/WHISTLE BLOWER POLICY**

The Company has adopted "Whistle Blower Policy" to establish vigil mechanism as per Section 177 (9) and (10) of the Companies Act, 2013 for the Directors as well as employees to report their genuine concerns in the prescribed manner. The vigil mechanism provides adequate safeguard against victimization of persons. The audit committee functions as the vigil mechanism of the Company. The details of the policy is available in the Company's website and can be viewed at <https://www.gmrgroup.in/goa/reports>.

### **INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY**

The Company has an internal financial control system, commensurate with the size, scale and complexity of its operations. The Management Assurance Group (MAG) monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating system, accounting procedures and policy of the Company.

### **RISK MANAGEMENT**

Your Company has a formal risk assessment and management system which periodically identifies risk areas, evaluates their consequences and initiates risk mitigation strategies and implements corrective actions where required. The details of the policy is available in the Company's website and can be viewed at <https://www.gmrgroup.in/goa/reports>.

### **PARTICULARS OF LOAN, GUARANTEES AND INVESTMENTS**

Your Company has not given any loan or guarantee and had not entered into any investment agreement in the financial year 2021-22.

**BOARD'S REPORT 2021-22**
**Details of Inter-Corporate loans availed by the Company**

During the year under report and pending debt disbursement from the lenders, your Company has obtained inter corporate loan to the tune of Rs. 94 crore from various group Companies. All these loans were availed by the Company for a short term period basically to ensure uninterrupted construction of the project. The project was equally supported by fund through equity infusion by the promoter Company throughout the year. The below transactions were related party transactions in nature and were approved by the Audit Committee and the Board of Directors of the Company.

**CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:**

The Company has entered into with the transactions with related parties. The transactions were duly approved by the Audit Committee in compliance with the provisions of the Companies Act, 2013. The details of the related part transactions are mentioned in Schedule of the financial statements which forms part of this Annual Report.

**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO**

The particulars as prescribed under Section 134(3) (m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 are set out hereunder:

**(1) Conservation of Energy and Research & Development and Technology Absorption, adaptation & Innovation**

The construction of airport project at Mopa, Goa is in the initial stage. Hence, the details on Conservation of Energy and Research & Development and Technology Absorption, adaptation & Innovation is not applicable for the year under report.

**(2) Foreign Exchange earnings and outgo:** The details of foreign exchange movement during the year under report are given below:

Year	<b>(Rs in Lakhs)</b>	
	<b>FY 2021-22</b>	<b>FY 2020-21</b>
Earnings in Foreign Exchange (INR)	Nil	Nil
Expenditure in Foreign Currency (INR)	222.68	26.69

**CORPORATE SOCIAL RESPONSIBILITY (CSR)**

The provisions of Section 135 of the Companies Act, 2013 related to Corporate Social Responsibility (CSR) is not applicable to your Company during the year under report. However, as a responsible corporate entity, your company undertakes CSR activities in and around the peripheral villages where the project site is situated. The activities are carried through GMR Varalakshmi Foundation, the CSR wing of GMR Group.

The Highlights of the CSR activities undertaken during the year 2021-22 are as under:

- Continuing with e-classrooms provided to 7 schools where the lessons can be taught through animated and attractive medium using a computer and a projector. About 580 students are being benefitted from the computer-based e-Learning method of teaching in the targeted schools.

## BOARD'S REPORT 2021-22

- GGIAL, in partnership with HelpAge India, is operating the MMU (Mobile Medical Unit) covering 24 locations around the airport. More than 18000 patients have taken the services of the MMU.
- The MMU was upgraded with Oxygen concentrator & Nebulizer which benefited the people in the remote area who had no access to medical equipment.
- COVID-19 awareness sessions are being conducted for the project location benefiting more than 3000 people.
- Mask distribution was carried out on Women's Day.

### DETAILS OF CSR ACTIVITIES

GMR group believes in making sustainable impact on the human development for the underserved community in the society.

GMR Varalakshmi Foundation (GMRVF) the CSR arm of the group which works on the objective of developing social infrastructure and enhance the quality of life of communities around the location.

The CSR activities have been planned for the year in the thrust areas of Education, Health and Livelihoods.

#### (i) Education

Education as a major thrust area, working with Government schools surrounding the areas of business operations towards complementing government efforts to provide quality education which focuses on development of education through technology and infrastructure intervention.

There was a request from Mopa Government Middle School, Mopa, Pernem for financial support for the construction of additional E-Learning classroom as the school was facing space constrain due to which they had to run the school in 2 shifts (morning & afternoon). In this regard, Company had extended its support as Mopa is one of the primary locations of our CSR activities and constructed a new E-Learning classroom & staffroom for the school which was handed over to the school authorities. The school now runs in single shift i.e., morning shift. which has helped the enrolled students.





**BOARD’S REPORT 2021-22**

E-classrooms activity continued to be used by 7 schools of the project affected villages helping about 580 students. In the E-classrooms, lessons are taught through animated and attractive medium with the help of software loaded in the computer and screened on a projector. During the COVID-19 times as per the Govt. guidelines all education institutions had to be run in an online method where in Extramarks app was used by teachers to conduct classes.



**(ii) Health, Hygiene and Sanitation**

Under the thrust area of Health, The Mobile Medical Unit (MMU) is being operated by HelpAge India to provide a range of healthcare services for people living in remote, inaccessible, un-served and under-served areas of the Pernem Taluka covering 24 villages, mainly with the objective of taking healthcare services & medication delivery to the doorsteps of these communities. The MMU has a doctor, pharmacist, a social worker, and a driver. Both medical advice and free medicines are provided to the patients by the MMU.



Mobile Medical Unit provides primary care services for common diseases including communicable and non-communicable diseases, carries out screening activities and provides referral linkage to appropriate higher health care facilities. The nature of services provided are preventive and outpatient curative care. There is a steady increase in the patients from the beginning of operations.



In the year 2021-22, MMU provided treatments to more than 18000 patients catering to all kind of patients and special attention to the elderly population. MMU team made more the 150 home visits. Awareness camps were conducted on COVID – 19, seasonal diseases, hand washing etc. more than 1600 people taking benefits from the camps.

**BOARD’S REPORT 2021-22**

A recent impact study on patient satisfaction for the MMU was carried out by HelpAge India. Study was done to understand the impact of MMU on the project villages. A questionnaire was circulated to the patients who visited the MMU and asked to give feedback about the services. The study showed that due to MMU visits they save ample time which was utilized in traveling to Government health centers and private clinics. They also saved money which was spent on visits for medical check-up & medication at private clinics. The patients were satisfied with the services provided by MMU i.e., free check-up, medication, awareness session etc. provided to them. There were also suggestions that MMU may be operated more frequently.



**(iii) COVID Response**

In year 2021-22 post lockdown period MMU team continues to run and organise awareness sessions for the local villagers on COVID-19. Such sessions have helped more than 1600 beneficiaries. Sessions are conducted by following all the covid-19 appropriate behaviour. During the second lockdown there was need for oxygen concentrator & nebulizer for the people from remote areas who had no access to such equipment. Oxygen concentrator & a nebulizer were installed in the MMU for better service.





**BOARD’S REPORT 2021-22**

On occasion of Women’s Day, various sessions were organized by the MMU at different locations to educate the villagers on various health adversities and distributed face mask to people in the villages.

**Strategic Direction for Next Year**

- Continuation of MMU activities in reaching out to communities.
- Working with schools for supporting online teaching and learning and supporting two more new schools.
- Planning to establish library cum career counselling centre for the youth pursuing to crack competitive exams for entry level jobs in public as well as private sector.

**Challenges and Learnings**

Goa being a small state, CSR related activities assume high importance among the stakeholders, hence a very consensual and informed approach must be adopted for any activity.

**AVIATION SKILL DEVELOPMENT CENTRE**

As per the Concession Agreement, Aviation Skill development Centre (ASDC) is to be established by GGIAL to provide skill-based training to the people of the project effected area and surrounding.

Aviation Skill Development Centre has been developed by deploying 3D monolithic Pre-Cast Construction Technology. ASDC main building was completed and was inaugurated by Honorable Prime Minister of India virtually on December 19, 2021.

ASDC in first stage will start with 6 courses with batch size of 15-25 candidates for the duration of 1-3 months. Leading industry partners like Schneider for Electrician, Voltas for RAC, Maruti for driving, VDMA for Housekeeping have been on-boarded. The center has been equipped with dedicated IT lab, each classroom supports projector, screen and desktop for teaching aid. Also, a state-of-the-art car driving simulator is installed which will be used to train candidates on LMV driving in collaboration with Maruti Driving School.



**BOARD'S REPORT 2021-22**
**(v) Activities at ASDC**

Mobilized local candidates after carrying out physical test, medical test for Airport Rescue Fire Fighters (ARFF) 6 month residential course at Rajiv Gandhi National Aviation University (RGNAU) UP. A batch consisting of 27 candidates who are currently undergoing training, will finish the training by month of May.



This was followed by mobilization of candidates for Baggage Screeners to undergo training for a 4 month residential course at Hyderabad Airport. Selection of candidates was done based on social skill, communication skill & personal interview. 65 candidates in 2 batches, first starting in January and second in February. The training will be completed by April-May.


**Proposed Areas of Training at ASDC (Courses):**

Sr. No.	Course details
1	Retail sales in Non-Aero/ Duty Free Area & Customer Service Executives
2	Food & Beverages Services
3	House Keeping Services
4	Engineering & Maintenance – Electrical Technicians
5	A/c Technicians
6	Drivers
7	Landside Security
8	Airport Rescue & Fire Fighting Operations (ARFF)
9	Baggage Screeners
10	Cargo Assistants
11	IT Services Support Staff
12	Airside Operations
13	Gardening & Landscaping
14	Trolley Pullers
15	Ground Handling Staff (Behind the Counter)
16	Façade Cleaners
17	Airside Drivers (Special Vehicle Drivers)
18	Parking Services/Traffic Wardens
19	Equipment Operators – Buggy Drivers, forklift Operators, GH & Cargo

**BOARD'S REPORT 2021-22**
**RIGHTS ISSUE**

During the year under report, your Company has offered 18,90,00,000 fully paid-up equity shares of Rs. 10/- each aggregating to Rs. 189,00,00,000 for subscription by the existing shareholders on rights basis pursuant to the provisions of Section 62 of the Companies Act, 2013 read with the Companies (Share Capital and Debenture) Rules, 2014.

The said equity shares rank *pari-passu* with existing equity shares of the Company in all respects. The Face Value per share is Rs. 10/- each.

The details of rights issue done during the year under review is as under:

<b>Nature of Issue</b>	<b>Year of Issue</b>	<b>Date of Allotment</b>	<b>No. of Shares Issued</b>	<b>Total Amount (In Rs.)</b>
		01-Jun-21	50,00,000	5,00,00,000
		01-Jun-21	1,00,00,000	10,00,00,000
		01-Jun-21	50,00,000	5,00,00,000
Rights Issue	2021-2022	24-Sep-21	4,20,00,000	42,00,00,000
		21-Oct-21	3,40,00,000	34,00,00,000
		24-Dec-21	2,00,00,000	20,00,00,000
		21-Feb-22	5,00,00,000	50,00,00,000
		17-Mar-22	5,00,00,000	50,00,00,000
	<b>Total</b>		<b>21,60,00,000</b>	<b>2,16,00,00,000</b>

**SHARE CAPITAL / SHARE APPLICATION MONEY**

The Authorized Capital of your Company as on closure of financial year 2021-22 was Rs. 675,00,00,000/- divided into 67,50,00,000 Equity Shares of Rs. 10/- each. Further, the issued, subscribed and paid up equity share capital of your company as on March 31, 2022 was Rs. 600,50,00,000/- divided into 60,05,00,000 equity shares of Rs. 10/- each.

**TRANSFER OF SHARES**

The Company has not received any share transfer request during the year under report. Accordingly, no shares were transferred during the year.

**Subsidiaries, Associates and Joint Venture Companies**

Your Company does not have any subsidiaries, associates and joint venture companies.

**AUDIT AND AUDITORS**
**(a) Statutory Auditors:**

Members of the Company at their Fifth Annual General Meeting appointed M/s. Brahmayya & Co., Chartered Accountants, Bengaluru (Firm Registration No.: 000515S) as Statutory Auditors of the Company for a period of five years to

**BOARD'S REPORT 2021-22**

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hold office upto the conclusion of Tenth Annual General Meeting to be held in the calendar year 2026. M/s. Brahmayya & Co., is one amongst the five audit firms recommended by Government of Goa in terms of Article 35.2 of the Concession Agreement and vide letter no. 80/DOCA/Mopa/Stat. Audit/2016/525 dated December 05, 2016.

M/s. Brahmayya & Co., Chartered Accountants, have consented that they are willing to act as Statutory Auditors of the Company and that their appointment would be within limits as per the provisions of Section 139 of the Companies Act.

**(b) Secretarial Auditors & Secretarial Audit Report**

Pursuant to the provisions of Section 204 of the Companies Act, 2013, the Board of Directors of your Company has appointed M/s. Arun Gupta & Associates, Company Secretaries, New Delhi to undertake the audit of secretarial records of the Company for the Financial Year 2021-22. The said firm has undertaken secretarial audit of the Company for FY 2021-22 and the audit report for the said period is attached as **Annexure-II** to this report. There were no qualifications, observations, reservations and adverse remarks given by the secretarial auditors of the Company.

**(c) Internal Auditors & Internal Audit**

Management Assurance Group (MAG) was the internal auditor of the Company for FY 2021-22. MAG conducted internal audit as per their defined scope during the year under report. The audit was conducted based on the verification of documents and evidences and required discussion with the respective personnel. The internal audit report was also presented before the Audit Committee of the Company every quarter.

**EXTRACT OF ANNUAL RETURN**

In accordance with Section 92 (3) of the Companies Act, 2013 read with the Companies (management & Administration) Rules, 2014, the copy of annual return has been placed on the website of the Company and the web link to access the same is given below:

**Web link:** <https://www.gmrgroup.in/goa/>

**PUBLIC DEPOSITS**

The Company neither holds nor has accepted any deposits from the public within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014 during the period under review.

**HUMAN RESOURCES AND DEVELOPMENT****Recruitment**

The recruitment is based as per the Group HR Staffing policy. The process includes sourcing, screening and assessment of candidates based on the knowledge, skill and experience that the position demands. Further, in line with the Concession agreement

## **BOARD'S REPORT 2021-22**

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and obligations relating to employment of trained personnel, the Company has agreed to give preference to bonafide Goans for jobs in the Airport and have a Standard Operating Procedure (SOP) in place. As of April 10, 2022, there are 149 employees on the payrolls of the Company, out of which 96 employees are Bonafide Goans. 67 out of these 96 employees are Fresh Graduates who have been recruited from the local community as Trainee Baggage Screeners and have been sent for Training and Certification to Hyderabad.

### **Learning and Development**

The Company is committed to provide an environment which will enable continuous learning, growth and personal achievement of all the employees. The Company provides platforms & opportunities to attend domain related conferences, class room trainings and also provides e-learning platforms to enhance the knowledge and skills of employees. The Company believes that its employees are the most valuable resource and invests significant time and attention and money on training and self-development of all employees to maintain and develop high standard of performance that employees must deliver.

### **Employee Relations**

The Company emphasizes to maintain cordial relations across all levels of employees and also ensure safety, security and well-being of our employees.

### **Communication forums**

In order to nurture the organizational culture of sharing open and transparent communication, various communication forums are encouraged for the employees like Town Halls, Skip Level Meetings, various mailers by Senior leaders & HR.

### **Employee Development Initiatives**

There are regular interactions between employee and the manager aimed at enabling and motivating the employee to pursue short, mid and long term competence building goals. The company focusses to provide work opportunities and a learning environment that is conducive to the personal and professional development of its employees. Employee and manager also discuss about employee development areas, if any, at the time of goal setting process and performance is evaluated from time to time. Initiatives like Professional Development Dialogue (PDD) and Individual Development Plan (IDP) are some of such initiatives.

### **Employee Recognition**

The Company identifies and rewards exemplary performers through various initiatives like Spot Awards, appreciation mailers, recognition & appreciation at Town Hall etc.

### **Employee Engagement and Wellness**

Employee engagement is amongst the top priority of the Company. Manager and the employee regularly discuss about areas of improvement in terms of performance and process of the particular job in the organization. Management keeps sharing various business updates across all level of employees. Further, awareness sessions on the company values & beliefs are held regularly to align employees with the culture of the



**BOARD'S REPORT 2021-22**

organization. The company encourages employees to celebrate various festive and celebrative occasions like different festivals, birthdays and the important days like International Women's day, Environment Day etc. The Human Resource Department also organizes wellness programs like Yoga, Meditation sessions, Health talk, Blood Donation camps etc. The company encourages employees above the age of 40 years to undergo a Health Check-up annually and the amount for the same is reimbursed by the Company.

**Disclosures under Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013**

As per the requirements of the "Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 read with Rules made thereunder, the Company has constituted the Internal Complaints Committee which is responsible for redressal of complaints related to sexual harassment at workplace. During the year under report, there were no complaints pertaining to sexual harassment.

**ORGANIZATIONAL HEALTH & SAFETY AND ENVIRONMENT MANAGEMENT**
**Safety**

The Company has been committed towards creation of health and safe working environment in its greenfield airport project premises by engaging all its internal and external stakeholders. Safety being the primary ingredient for improvement in project execution, the company conducts various training and development related to safety. The safety statistics for this financial year are given below:

**a) Details of Incident statistics during FY 2021-22**

<b>Particulars</b>	<b>FY 2021-22</b>	<b>FY 2020-21</b>	<b>FY 2019 -20</b>	<b>FY 2018 -19</b>	<b>FY 2017-18</b>
Fatality	Nil	Nil	0	0	0
Near Miss	56	37	0	0	0
First aid Injury	381	139	2	1	0
Lost Time Incident (LTI)	0	0	0	0	0
LTI Frequency Rate	0	0	0	0	0
LTI Severity Rate	0	0	0	0	0
LTI Free safe man hours	8411340	3561466	10,44,412	11,18,968	30240

**b) Initiatives & Achievement During FY 2021-22**

The following are the major initiatives and achievements of the company during FY 2021-22.

## BOARD'S REPORT 2021-22

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- ❖ Safety Training with number of participants:
  - Safety Induction training : 940 nos.
  - Safety training : 1293 nos.
  - Number of employees trained : 18140
  
- ❖ 14.16 million Lost Time Injuries (LTI) free safe man hours achieved since project inception till March 2022 end.
  
- ❖ Daily pep talk / tool box talk had been imparted to workmen.

### **Topics Covered**

Excavation Safety, Work at height, Fire safety & awareness, General Safety, Safe lifting procedure and rigging safety, Awareness on Hazard identification, Awareness on risk assessment, Emergency response, Ladder safety, Defensive driving awareness training, Safe welding & gas cutting safety, Importance of PPE, water Conservation, Biological hazards like insects & reptiles, COVID-19 precautions, Earth works safety, earth crushers activity, Heavy vehicles and equipment safety, Man-machine interface was imparted to workers at site.

- a) Road Safety Week was celebrated during 11th – 17th January 2022.
- b) National Safety Week was celebrated at project site during 4<sup>th</sup> – 10<sup>th</sup> March 2022
- c) 7 numbers of Emergency mock drill were conducted at site to assess the Emergency preparedness at site.
- d) 421 safety observations were recorded for site HSE improvement.

### **Health**

The Company is committed towards providing a healthy working environment at its Greenfield airport project premises by actively engaging with all its internal and external stakeholders. Some of the initiatives taken by the Company in this regard are as under:

- 1) 24x7 site occupational medical centre is established.
- 2) Emergency Ambulances are available.
- 3) Pre-employment medical test for employees and workmen is being done.
- 4) Malaria screening test for all newly joined person from other states is being conducted.
- 5) Series of awareness sessions on COVID19 disease are conducted.
- 6) Covid19 precautions are implemented and adhered to as per approved SOP.
- 7) Periodic disinfection activities at site and offices are being carried out.
- 8) 9 nos. internal audits are conducted at site to check the effectiveness of EHS.
- 9) Blood donation camps are arranged at site.
- 10) COVID-19 vaccination is arranged at site for all the workers and staff.
- 11) Fumigation activities is carried out at site offices, for pickup cars and transport buses.
- 12) Pest control activities is carried out at workmen camps and at site canteens.
- 13) Eye test camp are arranged at site for both workers and staff.

**BOARD'S REPORT 2021-22****Environment Management and Major Achievements during FY 2021-22:**

The Company has been always committed towards sustainable environment by engaging all its internal and external stakeholders for a green and healthy environment. The company has worked beyond legal compliances for conservation of environment. The Company has taken various innovative steps under Environmental Management the details are given as under.

- 1) Obtained all EHS related statutory permits for the construction of green field International Airport, Mopa, Goa.
- 2) Compliance to the all environmental conditions stipulated by statutory authorities.
- 3) Observance of World Environment day was conducted by Awareness sessions for staff, and online quiz program on June 5, 2021.
- 4) Environmental quality monitoring in and around the project site is being conducted as per EC Conditions.
- 5) Half Yearly EC compliance report submitted to RO-MoEF&CC, CPCB, GSPCB and CSIR-NEERI.
- 6) Annual returns of Hazardous waste and E-waste are submitted to GSPCB.
- 7) Monitoring of Environmental attributes such as Ambient air quality, Noise, water quality is being conducted by third party MoEF&CC recognised environmental consultancy lab.
- 8) Translocation of 500 trees within the project area is completed.
- 9) As part of compensatory afforestation program, 4.65 lakh of saplings out of 5 lakh saplings have been distributed to village level committee and planted through Goa State Biodiversity Board (GSBB), GoG.
- 10) Continuous Ambient Air Quality Monitoring Station (CAAQMS) is installed within the airport, testing and commissioning is in progress.
- 11) 3 units of Aviation Noise monitoring Terminal (NMT) are procured and in the process of installation.
- 12) Digital display unit for real time Environmental parameter data is procured and in process of installation.
- 13) Dust supersession for dust control on approach road and haul roads.
- 14) Fog/Mist cannon are installed in the material stock yard for dust control.
- 15) Mobile fog/Mist cannon are being deployed for dust control measures at crusher plant, loading and unloading operations.
- 16) Wind barriers are installed at material stock yard and batching plant.
- 17) All the topsoil excavated during construction activities has been preserved for use in horticulture/landscape development within the project site.
- 18) Construction waste management is being implemented as per the approved plan.
- 19) STP for Labour camp is in operation.
- 20) Rainwater harvesting will be implemented in the project premises.
  - a. Monsoon protection works at site with filtration and sedimentation bunds were constructed to avoid the soil erosion and arrest silt in the runoff storm water.
  - b. Toe protection bund wall has been constructed for all soil stock piles.



**BOARD'S REPORT 2021-22**

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**PARTICULARS OF EMPLOYEES**

Your Company being an unlisted Company is not required to provide the details of the remuneration under the provisions of section 197 (12) of the Companies Act, 2013 vis-à-vis Rule 5(1), 5(2) & 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

**ACKNOWLEDGEMENTS**

Your Directors wish to place on record their appreciation for the continued support received from the Directorate of Civil Aviation, Government of Goa, various State and Central Government Authorities, the GMR Group, employees of the Company, the Banks and Financial Institutions and confidence reposed by all stakeholders in the Company including the employees.

**For and on behalf of the Board of  
GMR Goa International Airport Limited**

**Place : New Delhi  
Date : August 01, 2022**

Sd/-  
**G.M. Rao  
(Chairman)**

**FORM NO. MR-3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2022**

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies  
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,  
The Members  
**GMR Goa International Airport Limited**  
**Survey No. 381/3, Mathura One, 1<sup>st</sup> Floor**  
**NH-17, Porvorim, North Goa, Goa - 403501**

I have conducted the Secretarial Audit of the compliance of all applicable statutory provisions and the adherence to good corporate practices by **GMR GOA INTERNATIONAL AIRPORT LIMITED** (hereinafter called 'the Company') for the Financial Year ended March 31, 2022. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the books, papers, minute books, forms and returns filed and other records maintained and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on **31<sup>st</sup> March, 2022**, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter. Other material compliances are listed in '**Annexure-A**' attached to this report.

I have examined the books, papers, minute books, registers, forms and returns filed and other records maintained by **GMR GOA INTERNATIONAL AIRPORT LIMITED** for the financial year ended on 31<sup>st</sup> March, 2022, according to the provisions of:

- (i) The Companies Act, 2013 ('the Act') and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder: **Not Applicable** as the shares of the Company are not listed in any stock exchange in India;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

## BOARD'S REPORT 2021-22

- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):- Not applicable as the shares of the Company are not listed in any stock exchange in India.
- a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011: **Not Applicable**
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992: **Not Applicable**
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009: **Not Applicable**
  - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999: **Not Applicable**
  - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008: **Not Applicable**
  - f. 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**
  - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009: **Not Applicable**; and
  - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998: **Not Applicable**
- (vi) The other laws, as informed and certified by the management of the Company which are specifically applicable to the Company based on their sector/industry are:
- (1) The Central Goods and Service Tax Act, 2017
  - (2) The Income Tax Act, 1961 & The Income Tax Rules, 1962
  - (3) The Motor Vehicles Act, 1988 & The Goa Motor Vehicle Rules, 1991
  - (4) The Flag Code of India, 2002 & The Prevention of insults to National Honour Act, 1971
  - (5) The Information Technology Act, 2000
  - (6) The Goa, Daman and Diu Shops and Establishment Act, 1973 & The Goa, Daman and Diu Shops and Establishment Rules, 1975
  - (7) The Environment (Protection) Act, 1986
  - (8) The Air (Prevention and Control of Pollution) Act, 1981 & The Air (Prevention and Control of Pollution) (Union Territories) Rules, 1983
  - (9) The Water (Prevention and Control of Pollution) Act, 1974 & The Water (Prevention and Control of Pollution) Rules, 1975
  - (10) The Building and other Construction Worker's Welfare Cess Act, 1996 & The Building and other Construction Workers Welfare Cess Rules, 1998

## BOARD'S REPORT 2021-22

- (11) The Airport Authority of India Act, 1994
- (12) The Goa Ground Water Regulation Act, 2002 & The Goa Ground Water Regulation Rules, 2003
- (13) The Goa, Daman and Diu Electricity Duty Act, 1986

I have also examined compliances with respect to the applicable clauses of the following:

- (i) Secretarial Standards issued by "The Institute of Company Secretaries of India".

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. as mentioned above.

**Based on the information received and records maintained by the Company, I further report that:**

1. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Companies Act, 2013. Changes are as follows:
  - a. Mr. Antoine Roger Bernard Crombez has been appointed as an Additional Non-Executive Director w.e.f. April 22, 2021;
  - b. Mr. Goker Kose has been appointed as an Additional Non-Executive Director w.e.f. April 22, 2021;
  - c. Mr. Mundayat Ramachandran has been appointed as an Additional Independent Non-Executive Director w.e.f. April 22, 2021;
  - d. Designation of Mr. Antoine Roger Bernard Crombez has been changed from Additional Non-Executive Director to Non-Executive Director;
  - e. Designation of Mr. Goker Kose has been changed from Additional Non-Executive Director to Non-Executive Director;
  - f. Designation of Mr. Mundayat Ramachandran has been changed from Additional Independent Non-Executive Director to Independent Non-Executive Director;
  - g. Mr. Madhu Ramachandra Rao has been appointed as an Additional Independent Director w.e.f. November 09, 2021;
  - h. Mr. Bhaskarudu Srisatya Lakshmi Narsimha Rav has resigned from the post of directorship w.e.f. August 24, 2021;
  - i. Designation of Mr. Madhu Ramachandra Rao has been changed from Additional Independent Non-Executive Director to Independent Non-Executive Director;
  - j. Re-appointment of Mr. G. M. Rao as Director of the Company.
  - k. Re-appointment of Mr. I. Prabhakar Rao as Director of the Company.
2. Adequate notice was given to all the Directors to schedule Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance (in the case of meeting held on shorter notice, one independent Director was present in the meeting in terms of the compliance of the Act), and a system exists for seeking and obtaining further

## BOARD'S REPORT 2021-22

information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. I further report that the Company has been sending agenda notes to Directors as per the provisions contained in its Articles of Association, which is in compliances with the provisions of the Act. Majority decision is carried through while the dissenting member's views are captured and recorded as part of the minutes.

I further report that during the audit period:

- (a) The Company by way of Circular Resolution passed by the Share Allotment & Transfer Committee on June 01, 2021 allotted 2,00,00,000 equity shares of face value of Rs. 10/- each fully paid up on right issue basis.
- (b) The Company by way of Circular Resolution passed by the Share Allotment & Transfer Committee on September 24, 2021 allotted 4,20,00,000 equity shares of face value of Rs. 10/- each fully paid up on right issue basis.
- (c) The Company by way of Circular Resolution passed by the Share Allotment & Transfer Committee on October 21, 2021 allotted 3,40,00,000 equity shares of face value of Rs. 10/- each fully paid up on right issue basis.
- (d) The Company by way of Circular Resolution passed by the Share Allotment & Transfer Committee on December 24, 2021 allotted 2,00,00,000 equity shares of face value of Rs. 10/- each fully paid up on right issue basis.
- (e) The Company by way of Circular Resolution passed by the Share Allotment & Transfer Committee on February 21, 2022 allotted 5,00,00,000 equity shares of face value of Rs. 10/- each fully paid up on right issue basis.
- (f) The Company by way of Circular Resolution passed by the Share Allotment & Transfer Committee on March 17, 2022 allotted 5,00,00,000 equity shares of face value of Rs. 10/- each fully paid up on right issue basis.
- (g) The Company has obtained the consent of the members by way of passing of Special Resolutions in its Extra Ordinary General Meeting on the following dates:

**(i) December 10, 2021: Following are the resolutions:**

- Re-appointment of Mr. Bimal Jayant Parekh (DIN: 00060885) as an Independent Director of the company for a second term of five consecutive years.
- Approval for the conversion loan into equity shares or other capital of the company in case of event of default.

**(ii) February 23, 2022: Following are the resolutions:**

- Alteration of Articles of Association pursuant to Clause CCD Subscription agreement on February 23, 2022.
- Issuance and allotment of Unsecured Compulsorily Convertible Debentures (CCD) on private placement on February 23, 2022.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

## **BOARD'S REPORT 2021-22**

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*During the Year the Company has enter into related party transactions related to (i) execution of License Agreement with GMR Airports Limited for award of License for Cargo Terminal Facilities & Secoices (CTFS) on Design, Build, Finance, Operate & Transfer (DBFOT) basis on November 16, 2021 (ii) execution of License Agreement with GMR Airports Limited for award of License to Design, Develop, Operate and Manage Non Aeronautical Facilities and Services on December 15, 2021, as per the provisions of Section 177 of the Companies Act, 2013, the above mentioned transaction was ratified and approved by the Audit Committee on April 05<sup>th</sup>, 2022.*

**For ARUN KUMAR GUPTA & ASSOCIATES  
COMPANY SECRETARIES**

**(ARUN KUMAR GUPTA)**

**Proprietor**

**Membership No: F5551**

**Certificate of Practice No: 5086**

**UDIN:**

**Place: New Delhi**

**Date:**

**BOARD'S REPORT 2021-22**

**Annexure A'**

*Annexure to the Secretarial Audit Report*

In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished and representations made to me by the Company, its officers and agents, I report that the Company has, during the financial year under review, complied with the provisions of the Act, the Rules made there under and the Memorandum and Articles of Association of the Company with regard to:

- (1) Maintenance of various statutory registers and documents and making necessary entries therein;
- (2) Contracts, Common Seal, Registered Office and publication of name of the Company;
- (3) Forms, Returns, Documents and resolutions required to be filed with the Registrar of Companies, Regional Director, Central Government, and such other authorities;
- (4) Service of documents by the Company on its Members, Directors, Auditors and Registrar of Companies;
- (5) Constitution of the Board, Audit Committee, Nomination and Remuneration Committee and Share Allotment and Transfer Committee;
- (6) Disclosure of Interest and Concerns in Contracts and Arrangements, Shareholdings and Directorships in other Companies and interest in other entities by Directors and Key Managerial Personnel;
- (7) Disclosures requirements in respect of their eligibility for appointment, declaration of their independence and other compliances related to their appointment as Directors of GMR Goa International Airport Limited;
- (8) Related party transactions which were in the ordinary course of business and at arm's length basis and were placed before the Audit Committee for their review/approval as and when required;
- (9) Appointment and remuneration of Statutory Auditors;
- (10) Notice of the meetings of the Board and Committees thereof;
- (11) Minutes of the meeting of the Board and Committees thereof;
- (12) Minutes of General Meeting(s);
- (13) Approval of the Members, Board of Directors, Committees of the Board of Directors and Government Authorities, wherever required;
- (14) Form of the Balance Sheet as at March 31, 2021 as prescribed under part I of Division II of schedule III of the Companies Act, 2013 and requirements as to Profit & Loss Account for the year ended on that date are as per Part II of Division II of the said schedule and the financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2021 is in conformity with the format prescribed under schedule V of the Act;
- (15) Report of the Board of Directors for the financial year ended March 31, 2021;
- (16) Annual Return as per the provisions of Section 92 of the Companies Act, 2013;
- (17) Declaration and payment of dividend;
- (18) Borrowings and registration of charges;
- (19) Investment of Company's funds and inter-corporate loans and investments.

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**BOARD'S REPORT 2021-22**

**Annexure-B**

To  
The Members  
**GMR Goa International Airport Limited**  
**Survey No. 381/3, Mathura One, 1<sup>st</sup> Floor**  
**NH-17, Porvorim, North Goa, Goa - 403501**

Our report of event date is to be read along with this Annexure.

Maintenance of Secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.

We have followed the audit practices and processes as were appropriate to obtain reasonable assurances about the correctness of the contents of the secretarial records. The verifications were done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices followed by the Company provide a reasonable basis for our opinion.

We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.

Wherever required, we have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.

The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.

The secretarial audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For ARUN KUMAR GUPTA & ASSOCIATES**  
**COMPANY SECRETARIES**

Sd/-

**(ARUN KUMAR GUPTA)**

**Proprietor**

**Membership No: F5551**

**Certificate of Practice No: 5086**

**Place: New Delhi**

**Date: August 01, 2022.**



**BOARD'S REPORT 2021-22****Form No. AOC-2**

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

**Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto.**

1. Details of contracts or arrangements or transactions not at arm's length basis: All the contracts with related party were on Arm's Length Basis.

- (a) Name(s) of the related party and nature of relationship
- (b) Nature of contracts/arrangements/transactions
- (c) Duration of the contracts / arrangements/transactions
- (d) Salient terms of the contracts or arrangements or transactions including the value, if any
- (e) Justification for entering into such contracts or arrangements or transactions
- (f) date(s) of approval by the Board
- (g) Amount paid as advances, if any:
- (h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188

**BOARD'S REPORT 2021-22**

## 2. Details of material contracts or arrangement or transactions at arm's length basis

Name of the related party and nature of relationship	GMR Airport Developers Limited (GADL)			GMR Airports Limited		Raxa Security Services Ltd.	GMR Solar Energy Private Ltd.	GMR Hospital & Retail Ltd.	GMR Air Cargo and Aerospace Engineering Ltd	Celebi Delhi Cargo Terminal Management Pvt Ltd.	GADL
	Nature of contracts	Project Management Contract	Engineering & Maintenance Services Agreement	Investment in CCD of GGIAL	Award of license for Cargo Terminal Facilities & Services on Design, Build, Finance, Operate & Transfer (DBFOT) basis.	License to Design, Develop, Operate and Manage Non Aeronautical Facilities and Service.	Security Services for construction phase	Providing Solar Power as per the agreement for Mopa Airport	Given Inter Corporate Loan to GGIAL		
Duration of the contracts	31-03-2023	10 Years from COD	10 years	20 years & further extendable for another 17 years	20 years & further extendable for another 17 years	Upto 31-12-2022	20 years	Short Term.			
Salient terms of the contracts	Providing Project Management Consultancy for Mopa Airport	Providing Project Management Consultancy for Mopa Airport	Investment in CCD of GGIAL	Award of license for Cargo Terminal Facilities & Services on Design, Build, Finance, Operate & Transfer (DBFOT) basis.	License to Design, Develop, Operate and Manage Non Aeronautical Facilities and Service.	Providing Security Services at Mopa Airport for operation phase.	Providing Solar Power as per the agreement for Mopa Airport	Given Inter Corporate Loan to GGIAL			

**BOARD'S REPORT 2021-22**

Date(s) of approval by the Board	Exempted U/s. 188(1) as on Arm's Length Basis	Exempted U/s. 188(1) as on Arm's Length Basis	Exempted U/s. 188(1) as on Arm's Length Basis	Exempted U/s. 188(1) as on Arm's Length Basis	Exempted U/s. 188(1) as on Arm's Length Basis	Exempted U/s. 188(1) as on Arm's Length Basis	Exempted U/s. 188(1) as on Arm's Length Basis	Exempted U/s. 188(1) as on Arm's Length Basis
Amount paid as advances, if any	Nil.	Nil.	Nil.	Nil.	Nil.	Nil.	Nil.	Nil.

### INDEPENDENT AUDITOR'S REPORT

To The Members of GMR Goa International Airport Limited

Report on the Audit of Financial Statements

#### Opinion

1. We have audited the accompanying financial statements of M/s. **GMR Goa International Airport Limited** (the "Company"), which comprise the Balance Sheet as at March 31, 2022, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended, and a summary of the significant accounting policies and other explanatory information. (hereinafter referred to as "financial statements").
2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements for the year ended March 31, 2022 give the information required by the Companies Act, 2013 ('Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including Indian Accounting Standards ('Ind AS') specified under section 133 of the Act, of the state of affairs (financial position) of the company as at March 31, 2022, and its loss (financial performance including other comprehensive income), its cash flows and the changes in equity for the year ended on that date.

#### Basis for Opinion:

3. We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.
4. The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Board Report, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard..

**Management's Responsibility for the Financial Statements:**

5. The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.
6. In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.
7. The Board of Directors are also responsible for overseeing the Company's financial reporting process.

**Auditor's Responsibilities for the Audit of the Financial Statements:**

8. Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

9. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
  - (i) Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
  - (ii) Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
  - (iii) Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
  - (iv) Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
  - (v) Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
10. Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.
11. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
12. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.



**Report on Other Legal and Regulatory Requirements:**

13. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the company has not paid any remuneration except sitting fees to its directors during the year.

14. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub section (11) of section 143 of the Companies Act, 2013, we give in "Appendix - A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

15. As required by Section 143(3) of the Act, we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c) The Balance Sheet, the Statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.
- e) On the basis of written representations received from the directors as on March 31, 2022 taken on record by the board of directors, none of the directors are disqualified as on March 31, 2022 from being appointed as directors in terms of section 164(2) of the Act.
- f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate report in "Appendix-B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls with reference to financial statements.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company does not have any pending litigations which would impact its financial position;

- ii. The Company does not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
- iii. There were no amounts required to be transferred to the Investor Education and Protection Fund by the Company during the year ended March 31, 2022.
- iv.
  - a. The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or securities premium or any other sources or kind of funds) by the Company to or in any persons or entities, including foreign entities ('the intermediaries'), with the understanding, whether recorded in writing or otherwise, that the intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ('the Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf the Ultimate Beneficiaries;
  - b. The management has represented that, to the best of its knowledge and belief, no funds have been received by the Company from any persons or entities, including foreign entities ('the Funding Parties'), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
  - c. Based on such audit procedures performed as considered reasonable and appropriate in the circumstances, nothing has come to our attention that causes us to believe that the management representations under sub-clauses (a) and (b) above contain any material misstatement.

For **Brahmayya & Co.,**  
Chartered Accountants  
ICAI Firm Registration No: 000515S

Srinivas Gogineni Digitally signed by  
Srinivas Gogineni

**G. Srinivas**  
Partner  
Membership No. 086761  
UDIN No: 22086761AIMKFO3435

Place: Bengaluru  
Date: 05-05-2022

## Appendix - A to the Independent Auditors' Report

The Appendix referred to in Independent Auditors' Report to the members of the Company on the financial statements for the year ended March 31, 2022, we report that:

- (i) In respect of the Company's Property, Plant and Equipment and Intangible Assets
  - (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment ('PPE') and relevant details of Right-of-use assets.  
  
(B) The Company has maintained proper records showing full particulars of intangible assets.
  - (b) The Company has a program of physical verification of PPE so to cover all the assets once in every three years and to deal with material discrepancies identified on such verification which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets.
  - (c) The Company does not have any immovable properties of freehold land and building. In respect of Leasehold Improvements on building that has been taken on lease and disclosed as property, plant and equipment including the Capital work in progress in the financial statements, the lease agreement is in the name of the Company, where the Company is the lessee in the agreement.
  - (d) The Company has not revalued any of its Property, Plant and Equipment (including right-of-use assets) and intangible assets during the year.
  - (e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2022 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- (ii) The activities of the Company did not involve purchase of any inventory or sale of goods during the year, and accordingly Clause (ii) of Paragraph 3 of the Order is not applicable.
- (iii) According to the information and explanations given to us, the Company has not made investments, provided guarantee or security, granted any loans or advances in the nature of loans during the year, secured or unsecured, to any company, firm, Limited Liability Partnership or other parties listed in the register maintained under section 189 of the Companies Act, 2013 ('the Act'). Accordingly, clause (iii) of paragraph 3 of the Order is not applicable.
- (iv) In our opinion and according to the information and explanations given to us, the Company has no loans, investments, guarantee and security which meets the requirements of section 185 and 186 of the Act.
- (v) According to the information and explanations given to us, the Company has not accepted deposits and does not have any unclaimed deposits within the meaning of Section 73 to 76 of

the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of the clause 3 (v) of the Order are not applicable.

- (vi) The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, for any of the services rendered by the Company during the year.
- (vii) a) According to the information and explanations given to us and according to the records as produced and examined by us, in our opinion, the Company is regular in depositing with appropriate authorities the undisputed statutory dues including provident fund, employee's state insurance, income tax, goods and service tax, customs duty, cess and other material statutory dues, as applicable, and there are no arrears of outstanding statutory dues as at March 31, 2022 for a period of more than six months from date they become payable.  
  
b) According to the information and explanations given to us, there are no dues in respect of income tax, sales tax, service tax, value added tax, goods and service tax, customs duty, excise duty, cess which have not been deposited on account of dispute.
- (viii) There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.
- (ix) (a) According to the information and explanations given by the management, we are of the opinion that the Company has not defaulted in repayment of dues to a financial institution, banks or any lender.  
  
(b) The company has not been declared wilful defaulter by any bank or financial institution or other lender;  
  
(c) The Company has applied the loans for which the loans were obtained.  
  
(d) On an overall examination of financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.  
  
(e) On an overall examination of the financial statements, the Company does not have subsidiaries and hence reporting on clause 3(ix)(e) of the order is not applicable.  
  
(f) The Company does not have subsidiaries, joint ventures or associate companies, hence reporting on clause 3(ix)(f) of the Order is not applicable.
- (x) (a) According to the information and explanations given by the management, the Company has not raised moneys by way of initial public offer or further public offer or debt instruments and hence the reporting under clause 3 (x) is not applicable.  
  
(b) During the year, the Company has made allotment of shares and the requirements of Sec 42 of the companies act have been complied with and the funds have been used for the purpose for which they were raised.
- (xi) (a) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by

the management, we report that no fraud by the Company or no fraud on the Company by the officers and employees of the Company has been noticed or reported during the period.

(b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.

(c) As per the information and explanation given to us the company has not received any complaints related to whistle blower during the year (upto the date of this report).

- (xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company. Accordingly, the provisions of clause 3(xii) of the order are not applicable to the Company and hence not commented upon.
- (xiii) According to the information and explanations given by the management, transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.
- (xiv) According to the information and explanations given to us and on an overall examination of the books of account
- (a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- (b) We have considered, the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him as referred to in section 192 of companies Act, 2013. Accordingly, paragraph 3(xv) of the Order is not applicable.
- (xvi) (a) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable.
- (b) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.
- (xvii) The Company has incurred cash losses during the financial year covered by our audit and the immediately preceding financial years. Following are the details of such cash losses:

Financial Year	Cash Losses Incurred (Amount in Rs. Lakhs)
FY 2021-22	(155.44)
FY 2020-21	(371.93)

The Company has not commenced its operations as on reporting date and there is no revenue from operations during the period.

- (xviii) There has been no resignation of the statutory auditors of the Company during the year.
- (xix) On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx) (a) There are no unspent amounts towards Corporate Social Responsibility (CSR) requiring a transfer to a Fund specified in Schedule VII to the Companies Act in compliance with second proviso to sub-section (5) of Section 135 of the said Act. Accordingly, reporting under clause 3(xx)(a) of the Order is not applicable for the year.
- (c) There are no ongoing projects, hence reporting under this clause is not applicable.
- (xxi) The reporting under clause 3(xxi) is not applicable in respect of audit of financial statements of the Company. Accordingly, no comment has been included in respect of said clause under this report.

For **Brahmayya & Co.,**  
Chartered Accountants  
ICAI Firm Registration no: 000515S

Srinivas                      Digitally signed by  
Gogineni                      Srinivas Gogineni

**G. Srinivas**  
Partner  
Membership No: 086761  
UDIN No. 22086761AIMKFO3435

Place: Bengaluru

Date: 05-05-2022



## **Appendix - B to the Independent Auditors' Report**

### **Independent Auditor's Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls with reference to financial statements of M/s. GMR Goa International Airport Limited ("the Company") as of March 31, 2022 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

#### **Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements includes obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to financial statements.

#### **Meaning of Internal Financial Controls with reference to financial statements.**

A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements includes those policies and procedures that,

(1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

#### **Inherent Limitations of Internal Financial Controls with reference to financial statements.**

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial controls over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

## Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2022, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **Brahmayya & Co.,**  
Chartered Accountants  
ICAI Firm Registration No: 000515S

Srinivas Gogineni Digitally signed by  
Srinivas Gogineni

**G. Srinivas**  
Partner  
Membership No: 086761  
UDIN No. 22086761AIMKFO3435

Place: Bengaluru  
Date: 05-05-2022

## 1. Corporate Information

GMR Goa International Airport Limited ('GGIAL' or 'the Company') is a Company domiciled in India and was incorporated on October 14, 2016 under the provisions of the Companies Act, 2013, for Development, Operation and Maintenance on DBFOT basis (Design, Build, Finance, Operate and Transfer) a greenfield international airport at MOPA, Goa. GMR Airports Limited ('GAL'), a subsidiary of GMR Infrastructure Limited ('GIL'), holds entire shareholding in the Company. GGIAL had entered into a Concession Agreement ('Agreement') with Directorate of Civil Aviation, Government of Goa ('DoCA'), which gives GGIAL an exclusive right to operate, maintain, develop, modernize and manage the MOPA Airport on a revenue sharing model for an initial term of 40 years, which can be extended by another 20 years on satisfaction of certain terms and conditions pursuant to the provisions of the agreement.

The financial statements for the year ended March 31, 2022 were approved by the Board of Directors and authorised for issue on May 5, 2022.

## 2. Significant Accounting Policies

### Statement of compliance

The financial statements of the Company have been prepared and presented in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 read with Section 133 of the Companies Act, 2013 ('the Act').

### Basis of preparation and presentation:

The financial statements are prepared in accordance with Indian Accounting Standards (Ind AS), under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values, the provisions of Companies Act, 2013 (the 'Act') (to the extent notified).

The financial statements are presented in Indian Rupees (INR).

### Use of estimates and judgements

The preparation of Financial Statements in conformity with Ind AS requires the management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income, expenses and disclosures of contingent liabilities, at the end of the reporting year. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

Estimates and underlying assumptions are reviewed at each balance sheet date. Revisions to accounting estimates are recognised in the period in which the estimate is revised and future periods affected.

### Current versus non-current classification

The Company presents assets and liabilities in the Balance Sheet based on current/ non-current classification. An asset is treated as current when it is:

- i) Expected to be realised or intended to be sold or consumed in normal operating cycle
- ii) Held primarily for the purpose of trading
- iii) Expected to be realised within twelve months after the reporting period, or
- iv) Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

The company classifies all other assets as non-current.

A liability is current when:

- i) It is expected to be settled in normal operating cycle
- ii) It is held primarily for the purpose of trading
- iii) It is due to be settled within twelve months after the reporting period, or
- iv) There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The company classifies all other liabilities as non-current.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

### Property, plant and equipment

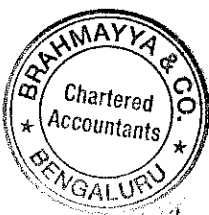
All items of property, plant and equipment are stated at historical cost less accumulated depreciation and impairment loss, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Capital work in progress includes cost of property, plant and equipment under installation/under development as at the balance sheet date and the related advances are shown as non-current assets.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate assets are derecognised when replaced. All other repairs and maintenance are charged to profit and loss during the reporting period in which they are incurred.

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss when the asset is derecognised.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.



#### Depreciation

Depreciation on the tangible assets is calculated on a straight-line basis using the rates arrived at, based on useful lives estimated by the management, which coincides with the lives prescribed under Schedule II to the Companies Act, 2013. Assets individually costing less than Rs. 5,000, are fully depreciated in the year of acquisition.

#### Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortisation and accumulated impairment losses, if any. Intangible assets include software and licenses.

The useful lives of intangible assets are assessed as finite.

#### Amortisation of intangible assets

Intangible assets are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible assets may be impaired. The amortisation period and the amortisation method for an intangible assets with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expenses on intangible assets with finite lives is recognised in the statement of profit and loss.

#### Impairment of non-financial assets

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash generating units' (CGUs) fair value less cost of disposal and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or group of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less cost of disposal, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used.

The Company bases its impairment calculation on detailed budgets and forecast calculations, which are prepared separately for each of the Company's CGUs to which the individual assets are allocated. These budgets and forecast calculations generally cover a period of five years. For longer periods, a long-term growth rate is calculated and applied to project future cash flows after the fifth year. To estimate cash flow projections beyond periods covered by the most recent budgets/forecasts, the Company extrapolates cash flow projections in the budget using a steady or declining growth rate for subsequent years, unless an increasing rate can be justified.

Impairment losses of operations, are recognised in the statement of profit and loss. After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

For assets an assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication exists, the Company estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the statement of profit or loss.

#### Provisions, Contingent liabilities, Contingent assets, and Commitments

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, for which it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognized as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

Contingent liability is disclosed in the case of:

- A present obligation arising from past events, when it is not probable that an outflow of resources will be required to settle the obligation
- A present obligation arising from past events, when no reliable estimate is possible
- A possible obligation arising from past events, unless the probability of outflow of resources is remote

Commitments include the amount of purchase order (net of advances) issued to parties for completion of assets.

Provisions, contingent liabilities, contingent assets and commitments are reviewed at each balance sheet date.

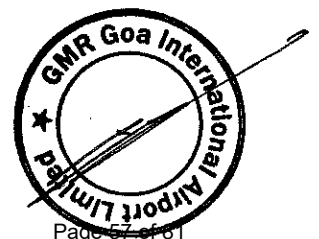
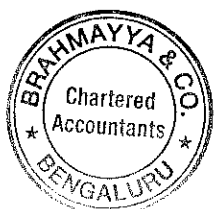
#### Retirement and other employee benefits

Retirement benefit in the form of provident fund, pension fund and superannuation fund are defined contribution scheme. The Company has no obligation, other than the contribution payable. The Company recognizes contribution payable to provident fund, pension fund and superannuation fund as expenditure, when an employee renders the related service. If the contribution payable to the scheme for service received before the balance sheet reporting date exceeds the contribution already paid, the deficit payable to the scheme is recognized as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognized as an asset to the extent that the pre-payment will lead to, for example, a reduction in future payment or a cash refund.

The Company has an obligation towards gratuity, a defined benefit retirement plan covering eligible employees. The plan provides for a lump-sum payment to vested employees at retirement, death while in employment or on termination of employment of an amount equivalent to 15 days salary payable for each completed year of service. Vesting occurs upon completion of five years of service. The Company has obtained group gratuity policy with Life Insurance Corporation of India. The Company accounts for the liability for gratuity benefits payable in future based on an independent actuarial valuation, carried out as at the year end.

Accumulated leave, which is expected to be utilized within the next twelve months, is treated as short-term employee benefit. The Company measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date.

The Company treats accumulated leave expected to be carried forward beyond twelve months, as long-term employee benefit for measurement purposes. Such long-term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the year-end.



The Company presents the leave as a current liability in the balance sheet, to the extent it does not have an unconditional right to defer its settlement for twelve months after the reporting date.

The cost of providing benefits under the defined benefit plan is determined using the projected unit credit method using actuarial valuation to be carried out at each balance sheet date.

In case of funded plans, the fair value of the plan assets is reduced from the gross obligation under the defined benefit plans to recognise the obligation on a net basis.

Re-measurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Re-measurements are not reclassified to profit or loss in subsequent periods.

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Company recognises the following changes in the net defined benefit obligation as an expense in the statement of profit and loss:

- a. Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements; and
- b. Net interest expense or income.

#### Financial Instruments

##### Classification, initial recognition and measurement

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial instruments are recognized in the balance sheet when the Company becomes a party to the contractual provisions of the instrument.

Initially, a financial instrument is recognized at its fair value. Transaction costs directly attributable to the acquisition or issue of financial instruments are recognized in determining the carrying amount, if it is not classified as at fair value through profit or loss. Subsequently, financial instruments are measured according to the category in which they are classified.

##### Financial assets held at amortised cost

Financial assets that have contractual terms that give rise on specified dates to cash flows that are solely payments of principal and interest on the principal outstanding and that are held within a business model whose objective is to hold such assets in order to collect such contractual cash flows are classified in this category. Subsequently, these are measured at amortized cost using the effective interest method less any impairment losses.

These include trade receivables, balances with banks, short-term deposits with banks, other financial assets and investments with fixed or determinable payments.

##### Financial assets held at Fair Value Through Profit and Loss (FVTPL)

Investment in units of Mutual Funds are included within the FVTPL category are measured at fair value with changes related to investments out of equity funds is recognized in the statement of profit and loss and investments out of debt funds recognized in Capital work in progress.

On disposal of investments in units of Mutual Funds, the difference between its carrying amount and net disposal proceeds out of equity funds is charged to the statement of profit and loss and investments out of debt funds charged to Capital work in progress.

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.

##### Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised when:

- i) The rights to receive cash flows from the asset have expired or
- ii) The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

##### Financial liabilities

All financial liabilities are subsequently measured at amortised cost or at fair value through profit and loss (FVTPL). For trade and other payables maturing within one year from the Balance Sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

The Company's financial liabilities include trade and other payables, loans and borrowings.

##### Loans and borrowings:

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. When the liabilities are derecognised as well as through the EIR amortisation process, Gains and losses during construction period are recognized in Capital Work in Progress and after the asset being put to use, Gains and losses are recognised in statement of profit and loss.

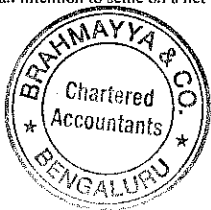
Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the CWIP. This category generally applies to borrowings.

##### Derecognition of financial liability

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expired. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

##### Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.





#### Cash and cash equivalents

Cash and cash equivalents in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

#### Foreign currency

The functional currency of the Company is Indian rupee.

Income and expenses in foreign currencies are recorded at the exchange rates prevailing on the date of the transaction. Foreign currency denominated assets and liabilities are translated at the exchange rates prevailing on the balance sheet date and exchange gains and losses arising on settlement and restatement are recognised in the statement of profit and loss.

#### Fair value measurement

The Company measures financial instruments at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- i) In the principal market for the asset or liability, or
- ii) In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the Financial Statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities

Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the Financial Statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

At each reporting date, the Company analyses the movements in the values of assets and liabilities which are required to be remeasured or re-assessed as per the Company's accounting policies. For this analysis, the Company verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation to contracts and other relevant documents.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

This note summarises accounting policy for fair value. Other fair value related disclosures are given in the relevant notes.

#### Revenue recognition

Ind AS 115 became applicable to Company from April 1, 2018. Ind AS 115 superseded Ind AS 11 Construction Contracts and Ind AS 18 Revenue and it applied, with limited exceptions, to all revenue arising from contracts with customers. Ind AS 115 establishes a five-step model to account for revenue arising from contracts with customers and requires that revenue be recognised at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer.

The Company does not have any revenue arising from contract with customers as the Company is in the project stage and yet to commence its operations.

#### Taxes on income

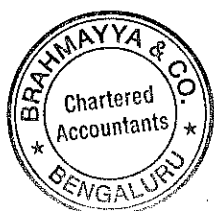
##### Current income tax

Tax expense comprises current and deferred tax.

Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income Tax Act, 1961.

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current income tax relating to items recognized outside profit or loss is recognized outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.



#### **Deferred tax**

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax assets are recognized for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized. Unrecognized deferred tax assets are re-assessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognized outside profit or loss is recognized outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

#### **Leases**

**Where the Company is lessee:**

##### **Right-of-use assets**

The Company recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Unless the Company is reasonably certain to obtain ownership of the leased asset at the end of the lease term, the recognised right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term. Right-of-use assets are subject to impairment.

##### **Lease liabilities**

At the commencement date of the lease, the Company recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Company and payments of penalties for terminating a lease, if the lease term reflects the Company exercising the option to terminate. The variable lease payments that do not depend on an index or a rate are recognised as expense in the period on which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Company uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the in-substance fixed lease payments or a change in the assessment to purchase the underlying asset.

##### **Short-term leases and leases of low-value assets**

The Company applies the short-term lease recognition exemption to its short-term leases of assets (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment that are considered of low value (i.e., below Rs. 50,000). Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

The Company applies Ind AS 36 to determine whether a right-of-use asset is impaired and accounts for any identified impairment loss.

##### **Where the Company is lessor:**

Lease income is recognised in the statement of profit and loss on an actual basis as the annual increase is as per inflation over the lease term. Costs, including amortisation / depreciation are recognised as an expenses in statement of profit and loss. Initial direct costs such as legal costs, brokerage costs etc. are recognised immediately in statement of profit and loss.

#### **Segment information**

The Company has only one reportable business segment, which is operation of airport and providing allied services and operates in a single business segment. Accordingly, the amounts appearing in the Financial Statements relate to the Company's single business segment.

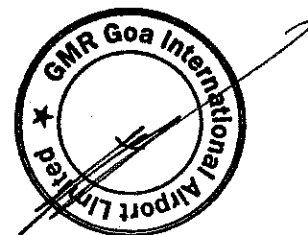
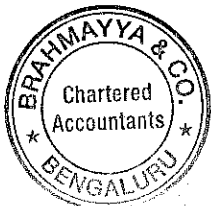
#### **Borrowing Cost**

Borrowing costs that are attributable to the acquisition, construction or production of qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes a substantial period of time to get ready for the intended use. All other borrowing costs are charged to revenue.

#### **Earning per share**

Basic Earnings Per Share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating Diluted Earnings Per Share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.



GMR Goa International Airport Limited  
 CIN U63030GA2016PLC013017  
 Registered office : Survey No: 3813, Mathura One, 1st Floor, NH17, Porvorim, Goa, India-403501  
 Balance Sheet as at March 31, 2022  
 (All amounts in Rupees lakhs, except otherwise stated)

Particulars	Notes	As at March 31, 2022	As at March 31, 2021
<b>Assets</b>			
<b>Non-current assets</b>			
Property, plant and equipment	3	169.27	206.33
Right of use assets	4	5.67	5.08
Capital work-in-progress	5	152,049.66	64,831.00
Other intangible assets	6	7.01	8.76
<b>Financial assets</b>			
Other financial assets	7	234.83	126.76
Income tax assets (net)	8	23.54	3.57
Other non current assets	9	22,935.19	13,421.34
		<u>175,425.17</u>	<u>78,622.84</u>
<b>Current assets</b>			
<b>Financial assets</b>			
Investments	10	123.73	56.17
Cash and cash equivalents	11	1,807.18	1,506.32
Other financial assets	7	48.98	25.42
Other current assets	9	663.11	90.01
		<u>2,643.00</u>	<u>1,677.92</u>
<b>Total assets</b>		<u><u>178,068.17</u></u>	<u><u>80,300.76</u></u>
<b>Equity and liabilities</b>			
<b>Equity</b>			
Equity share capital	12	60,050.00	38,450.00
Other equity	13	(1,649.46)	(1,512.40)
		<u>58,400.54</u>	<u>36,937.60</u>
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
<b>Financial liabilities</b>			
Borrowings	14	86,327.93	20,042.43
Lease liabilities	4	3.29	2.81
Other financial liabilities	15	820.40	2,642.40
Other non-current liabilities	16	4,104.13	-
Provisions	17	71.21	38.56
		<u>91,326.96</u>	<u>22,726.20</u>
<b>Current liabilities</b>			
<b>Financial liabilities</b>			
Borrowings	18	9,400.00	9,400.00
Trade payables	19	-	-
-Total outstanding dues of micro enterprises and small enterprises		-	-
-Total outstanding dues of creditors other than micro enterprises and small enterprises		29.44	43.58
Lease liabilities	4	3.13	2.87
Other financial liabilities	15	17,697.82	10,394.38
Other current liabilities	16	966.73	620.79
Provisions	17	243.55	175.34
		<u>28,340.67</u>	<u>20,636.96</u>
<b>Total equity and liabilities</b>		<u><u>178,068.17</u></u>	<u><u>80,300.76</u></u>
Summary of significant accounting policies	2		

The accompanying notes are integral part of the financial statements.

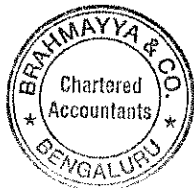
In terms of our report attached.  
 For Brahmayya & Co.  
 Chartered Accountants  
 ICAI firm registration number: 0005155

Srinivas Gogineni  
 Digitally signed by Srinivas Gogineni  
 G. Srinivas  
 Partner  
 Membership No.: 086761  
 Place: Bengaluru  
 Date : May 5, 2022

For and on behalf of Board of Directors of  
 GMR Goa International Airport Limited

I. Prabhakara Rao  
 Director  
 DIN- 03482239  
 Place: New Delhi  
 R. V. Sureshan  
 CEO  
 PAN : AAUPV0610K

S. N. Rao  
 Director  
 DIN- 00016262  
 Place: New Delhi  
 Rakesh Madan  
 CFO  
 PAN : AMVPM2333F



Rohan Gavas  
 Company Secretary  
 PAN : ALJPG2480N  
 Place: Goa  
 Date : May 5, 2022



GMR Goa International Airport Limited

CIN U63030GA2016PLC013017

Registered office : Survey No: 381/3, Mathura One, 1st Floor, NH17, Porvorim, Goa, India-403501

Statement of Profit and Loss for the year ended March 31, 2022

(All amounts in Rupees lakhs, except otherwise stated)

Particulars	Notes	For the year ended March 31, 2022	For the year ended March 31, 2021
Other income	20	110.32	22.83
<b>Total Income</b>		<b>110.32</b>	<b>22.83</b>
<b>Expenses</b>			
Finance costs	21	24.36	10.16
Depreciation and amortisation expense	22	28.83	40.39
Other expenses	23	194.37	393.72
<b>Total Expenses</b>		<b>247.56</b>	<b>444.27</b>
<b>Loss before tax</b>		<b>(137.24)</b>	<b>(421.44)</b>
<b>Tax expenses</b>			
Current tax	24	-	2.03
Tax expenses related to previous year		(0.18)	(1.45)
<b>Loss for the year</b>		<b>(137.06)</b>	<b>(422.02)</b>
<b>Other comprehensive income</b>			
<b>Items that will not be reclassified to profit or loss</b>			
Re-measurement (losses) on defined benefit plans		-	-
Income tax effect		-	-
<b>Total other comprehensive income for the year (net of tax)</b>		<b>-</b>	<b>-</b>
<b>Total comprehensive income for the year</b>		<b>(137.06)</b>	<b>(422.02)</b>
<b>Earnings per equity share [nominal value of share Rs. 10]</b>	25		
Basic		(0.03)	(0.16)
Diluted		(0.03)	(0.16)
Summary of significant accounting policies	2		

The accompanying notes are integral part of the financial statements.

In terms of our report attached.

For Brahmayya & Co.

Chartered Accountants

ICAI firm registration number: 000515S

Srinivas  
Gogineni

Digitally signed by  
Srinivas Gogineni

G. Srinivas  
Partner

Membership No.: 086761

Place: Bengaluru

Date : May 5, 2022

For and on behalf of Board of Directors of  
GMR Goa International Airport Limited

I. Prabhakara Rao  
Director  
DIN- 03482239  
Place: New Delhi

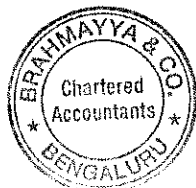
K.N. Rao  
Director  
DIN- 00016262  
Place: New Delhi

R. V. Sheshan  
CEO  
PAN : AAUPV0610R

Rajesh Madan  
CFO  
PAN : AMVPM2333F

Rohan Gavas  
Company Secretary  
PAN : ALJPG2480N

Place: Goa  
Date : May 5, 2022



Statement of Cash Flows for the year ended March 31, 2022

(All amounts in Rupees lakhs, except otherwise stated)

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
<b>Cash flow from operating activities</b>		
(Loss) before tax	(137.24)	(421.44)
<i>Adjustment for:</i>		
Depreciation and amortisation expense	28.83	40.39
Gain on sale of investments	(25.88)	(16.72)
Finance costs	24.36	10.16
Interest income	(12.20)	(5.65)
Interest income on security deposits measured at amortised cost	(71.87)	(0.75)
Amortisation of non-current security deposits measured at amortised cost	23.73	0.48
Change in fair value of financial assets at fair value through profit or loss	(0.37)	0.29
<b>Operating loss before working capital changes</b>	<b>(170.64)</b>	<b>(493.24)</b>
Decrease / (Increase) in financial assets	52.60	(2.31)
(Increase) in other assets	(13,951.08)	(5,191.68)
(Increase) in other financial assets	(129.59)	(36.41)
(Decrease) / Increase in financial liabilities	(400.28)	1,801.97
Increase in provisions	100.86	16.44
Increase in other current liabilities	4,450.07	279.30
<b>Cash flow used in operations</b>	<b>(10,048.06)</b>	<b>(3,545.93)</b>
Direct taxes refund / (paid) - (net)	(19.79)	0.93
<b>Net cash flow used in operating activities (A)</b>	<b>(10,067.85)</b>	<b>(3,545.00)</b>
<b>Cash flows from investing activities</b>		
Purchase of property, plant and equipment including capital work in progress and capital advances	(76,963.19)	(30,287.77)
(Decrease) / Increase in trade payables and other current liability attributed to purchase of property, plant and equipment including capital work in progress	5,970.03	2,245.52
Purchase of current investments	(37,782.19)	(13,545.77)
Proceeds from sale of current investments	37,775.26	13,939.88
Interest received	5.43	1.40
<b>Net cash flow used in investing activities (B)</b>	<b>(70,994.66)</b>	<b>(27,646.74)</b>
<b>Cash flows from financing activities</b>		
Principal payment of lease liability	(3.99)	(17.24)
Interest payment of lease liability	(0.73)	(1.21)
Proceeds from issue of equity shares	21,600.00	18,900.00
Proceeds from long term borrowings	66,537.55	6,315.55
Proceeds from short term borrowings	-	9,460.00
Loan processing fees paid	(188.10)	-
Changes due to amortisation of loan processing fees	(64.17)	(132.24)
Finance costs	(6,517.19)	(1,921.53)
<b>Net cash flow from financing activities (C)</b>	<b>81,363.37</b>	<b>32,543.32</b>
<b>Net (decrease) in cash and cash equivalents (A + B + C)</b>	<b>300.86</b>	<b>1,351.58</b>
Cash and cash equivalents at the beginning of the year	1,506.32	154.74
<b>Cash and cash equivalents at the end of the year</b>	<b>1,807.18</b>	<b>1,506.32</b>
<b>Components of cash and cash equivalents</b>		
Cash in hand	-	-
Balances with bank in current accounts	1,807.18	1,506.32
<b>Total cash and cash equivalents</b>	<b>1,807.18</b>	<b>1,506.32</b>

Summary of significant accounting policies (refer note 2)

The accompanying notes are integral part of the financial statements.

In terms of our report attached.

For Brahmayya & Co.

Chartered Accountants

ICAI firm registration number: 0005155

Srinivas Gogineni Digitally signed by  
Srinivas Gogineni

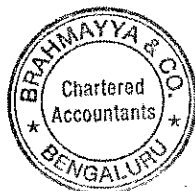
G. Srinivas

Partner

Membership No.: 086761

Place: Bengaluru

Date : May 5, 2022



For and on behalf of Board of Directors of  
GMR Goa International Airport Limited

I. Prabhakara Rao

Director

DIN- 03482239

Place: New Delhi

H.K. Rao

Director

DIN- 00016262

Place: New Delhi

R.V. Sheshan

CEO

PAN : AAUPV0610R

Rajesh Madan

CFO

PAN : AMVPM2333F

Rohan Gavas

Company Secretary

PAN : ALJPG2480N

Place: Goa

Date : May 5, 2022



GMR Goa International Airport Limited  
 CIN U63030GA2016PLC013017  
 Registered office : Survey No: 381/3, Mathura One, 1st Floor, NH17, Porvorim, Goa, India-403501  
 Statement of Changes in Equity for the year ended March 31, 2022  
 (All amounts in Rupees lakhs, except otherwise stated)

Particulars	Equity share capital	Other equity		Total (A+B)
		Deficit in Statement of Profit and Loss (A)	Share application money pending allotment (B)	
As at March 31, 2021	38,450.00	(1,512.40)	-	(1,512.40)
Received during the year			21,600.00	21,600.00
Issued during the year	21,600.00		(21,600.00)	(21,600.00)
Loss for the year		(137.06)		(137.06)
As at March 31, 2022	60,050.00	(1,649.46)	-	(1,649.46)

Statement of Changes in Equity for year ended March 31, 2021

Particulars	Equity share capital	Other equity		Total (A+B)
		Deficit in Statement of Profit and Loss (A)	Share application money pending allotment (B)	
As at March 31, 2020	18,900.00	(1,090.39)	650.00	(440.39)
Received during the year			18,900.00	18,900.00
Issued during the year	19,550.00		(19,550.00)	(19,550.00)
Loss for the year		(422.02)		(422.02)
As at March 31, 2021	38,450.00	(1,512.41)	-	(1,512.41)

The accompanying notes are integral part of the financial statements.

In terms of our report attached,  
 For Brahmayya & Co.  
 Chartered Accountants  
 ICAI firm registration number: 000515S

Srinivas Gogineni  
 Digitally signed by Srinivas Gogineni  
 G. Srinivas  
 Partner  
 Membership No.: 086761  
 Place: Bengaluru  
 Date : May 5, 2022

For and on behalf of Board of Directors of  
 GMR Goa International Airport Limited

J. Prabhakara Rao  
 Director  
 DIN- 03482239  
 Place: New Delhi

R. Venkatesh  
 CEO  
 PAN : AAUPV0610R

K. N. Rao  
 Director  
 DIN- 00016262  
 Place: New Delhi

Rajesh Madan  
 CFO  
 PAN : AMVPM2333F



Rohan Gavas  
 Company Secretary  
 PAN : ALJPG2480N

Place: Goa  
 Date : May 5, 2022





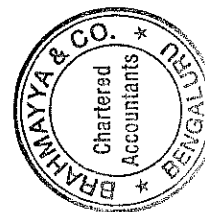
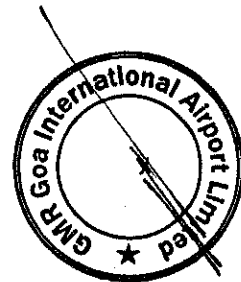
3. Property, plant and equipment

Particulars	Buildings		Furniture and fixtures	Electrical equipments	Plant and Machinery	Office equipment	Vehicles	Computers	Total
	Leasehold improvements	Temporary structures							
Gross carrying value									
As at March 31, 2021	251.75	110.49	24.24	12.61	10.50	118.03	51.88	97.82	677.32
Additions during the year	0.39	-	-	11.75	-	16.09	-	30.78	59.01
As at March 31, 2022	252.14	110.49	24.24	24.36	10.50	134.12	51.88	128.60	736.33
Accumulated depreciation									
As at March 31, 2021	217.12	99.51	11.05	3.97	1.34	54.41	24.77	58.82	470.99
Depreciation for the year	35.02	4.87	2.23	2.07	0.70	24.93	6.45	19.80	96.07
As at March 31, 2022	252.14	104.38	13.28	6.04	2.04	79.34	31.22	78.62	567.06
Net carrying value									
As at March 31, 2022	-	6.11	10.96	18.32	8.46	54.78	20.66	49.98	169.27

Particulars	Buildings		Furniture and fixtures	Electrical equipments	Plant and Machinery	Office equipment	Vehicles	Computers	Total
	Leasehold improvements	Temporary structures							
Gross carrying value									
As at March 31, 2020	251.62	99.50	22.23	12.61	10.50	80.02	51.88	74.93	603.29
Additions for the year	0.13	10.99	2.01	-	-	38.01	-	22.89	74.03
As at March 31, 2021	251.75	110.49	24.24	12.61	10.50	118.03	51.88	97.82	677.32
Accumulated depreciation									
As at March 31, 2020	180.81	65.21	6.89	2.71	0.64	32.04	18.32	38.40	345.02
Depreciation for the year	36.31	34.30	4.16	1.26	0.70	22.37	6.45	20.42	125.97
As at March 31, 2021	217.12	99.51	11.05	3.97	1.34	54.41	24.77	58.82	470.99
Net carrying value									
As at March 31, 2021	34.63	10.98	13.19	8.64	9.16	63.62	27.11	39.00	206.33

Depreciation Expenses:

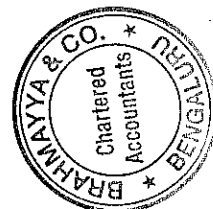
	For the year ended March 31, 2022	For the year ended March 31, 2021
Depreciation as per above	96.07	125.97
Less: Transferred to Capital Work in Progress	70.58	96.59
Depreciation as per Statement of Profit and Loss	25.49	29.38



Particulars	Right of use assets			Lease Liability	Current	Non-current
	Building	Office Equipments	Total			
As at March 31, 2020	16.09	0.52	16.61	18.16		
Additions	-	4.77	4.77	4.77		
Depreciation expenses	14.86	1.44	16.30			
Interest expenses				1.21		
Payments				18.46		
As at March 31, 2021	1.23	3.85	5.08	5.68	2.87	2.81
Additions	-	4.73	4.73	4.73		
Depreciation expenses	1.23	2.91	4.14			
Interest expenses				0.73		
Payments				4.72		
As at March 31, 2022	-	5.67	5.67	6.42	3.13	3.29

Depreciation Expenses on ROU assets	For the year ended	For the year ended
	March 31, 2022	March 31, 2021
Depreciation as per above	4.14	16.30
Less: Transferred to Capital Work in Progress	2.55	15.11
Depreciation as per Statement of Profit and Loss	1.59	1.19

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GMR Goa International Airport Limited  
CIN U63030GA2016PLC013017  
Registered office : Survey No: 381/3, Mathura One, 1st Floor, NH17, Porvorim, Goa, India-403501  
Notes forming part of the Financial Statements  
(AH amounts in Rupees lakhs, except otherwise stated)

5 Capital work-in-Progress

Particulars	As at March 31, 2022	As at March 31, 2021
Capital Work in Progress	152,049.66	64,851.00
<b>Total</b>	<b>152,049.66</b>	<b>64,851.00</b>

Note: The details of the same is given below\*

Particulars	As at March 31, 2022	As at March 31, 2021
Employee Benefits Expense	6,570.36	4,735.53
Finance Charges	639.06	335.66
Borrowing Cost (Interest During Construction)	10,897.20	4,506.09
Construction Expenses	119,527.45	46,326.52
Travelling and Conveyance	326.58	283.68
Aviation Skill Development Centre	466.51	-
Depreciation	325.11	252.31
Legal and Professional Expenses	10,566.96	7,894.75
Site Related Expenses	556.27	350.16
Inauguration / Foundation Expenses	208.37	208.37
Project Guest House Expenses	161.83	120.87
Assets pending capitalisation	1,948.13	-
Laptop and Software	34.55	20.45
Other Expenses	259.54	221.31
	<b>152,487.92</b>	<b>65,255.70</b>
Less:		
Profit on sale of mits of mutual funds	(138.26)	(104.70)
<b>Total</b>	<b>152,049.66</b>	<b>64,851.00</b>

\*The amounts disclosed in the statement of profit and loss are net of the above amounts

Refer note 43A for CWIP tagging

6 Other intangible assets

Particulars	Software and Licenses
<b>Cost</b>	
As at March 31, 2020	21.43
Additions for the year	10.50
As at March 31, 2021	31.93
Additions for the year	-
As at March 31, 2022	31.93
<b>Amortisation</b>	
As at March 31, 2020	13.35
Charge for the year	9.82
As at March 31, 2021	23.17
Charge for the year	1.75
As at March 31, 2022	24.92
<b>Net block</b>	
As at March 31, 2021	8.76
As at March 31, 2022	7.01

7 Other financial assets

Particulars	Non Current		Current	
	As at March 31, 2022	As at March 31, 2021	As at March 31, 2022	As at March 31, 2021
Unsecured, considered good				
Security deposit	-	17.71	4.20	18.24
	(A)	-	17.71	4.20
Unsecured, considered good unless stated otherwise				
Non-current bank balances (refer note 11) *	223.80	-	120.00	-
	(B)	223.80	-	120.00
Recoverable others	-	31.27	-	5.48
	(C)	-	31.27	-
Interest accrued on fixed deposits	11.03	-	2.56	1.70
	(D)	11.03	-	2.56
<b>Total</b>	<b>234.83</b>	<b>48.98</b>	<b>126.76</b>	<b>25.42</b>

Note: \* The non-current portion of "other financial assets" includes Rs. 221.80 lakhs fixed deposit receipts held as 100% cash margin to issue bank guarantees and Rs. 2.00 lakhs fixed deposit marked lien in favour of "Dy. Conservator of Forests, North Goa Division, Ponda, Goa".

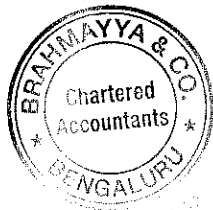
8 Income tax assets (net)

Particulars	As at March 31, 2022	As at March 31, 2021
Advance income tax assets (net)		
Advance payment of tax	25.57	5.60
Less: Provision for income tax	(2.03)	(2.03)
<b>Total</b>	<b>23.54</b>	<b>3.57</b>

9 Other assets

Particulars	Non Current		Current	
	As at March 31, 2022	As at March 31, 2021	As at March 31, 2021	As at March 31, 2021
Goods and service tax credit (refer note 29)	22,035.00	-	8,656.46	-
Prepaid expenses	-	16.22	0.56	10.61
Advance to employees	-	6.42	-	78.86
Advances to suppliers - capital advance *	900.19	-	4,764.32	-
Advances to suppliers (other than capital advance)	-	0.27	-	0.54
Recoverable from supplier	-	640.20	-	-
<b>Total</b>	<b>22,935.19</b>	<b>663.11</b>	<b>13,421.34</b>	<b>90.01</b>

\* Capital advances include Nil (March 31, 2021 : Rs. 4,646.41 lakhs) towards EPC contract, for construction of MOPA Airport.



10 Investments

Particulars	Current			
	As at March 31, 2022		As at March 31, 2021	
	Units	Amount	Units	Amount
Investment in units of Mutual Fund				
Aditya Birla Sunlife Overnight Fund - Direct Plan - Growth of face value of Rs. 1000 each	3,869,225	44.50	888,739	9.89
Axis Overnight Fund - Growth - Direct Plan of face value of Rs. 1000 each	2,127,274	23.91	4,254,255	46.28
UTI Overnight Fund - Growth - Direct Plan of face value of Rs. 1000 each	1,900,413	55.32	-	-
<b>Total</b>		<b>123.73</b>		<b>56.17</b>

11 Cash and cash equivalents

Particulars	Non Current		Current	
	As at March 31, 2022	As at March 31, 2022	As at March 31, 2021	As at March 31, 2021
Balances with bank in current accounts	-	1,807.18	-	1,440.24
(A)	-	1,807.18	-	1,440.24
Bank balances other than cash and cash equivalents				
Restricted balances with bank	72.29	-	2.00	-
Fixed deposit held as margin money	151.51	-	118.00	66.08
(B)	223.80	-	120.00	66.08
Amount disclosed under other financial assets (refer note 7)	(223.80)	-	(120.00)	-
(C)	(223.80)	-	(120.00)	-
<b>Total</b>	-	<b>1,807.18</b>	-	<b>1,506.32</b>

12 Share capital

Particulars	As at March 31, 2022		As at March 31, 2021	
	No. of Shares	Amount	No. of Shares	Amount
Authorized Share Capital				
At the beginning of the year	575,000,000	57,500.00	225,000,000	22,500.00
Increase during the year	200,000,000	20,000.00	350,000,000	35,000.00
<b>Total authorized share capital</b>	<b>775,000,000</b>	<b>77,500.00</b>	<b>575,000,000</b>	<b>57,500.00</b>

(Equity shares, face value of Rs. 10 each)

Particulars	As at March 31, 2022		As at March 31, 2021	
	No. of Shares	Amount	No. of Shares	Amount
Issued Equity Capital				
At the beginning of the year	384,500,000	38,450.00	189,000,000	18,900.00
Increase during the year	216,000,000	21,600.00	195,500,000	19,550.00
<b>Total issued equity capital</b>	<b>600,500,000</b>	<b>60,050.00</b>	<b>384,500,000</b>	<b>38,450.00</b>

(Equity shares of Rs 10/- each issued, subscribed and fully paid)

A. Reconciliation of shares outstanding at the beginning and end of the reporting period

Particulars	As at March 31, 2022		As at March 31, 2021	
	No. of Shares	Amount	No. of Shares	Amount
Equity Shares				
At the beginning of the year	384,500,000	38,450.00	189,000,000	18,900.00
Issued during the year	216,000,000	21,600.00	195,500,000	19,550.00
<b>Outstanding at the end of the year</b>	<b>600,500,000</b>	<b>60,050.00</b>	<b>384,500,000</b>	<b>38,450.00</b>

B. Terms/Rights attached to equity shares

The Company has only one class of equity shares having a par value of Rs.10 per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the Company the holder of equity shares would be entitled to receive remaining assets of the company after distribution of all preferential amounts.

C. Shares held by holding company

	As at March 31, 2022		As at March 31, 2021	
	No. of Shares	Amount	No. of Shares	Amount
GMR Airports Limited				
Equity shares of Rs. 10 each fully paid up	600,499,999	60,050.00	384,499,999	38,450.00

D. Details of shareholders holding more than 5% shares in the company

Name of Shareholder	As at March 31, 2022		As at March 31, 2021	
	No. of Shares	% holding in Class	No. of Shares	% holding in Class
Equity shares of Rs. 10 each fully paid up				
GMR Airports Limited	600,499,999	99.99	384,499,999	99.99

As per records of the Company including its register of share holders/members and other declarations received from share holders regarding beneficial interest, the above share holding represents both legal and beneficial ownership of shares as at the balance sheet date.

E. No equity shares have been issued for consideration other than cash.

13 Other Equity

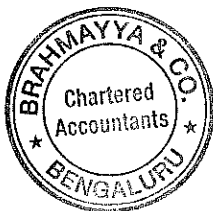
Deficit in Statement of Profit and Loss

Particulars	As at March 31, 2022	As at March 31, 2021
Balance as per last financial statement	(1,512.40)	(1,090.39)
Net Loss for the year	(137.06)	(422.01)
<b>Closing balance - (A)</b>	<b>(1,649.46)</b>	<b>(1,512.40)</b>

Share application money pending allotment

Particulars	As at March 31, 2022	As at March 31, 2021
Balance as per last financial statement	-	650.00
Received during the year	21,600.00	18,900.00
Issued during the year	(21,600.00)	(19,550.00)
<b>Closing balance - (B)</b>	<b>-</b>	<b>-</b>

**Total (A+B)** (1,649.46) (1,512.40)



14 Financial liabilities - borrowings

Particulars	As at March 31, 2022		As at March 31, 2021	
	Non-Current	Current	Non-Current	Current
Secured - at amortised cost				
Indian rupee term loan from banks (Refer note below)		86,327.93		20,042.43
<b>Total</b>		<b>86,327.93</b>		<b>20,042.43</b>

Note:

The Company had entered into a Rupee Facility Agreement on July 7, 2017 for an aggregate principal amount not exceeding Rs. 133,000 lakhs along with a letter of credit facility up to Rs. 20,000 lakhs as an interchangeable sub-limit, with Axis Bank Limited as Lead Rupee Lender and Rupee Facility Agent.

During this year ended March 31, 2022: The Company had entered into Amended and Restated Rupee Facility Agreement on November 17, 2021 for an increase in the revised facility amount to Rs. 152,000 lakhs along with a letter of credit facility upto Rs.20,000 lakhs as an interchangeable sub-limit, with Axis Bank Limited as Lead Rupee Lender and Rupee Facility Agent.

The Company has drawn total disbursement of Rs 88,199.00 lakhs out of it amounting to Rs. 66,537.77 lakhs during year ended March 31, 2022 in accordance with the terms of Rupee Facility Agreement from the members of consortium.

Door to door tenor of the Rupee Facility shall be 18 years with Construction Period of 3 years, moratorium period of 1 year and repayment period of 14 years.

The Rupee Loan is repayable in relation to:

- 80% of the Rupee Facility in 55 structured quarterly instalments;
- The remaining 20% of the Rupee Facility as a Bullet Payment.

The Rupee Facility is secured as stipulated below:

- First charge on the Escrow Account, Debt Service Reserve and any other reserves and other bank accounts;
- Assignment of rights, interests and obligations as per the Substitution Agreement;
- Mortgage/Pledge/Hypothecation of assets other than Project Assets.

The project execution could not be carried out due to suspension of the environmental clearance (EC) granted for the Project. The suspension was lifted by the Supreme Court vide its judgement dated January 16, 2020. The overall time taken in clearance of EC matter led to the project being delayed by ~21 months. The delay in project implementation resulted in revision in project cost, primarily on account of prolongation costs of ~21 months, contract price variation and increase in scope of the project. The estimated project cost for phase 1 has now been revised to Rs.261,500 lakhs from Rs. 190,000 lakhs. It is being funded via term debt of Rs 152,000 lakhs; repayable over a tenure of 18 years, with moratorium ending in Q4 fiscal 2023 (as per revised repayment schedule).

The Company had entered into Agreement for Assignment and Novation on January 5, 2022 with Bank of Maharashtra for taking over the IFCI Limited share of Rs.17,100 lakhs.

15 Other financial liabilities

Particulars	Non Current		Current	
	As at March 31, 2022	As at March 31, 2021	As at March 31, 2022	As at March 31, 2021
Retention money	91.67	-	1,455.40	2,642.40
Security Deposits from trade concessionaires	728.73	-	-	-
Earnest money deposits	-	30.00	-	30.00
Interest payable on short term borrowings from group company	-	-	-	102.45
Other liabilities				
(i) Payable on purchase of property, plant and equipment including capital work-in-progress (refer note 3.4)	-	-	16,212.42	-
<b>Total</b>	<b>820.40</b>	<b>30.00</b>	<b>17,697.82</b>	<b>10,394.38</b>

16 Other liabilities

Particulars	Non Current		Current	
	As at March 31, 2022	As at March 31, 2021	As at March 31, 2022	As at March 31, 2021
Statutory remittances	-	-	746.98	-
Deferred income	4,104.13	-	219.75	-
<b>Total</b>	<b>4,104.13</b>	<b>-</b>	<b>966.73</b>	<b>620.79</b>

17 Provisions

Particulars	Non Current		Current	
	As at March 31, 2022	As at March 31, 2021	As at March 31, 2022	As at March 31, 2021
Provision for employee benefits				
Provision for gratuity	71.21	-	-	38.56
Provision for superannuation	-	2.40	-	2.05
Provision for leave encashment	-	241.15	-	173.29
<b>Total</b>	<b>71.21</b>	<b>243.55</b>	<b>38.56</b>	<b>175.34</b>

18 Borrowings

Particulars	Current	
	As at March 31, 2022	As at March 31, 2021
Unsecured		
Indian rupee short term loans from Related parties (refer note below)	9,400.00	9,400.00
<b>Total</b>	<b>9,400.00</b>	<b>9,400.00</b>

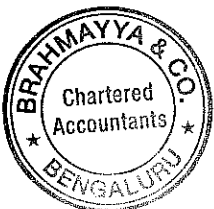
The Company had entered into a Loan Agreements with related parties during year ended March 31, 2021 for an aggregate principal amount not exceeding Rs. 9,400 lakhs; these loans are short term loans. Based on current state of project, the Company has extended the tenure of the loans from time to time. Due date for repayment as on March 31, 2022 are as given below:

Company Name	Loan Amount	Due Date	Rate of Interest p.a.
GMR Airport Developers Limited	1,900.00	30-09-2022	10.75%
Celebi Delhi Cargo Terminal Management India Private Limited	3,500.00	30-09-2022	10.00%
GMR Hospitality and Retail Limited	2,000.00	31-07-2022	10.00%
GMR Air Cargo and Aerospace Engineering Limited	2,000.00	31-08-2022	10.00%
<b>Total</b>	<b>9,400.00</b>		

19 Trade payables

Particulars	Current	
	As at March 31, 2022	As at March 31, 2021
Total outstanding dues of micro enterprises and small enterprises	-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises	29.44	43.58
<b>Total</b>	<b>29.44</b>	<b>43.58</b>

Note: refer note 43 (B)



**20 Other income**

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Profit on sale of units of mutual funds	25.88	16.72
Interest income	12.20	5.65
Net change in financial assets at fair value through profit or loss	0.37	(0.29)
Other income	0.67	-
Amortisation of deferred income	71.20	0.75
<b>Total</b>	<b>110.32</b>	<b>22.83</b>

**21 Finance cost**

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Interest expenses on lease liabilities	0.34	0.27
Interest - others	24.02	9.89
<b>Total</b>	<b>24.36</b>	<b>10.16</b>

**22 Depreciation and amortisation expenses**

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Depreciation on Property, Plant and Equipment (refer note 3)	25.49	29.38
Depreciation on ROU assets (refer note 4)	1.59	1.19
Amortisation of Intangible Assets (refer note 6)	1.75	9.82
<b>Total</b>	<b>28.83</b>	<b>40.39</b>

**23 Other expenses**

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Rent	50.36	51.14
Office maintenance	5.91	4.32
Rates and taxes	41.09	151.17
Legal and professional fees	2.90	3.71
Travelling and conveyance	11.48	4.79
Communication costs	9.55	5.68
Auditors remuneration (refer note A below)	4.49	20.76
Donation	12.00	25.00
Corporate social responsibility	26.52	52.77
Director sitting fees	8.20	7.40
Miscellaneous expenses	21.87	66.98
<b>Total</b>	<b>194.37</b>	<b>393.72</b>

**Note A**

**Payment to auditors (included in other expenses above)**

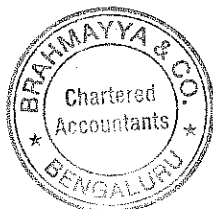
Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
<b>As auditor:</b>		
Audit fee	2.00	2.00
Limited review	2.00	2.00
<b>Other services:</b>		
Other services	-	16.00
Reimbursement of expenses	0.49	0.76
<b>Total auditors remuneration</b>	<b>4.49</b>	<b>20.76</b>

**24 Income tax**

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Current tax expense	-	2.03
Tax expenses related to previous year	(0.18)	(1.45)
<b>Total</b>	<b>(0.18)</b>	<b>0.58</b>

The income tax expenses for the year reconciled to the accounting profit:

(Loss) before tax	(137.24)	(421.44)
Corporate tax rate	25.17%	25.17%
Income tax expense	(34.54)	(106.07)
Effect of expenses that are not deductible in determining taxable profit		
Disallowance of expenses during construction period	-	111.81
Effect of income not credited to statement of Profit and Loss		
Income adjusted against capitalised borrowing cost	8.45	2.69
Excess provision for income tax of previous years written back	(0.18)	(1.44)
Deduction u/s 80G : Donation to CM covid relief fund	(3.02)	(6.29)
Effect of income that are not taxable in determining taxable profit		
Income exempt under Income Tax	(18.00)	(0.12)
Others - Tax not payable as the Company is incurring losses	(47.11)	-
Income tax expense recognised in Profit and Loss	<b>(0.18)</b>	<b>0.58</b>



**GMR Goa International Airport Limited**

CIN U63030GA2016PLC013017

Registered office : Survey No: 381/3, Mathura One, 1st Floor, NH17, Porvorim, Goa, India-403501

Notes forming part of the Financial Statements

(All amounts in Rupees lakhs, except otherwise stated)

**25. Earnings per share (EPS)**

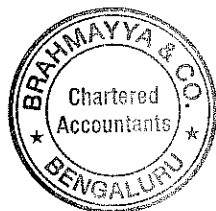
The following reflects the loss and shares data used in the basic and diluted EPS computations:

	For the year ended March 31, 2022	For the year ended March 31, 2021
Net loss for calculation of basic EPS	(137.06)	(422.02)
Weighted average number of equity shares outstanding during the period	450,763,014	264,941,096
Basic EPS	(0.03)	(0.16)
Diluted EPS	(0.03)	(0.16)

**26. Related party transactions:**

a) Names of related parties and description of relationship:

S. No.	Description of relationship	Name of the related parties
I	Ultimate Holding Company	GMR Enterprises Private Limited
II	Intermediate Holding Company	GMR Infrastructure Limited
III	Holding Company	GMR Airports Limited
IV	Fellow subsidiaries (including subsidiary companies of the ultimate/intermediate holding Company) (where transactions have taken place)	Delhi International Airport Limited GMR Airport Developers Limited GMR Kamalanga Energy Limited GMR Air Cargo and Aerospace Engineering Limited GMR Hospitality and Retail Limited Raxa Security Services Limited
V	Joint ventures / Associates of subsidiary of holding Company (where transactions have taken place)	GMR Bajoli Holi Hydropower Limited Celebi Delhi Cargo Terminal Management India Private Limited
VI	Key management personnel (KMP)	R.V. Sheshan (Chief Executive Officer) Rajesh Madan (Chief Financial Officer) Rohan Gavas (Company Secretary) (w.e.f. July 21, 2021)  Dibyaranjan Mishra (Company Secretary) (upto July 21, 2021) Mallikarjuna Rao Grandhi (Chairman) Srinivas Bommidala (Director) Kirankumar Grandhi (Director) G B S Raju (Director) I P Rao (Director) K. Narayana Rao (Director) P S Nair (Director) Dr. Suresh G. Shanbhogue (Nominee Director) R S S L N Bhaskarudu (Independent Director) (upto August 24, 2021) Binal Parekh (Independent Director) Vissa Siva Kameswari (Independent Director) (w.e.f. May 15, 2020) Antoine Crombez (Director) (w.e.f. April 22, 2021) Goker Kose (Director) (w.e.f. April 22, 2021) Dr. M. Ramachandran (Independent Director) (w.e.f. April 22, 2021) Madhu Ramachandra Rao (w.e.f. November 9, 2021)





GMR Goa International Airport Limited

CIN U63030GA2016PLC013017

Registered office : Survey No: 381/3, Mathura One, 1st Floor, NH17, Porvorim, Goa, India-403501

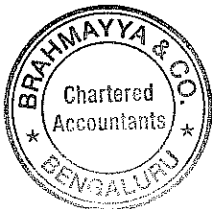
Notes forming part of the Financial Statements

(All amounts in Rupees lakhs, except otherwise stated)

(b) (i) Summary of balances with the above related parties is as follows:

Balances as on Date	As at March 31, 2022	As at March 31, 2021
<b>Balance Recoverable / (Payable)*:</b>		
<b>Payable (current) on purchase of property, plant and equipment including capital work-in-progress:</b>		
GMR Infrastructure Limited	-	(10.77)
GMR Airports Limited	-	(222.80)
Delhi International Airport Limited	(27.18)	(27.18)
GMR Airport Developers Limited	(1,257.37)	(1,548.77)
GMR Kamalanga Energy Limited	(78.25)	(78.25)
GMR Bajoli Holi Hydropower Limited	-	(26.17)
Raxa Security Services Limited	(72.82)	(59.47)
<b>Concessionaire deposit (non-current) received from:</b>		
GMR Airports Limited	214.27	-
<b>Deferred income on financial liabilities (current) carried at amortized cost:</b>		
GMR Airports Limited	64.63	-
<b>Deferred income on financial liabilities (non-current) carried at amortized cost:</b>		
GMR Airports Limited	1,207.30	-
<b>Equity share capital issued to:</b>		
GMR Airports Limited	60,050.00	38,450.00
<b>Borrowings (current) from:</b>		
GMR Airport Developers Limited	(1,900.00)	(1,900.00)
GMR Air Cargo and Aerospace Engineering Limited	(2,000.00)	(2,000.00)
Celebi Delhi Cargo Terminal Management India Private Limited	(3,500.00)	(3,500.00)
GMR Hospitality and Retail Limited	(2,000.00)	(2,000.00)
<b>Interest payable (current) on short term borrowings from group company:</b>		
GMR Airport Developers Limited	-	(27.43)
GMR Air Cargo and Aerospace Engineering Limited	-	(20.27)
Celebi Delhi Cargo Terminal Management India Private Limited	-	(35.48)
GMR Hospitality and Retail Limited	-	(19.26)

\*Net of TDS



GMR Goa International Airport Limited

CIN U63030GA2016PLC013017

Registered office : Survey No: 381/3, Mathura One, 1st Floor, NH17, Porvorim, Goa, India-403501

Notes forming part of the Financial Statements

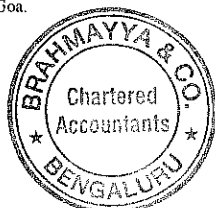
(All amounts in Rupees lakhs, except otherwise stated)

(b) (ii) Summary of transaction with the above related parties is as follows:

Transactions during the year	For the year ended March 31, 2022	For the year ended March 31, 2021
<b>Services received from*:</b>		
GMR Airport Developers Limited	1,362.27	1,293.17
Raxa Security Services Limited	308.64	227.53
<b>Recovery of expenses from:</b>		
GMR Airports Limited	205.00	5.00
GMR Airport Developers Limited	5.00	-
<b>Amortisation of deferred revenue:</b>		
GMR Airports Limited	20.72	-
<b>Interest on concessionaire deposits</b>		
GMR Airports Limited	6.91	-
<b>Reversal of reimbursement expenses to:</b>		
GMR Airports Limited	6.92	-
<b>Concessionaire deposits from:</b>		
GMR Airports Limited #	1,500.00	-
<b>Loan taken from:</b>		
GMR Airport Developers Limited	-	1,900.00
Celebi Delhi Cargo Terminal Management India Private Limited	-	3,500.00
GMR Air Cargo and Aerospace Engineering Limited	-	2,000.00
GMR Hospitality and Retail Limited	-	2,000.00
<b>Interest on loan to:</b>		
GMR Airport Developers Limited	204.25	165.08
Celebi Delhi Cargo Terminal Management India Private Limited	350.00	38.36
GMR Air Cargo and Aerospace Engineering Limited	200.00	21.92
GMR Hospitality and Retail Limited	200.00	20.82
<b>Share application money received from:</b>		
GMR Airports Limited	21,600.00	18,900.00
<b>Equity share capital issued to:</b>		
GMR Airports Limited	21,600.00	19,550.00
<b>Remuneration to key management personnel:</b>		
RV Sheshan (Chief Executive Officer)	327.39	309.68
Rajesh Madan (Chief Financial Officer)	100.81	85.57
Rohan Gavas (Company Secretary) (w.e.f. July 21, 2021)	17.81	-
Dibyaranjan Mishra (Company Secretary) (upto July 21, 2021)	21.40	19.97
<b>Sitting fees to key management personnel:</b>		
Mallikarjuna Rao Grandhi	0.45	0.60
Srinivas Bommidala	0.45	0.45
Kiran Kumar Grandhi	0.30	0.75
G B S Raju	0.75	0.75
R S S L N Bhaskarudu	0.70	1.75
Bimal Parekh	1.65	1.55
Dr. M. Ramachandran (w.e.f. April 22, 2021)	1.45	-
Madhu Ramachandra Rao ( w.e.f. November 9, 2021)	0.80	-
Vinita Sanjay Tarachandani	1.65	1.55

\* Excluding service tax / GST

# During the year, Company has entered into Related Party Transactions, subject to the final approval from Government of Goa.



**GMR Goa International Airport Limited**

CTN U63030GA2016PLC013017

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Notes forming part of the Financial Statements

(All amounts in Rupees lakhs, except otherwise stated)

27. The recent global outbreak of corona virus (Covid – 19) has caused significant volatility within the economic markets for which the duration and spread of the outbreak and the resultant economic impact is uncertain. Considering that Goa Airport project is in construction and development phase with scheduled Commercial Operation Date (COD) in FY'23, the Management do not envisage any major adverse effect on the completion of the project due to Covid – 19 pandemic which is estimated to be completed by August, 2022.

The impact of the Covid-19 pandemic on the completion of the project may differ from the above estimated date. The Company will continue to monitor closely for material changes if any to future economic conditions, which will be prospectively recognised.

28. Due to the restraint from Hon'ble Supreme Court of India, the Company was unable to proceed with the construction and development of the Airport for a period of approximately 21 months. Accordingly, as sought by the Company, an extension of 634 days on account of various delays and restraints has been granted by the Government of Goa (GoG). Accordingly, the following timelines have been approved and extended:

Revised Commercial Operations Date	-	May 30, 2022
Revised Annual Premium Payment Date	-	May 31, 2024
Revised Concession Period Date	-	May 30, 2059

However Covid-19 pandemic has led to further time overrun, and accordingly GoG has extended the timeline to achieve Milestone III (as per Concession Agreement) by another 3 months and as per Concession Agreement provision, all subsequent milestones including COD gets extended by another 3 months. Accordingly, the revised Scheduled COD of the project is August 31, 2022.

29. The Hon'ble Orissa High Court vide Judgement in W.P. No.20463/2018, in the case of Safari Retreats Private Limited, observed that the GST provisions w.r.t input tax credit allow ability in respect of Civil work are not in line with the objective of the Act, and accordingly, held that if an assessee is required to discharge GST on the rental income, it is eligible to avail the Input Tax Credit (ITC) of GST w.r.t. civil work. GGIAL (the company) will engage in rendering output supplies which is in the nature of letting out space/ facilities to various airline operators and other parties/concessionaires, in return for consideration, known by different nomenclatures and are leviable to GST. Hence, the Company is availing the GST ITC in respect of the costs for civil work incurred as part of the project progress, upon application of the said judicial pronouncement. Further, department has filed an appeal in Hon'ble Supreme Court of India against the judgement of Hon'ble Orissa High Court. Pending outcome of judgement of Hon'ble Supreme Court of India, considering the judgement of Hon'ble Orissa High Court and based on the opinion obtained by the Company in this regard, the Management is of the view that GST ITC in respect of such civil work is eligible to be availed by the Company. Having regard to the same, GST ITC amounting to Rs.193.12 crores (March 31, 2021: Rs.68.69 crores) has been claimed in GST return and disclosed under balance with "Goods and Service Tax Credit" in financial statements (refer note 9).

Further a Writ Petition has also been filed by the Company in the matter before High Court of Bombay at Panaji, Goa on December 18, 2020, for ITC claim to be allowed of GST in respect of the civil works i.e. works contract service and goods and services received by the Company for construction of immovable property will be used for providing output taxable supplies.

**30. Disclosures as required by Ind AS 116 - Leases**

The Company has lease contracts for a building and Office equipments.

**(i) Amounts recognised in balance sheet**

The balance sheet shows the following amounts relating to leases:

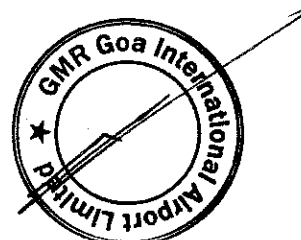
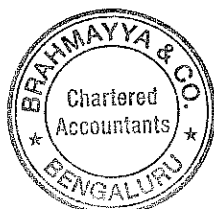
Particulars	As at March 31, 2022	As at March 31, 2021
<b>Right-of-use assets</b>		
Building	-	1.23
Office Equipments	5.67	3.85
<b>Total</b>	<b>5.67</b>	<b>5.08</b>
<b>Capital Work in progress</b>		
Depreciation	2.55	15.11
Interest on Finance Lease	0.39	0.94
<b>Total</b>	<b>2.94</b>	<b>16.05</b>
<b>Lease liabilities</b>		
Current	3.13	2.87
Non-current	3.29	2.81
<b>Total</b>	<b>6.42</b>	<b>5.68</b>

The total cash outflow for leases for the year ended March 31, 2022 was Rs.20.42 lakhs (March 31, 2021 Rs.20.42 lakhs).

**(ii) Amounts recognised in the statement of profit and loss**

The statement of profit or loss shows the following amounts relating to leases:

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
<b>Depreciation charge on right-of-use assets</b>		
Office Equipments	1.59	1.19
<b>Interest expenses (included in finance costs)</b>		
Office Equipments	0.34	0.27



(iii) Expenses relating to short term leases (included in other expenses)

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Rent	50.36	51.14

**31. Capital and Other Commitments:**

**Capital Commitments:**

As at March 31, 2022, the Company has estimated amount of contracts remaining to be executed on capital account not provided for Rs. 48,465.34 lakhs net of advances of Rs. 900.18 lakhs (March 31, 2021 Rs. 133,597.09 lakhs net of advances of Rs. 4,764.32 lakhs).

**Other Commitments:**

i. As per the terms of concession agreement with Directorate of Civil Aviation, Government of Goa ('authority'), the Company is required to pay annual fees to authority at 36.99% of the gross revenue of the Company from 6th year of the occurrence of the appointed date (as defined in the Concession Agreement) for a term of 35 years and which can be extended by another 20 years on satisfaction of certain terms and conditions pursuant to the provisions of the concession agreement. The company has not yet commenced operations.

ii. Mopa Airport Development Authority (MADA) vide letter No. MADA/06/AGENDA/MTG02/2018/05 dated June 26, 2019 raised a demand of Rs. 4,939.76 lakhs on the Company towards Construction License fees. The Company, based on an external expert opinion from M/s INTRINSIC CLASSIC, vide its letter No. GGIAL/Goa-CA/2019-20/0393 dated October 16, 2019 made a representation to MADA, Government of Goa (GoG) that the construction license fees to be levied has to be similar to the projects coming under the jurisdiction of village panchayats limits and requested to review the demand raised by MADA.

To ensure that the work at the site continues without a break, the Company gave an undertaking to MADA/GoG on February 19, 2020 that it would abide by the decision taken by MADA on Company's representation dated October 16, 2019, as per applicable laws.

Subsequently, MADA / GoG vide its letter No. MADA/06/AGENDA/MTG04/2021/6 dated September 7, 2021 raised a demand on GGIAL to pay an amended amount of Rs. 596.22 lakhs towards the Construction License Fees and an amount of Rs. 1,192.44 lakhs towards Cess (1% of the estimated cost). As per the EPC agreement executed with Megawide Construction DMCC, the said demand is in the scope of EPC Contractor. Accordingly, amount of Rs. 640.20 lakhs remitted by the Company on December 13, 2021 to MADA (GoG) against above mentioned demand note is considered as recoverable from Megawide Construction DMCC and disclosed the same under 'Other Current Assets' in the Balance Sheet as at March 31, 2022.

**32. Contingent liabilities not provided for:**

Particulars	As at March 31, 2022	As at March 31, 2021
i) In respect of Income tax matters	Nil	Nil
ii) In respect of Indirect tax matters	Nil	Nil
iii) Claim against the Company not acknowledged as debt	Nil	Nil
iv) In respect of other matters	Nil	Nil

The Company has given an irrevocable and unconditional Bank Guarantee issued by Axis Bank Limited to Government of Goa of Rs. 6,200.00 lakhs (March 31, 2021: Rs. 6,200.00 lakhs) in respect of security for due and faithful performance of its obligations, under and in accordance with the Concession Agreement (Performance Security).

**33. Retirement Benefit Plan:**

The disclosure as required under Ind AS-19 regarding the Company's defined benefit plans is as follows :

**Investment Risk:**

The present value of the defined benefit plan liability is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds. Currently, the fund comprises of relatively balanced mix of investments in Government securities, and other debt instruments.

**Interest Risk:**

A decrease in the bond interest rate will increase the plan liability; however this will be partially offset by an increase in the return on the plan's debt investments.

**Longevity risk:**

The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.

**Salary risk:**

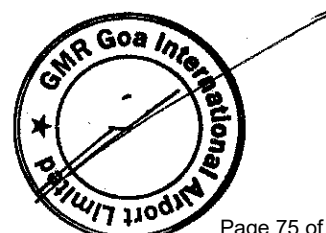
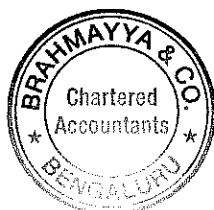
The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability

**Defined benefit plans**

**Gratuity expenses**

The Company has a defined benefit gratuity plan. Every employee who has completed five years or more of service gets a gratuity on departure at 15 days' salary (based on last drawn basic salary) for each completed year of service. The scheme is funded with an Life Insurance Corporation of India.

The following table summarises the components of net benefit expense recognized, the funded status and the amounts recognised in the balance sheet for the gratuity plans:



**Changes in the present value of obligation**

Particulars	As at March 31, 2022	As at March 31, 2021
Opening defined benefit obligation	105.63	95.86
Interest cost	7.18	6.52
Current service cost	15.41	15.05
Acquisition (credit) / cost	7.48	(3.47)
Actuarial (gain) / loss – experience	9.75	(8.33)
Benefits paid (including transfer)	-	-
Actuarial loss - financial assumption	(2.98)	-
<b>Closing defined benefit obligation</b>	<b>142.47</b>	<b>105.63</b>

**Changes in the fair value of plan assets:**

Particulars	As at March 31, 2022	As at March 31, 2021
Opening fair value of plan assets	67.07	62.80
Acquisition adjustment	(3.47)	-
Interest income on plan assets	4.58	4.29
Contributions by employer	3.93	0.53
Benefits paid (including transfer)	-	-
Return on plan assets greater/(lessor) than discount rate	(0.84)	(0.55)
<b>Closing fair value of plan assets</b>	<b>71.27</b>	<b>67.07</b>

**Reconciliation of fair value of assets and obligations**

Particulars	As at March 31, 2022	As at March 31, 2021
Defined benefit obligation	(142.47)	(105.63)
Fair value of plan assets	71.27	67.07
<b>Amount recognized in Balance Sheet</b>	<b>(71.21)</b>	<b>(38.56)</b>

The Company expects to contribute Rs. 3.93 lakhs to gratuity fund during the year ended on March 31, 2023 (March 31, 2022 : Rs.5.95 lakhs)

**Net employee benefit expense recognized**

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Current Service Cost	15.41	15.05
Net Interest Cost	2.61	2.23
Actuarial (gains)/losses recognized in OCI	7.61	(7.77)
<b>Net Cost</b>	<b>25.63</b>	<b>9.51</b>

The net cost has been included in capital work in progress.

The principal assumptions used in determining gratuity obligation for the Company's plans are shown below:

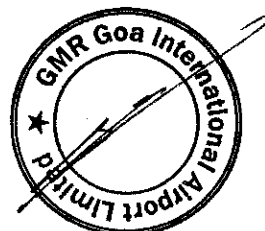
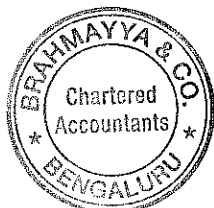
Particulars	As at March 31, 2022	As at March 31, 2021
Discount rate (in %)	7.10%	6.80%
Salary Escalation (in %)	6.00%	6.00%
Expected rate of return on assets	7.10%	6.80%
Attrition rate (in %)	5.00%	5.00%

Experience adjustments for the current and previous years are as follows:

Particulars	As at March 31, 2022	As at March 31, 2021
Defined benefit obligation	142.47	105.63
Plan assets	71.27	67.07
Funded status	(71.21)	(38.56)
Experience (loss) adjustment on plan liabilities	9.75	(8.33)
Experience gain/ (loss) adjustment on plan assets	-	-
Actuarial loss due to change in assumptions	(2.98)	-

A quantitative sensitivity analysis for significant assumption as at March 31, 2022 is as shown below:

Assumptions	As at March 31, 2022	As at March 31, 2021
	Discount rate	Discount rate
Sensitivity Level	1%	1%
Impact on defined benefit obligation due to increase	(9.20)	(7.15)
Impact on defined benefit obligation due to decrease	10.37	8.09



Assumptions	As at March 31, 2022	As at March 31, 2021
	Future Salary Increase	Future Salary Increase
Sensitivity Level	1%	1%
Impact on defined benefit obligation due to increase	7.76	6.13
Impact on defined benefit obligation due to decrease	(7.66)	(5.64)

Assumptions	As at March 31, 2022	As at March 31, 2021
	Attrition rate	Attrition rate
Sensitivity Level	1%	1%
Impact on defined benefit obligation due to increase	0.88	0.52
Impact on defined benefit obligation due to decrease	(0.99)	(0.61)

The sensitivity analyses above have been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting period.

The major categories of plan assets as a percentage of the fair value of total plan assets is not available.

#### 34. Details of dues to micro and small enterprises as defined under the MSMED Act, 2006

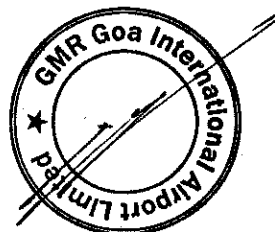
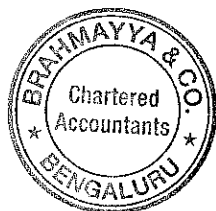
As per the available information with the Management, the total dues payable to enterprises registered under The Micro, Small and Medium Enterprises Development Act, 2006 (MSMED) are as below:

Particulars	As at March 31, 2022	As at March 31, 2021
The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year		
Principal amount due to micro and small enterprises	72.82	59.47
Interest due on above	Nil	Nil
The amount of interest paid by the buyer in terms of section 16 of the MSMED Act 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year	Nil	Nil
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act 2006.	Nil	Nil
The amount of interest accrued and remaining unpaid at the end of each accounting year	Nil	Nil
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act 2006	Nil	Nil

35. The Company has only one reportable business segment, which is operation of airport and providing allied services and operates in a single business segment. Accordingly, the amounts appearing in the financial statements relate to the Company's single business segment.

#### 36. Expenditure in foreign currency (accrual basis)

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Legal and professional fees (under Capital work-in-progress)	-	26.69
Finance charges (under Capital work-in-progress)	65.36	-
Other expenses (under Capital work-in-progress)	2.74	-
Assets pending capitalisation (under Capital work-in-progress)	154.58	-



### 37. Fair Value Measurement

i) The carrying value and fair value of financial instruments by categories as of March 31, 2022 are as under:

Particulars	As at March 31, 2022			
	Financial assets/ (financial liabilities) at fair value through profit or loss (FVTPL)	Financial assets/financial liabilities) at fair value through other comprehensive income (FVTOCI)	Total carrying value	Total fair value
<b>Financial assets/(financial liabilities)</b>				
Investment in units of Mutual Fund	123.73	-	123.73	123.73

ii) The carrying value and fair value of financial instruments by categories as of March 31, 2021 are as under:

Particulars	As at March 31, 2021			
	Financial assets/ (financial liabilities) at fair value through profit or loss (FVTPL)	Financial assets/financial liabilities) at fair value through other comprehensive income (FVTOCI)	Total carrying value	Total fair value
<b>Financial assets/(financial liabilities)</b>				
Investment in units of Mutual Fund	56.17	-	56.17	56.17

iii) Fair value hierarchy of assets and liabilities measured at fair value on a recurring basis as of March 31, 2022 and March 31, 2021 are as under:

Particulars	As at March 31, 2022	Fair value measurement at end of the reporting year using	As at March 31, 2021	Fair value measurement at end of the reporting year using
		Level I		Level I
<b>Financial assets</b>				
Investment in units of Mutual Fund	123.73	123.73	56.17	56.17

iv) Financial assets and financial liabilities that are not measured at fair value are as under:

Particulars	As at March 31, 2022		As at March 31, 2021	
	Amortised Cost	Fair value	Amortised Cost	Fair value
<b>Financial assets</b>				
Cash and cash equivalent	1,807.18	1,807.18	1,506.32	1,506.32
Other financial assets	283.81	283.81	152.18	152.18
<b>Financial liabilities</b>				
Borrowings	95,727.93	95,727.93	29,442.43	29,442.43
Lease liabilities	6.42	6.42	5.68	5.68
Other financial liabilities	18,518.22	18,518.22	13,036.78	13,036.78
Trade payables	29.44	29.44	43.58	43.58
Other current liabilities	966.73	966.73	620.79	620.79

The carrying value of above financial assets and financial liabilities approximate its fair value.

### 38. Capital management

For the purpose of the Company's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders of the company. The primary objective of the Company's capital management is to maximise the shareholder value.

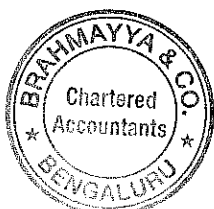
The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend, payment to shareholders, return capital to shareholders or issue new shares.

The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company includes within net debt, interest bearing loans and borrowings, less cash and cash equivalents and other bank balances not classified as cash and cash equivalents.

No changes were made in the objectives, policies or processes for managing capital during the years ended March 31, 2022 and 31 March 31, 2021

Particulars	As at March 31, 2022	As at March 31, 2021
Borrowings (refer notes 14 and note 18)	95,727.93	29,442.43
<b>Total debt (i)</b>	<b>95,727.93</b>	<b>29,442.43</b>
<b>Capital components</b>		
Equity share capital	60,050.00	38,450.00
Other equity	(1,649.46)	(1,512.40)
<b>Total Capital (ii)</b>	<b>58,400.54</b>	<b>36,937.60</b>
<b>Capital and borrowings (iii = i + ii)</b>	<b>154,128.47</b>	<b>66,380.03</b>
<b>Gearing ratio (%) (i / iii)</b>	<b>62.11%</b>	<b>44.35%</b>

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. There have been no material breaches in the financial covenants of any interest-bearing loans and borrowings in the current period.



### 39. Risk Management

#### Financial risk management objectives and policies

The Company's principal financial liabilities comprise borrowings, lease liabilities, trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include security deposits and cash and cash equivalents that derive directly from its operations. The Company also holds FVTPL current investments.

The Company is exposed to market risk, credit risk and liquidity risk. The Company's senior management oversees the management of these risks. The Company's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarised below:

#### Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk. Financial instruments affected by market risk include loans, deposits of services and FVTPL current investments.

#### Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's long-term debt obligations with floating interest rates.

#### Interest rate sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings affected. With all other variables held constant, the Company's interest expenses is affected through the impact on floating rate borrowings, as follows:

	Increase/decrease in basis points	Impact on interest
		Amount
<b>As at March 31, 2022</b>		
INR	25 bp increase	220.50
INR	25 bp decrease	(220.50)
<b>March 31, 2021</b>		
INR	25 bp increase	50.11
INR	25 bp decrease	(50.11)

The assumed movement in basis points for the interest rate sensitivity analysis is based on the currently observable market environment, showing a significantly higher volatility than in prior years.

#### Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's operating activities (when expense is denominated in a foreign currency).

#### Foreign currency sensitivity

The following tables demonstrate the sensitivity to a reasonably possible change in foreign exchange rates, with all other variables held constant. The impact on the Company's payables is due to changes in the fair value of liabilities.

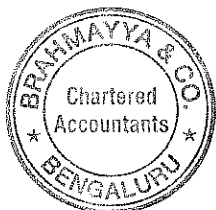
Particulars	Impact on payables	
	As at March 31, 2022	As at March 31, 2021
Increase in 500 bp	2.29	0.08
Decrease in 500 bp	(2.29)	(0.08)

#### Liquidity risk

Liquidity risk is defined as the risk that the Company will not be able to settle or meet its obligations on time or at a reasonable price. The Company's management is responsible for liquidity, funding as well as settlement management. Management monitors the Company's net liquidity position through rolling forecasts on the basis of expected cash flows.

The table below summarises the maturity profile of the company's financial liabilities based on contractual undiscounted payments

	0-1 year	1 to 5 years	>5 years	Total
<b>As at March 31, 2022</b>				
Borrowings	9,400.00	10,142.89	78,056.12	97,599.00
Lease liabilities	3.62	2.51	-	6.13
Other financial liabilities	17,697.82	91.67	5,100.00	22,889.49
Trade payables	29.44	-	-	29.44
Other current liabilities	746.98	-	-	746.98
<b>Total</b>	<b>27,877.86</b>	<b>10,237.07</b>	<b>83,156.12</b>	<b>121,271.04</b>
<b>As at March 31, 2021</b>				
Borrowings	9,400.00	1,299.67	20,361.55	31,061.23
Lease liabilities	3.21	2.72	-	5.93
Other financial liabilities	10,394.37	2,642.40	-	13,036.78
Trade payables	43.58	-	-	43.58
Other current liabilities	620.79	-	-	620.79
<b>Total</b>	<b>20,461.95</b>	<b>3,944.79</b>	<b>20,361.55</b>	<b>44,768.30</b>





**Credit risk**

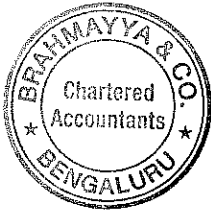
Credit risk is the risk that counterparty will not meet its obligations under a financial instrument, leading to a financial loss. The Company is exposed to credit risk from its operating activities (other financial assets) and from its financing activities, including deposits with banks and financial institutions, foreign exchange transactions and other financial instruments.

Financial instruments and cash deposits- Credit risk from balances with banks and financial institutions is managed by the Company's treasury department in accordance with the Company's policy. Investments of surplus funds are made only with approved counterparties and within credit limits assigned to each counterparty. Counterparty credit limits are reviewed by the Company's senior management on regular basis, and may be updated throughout the year. The limits are set to minimise the concentration of risks and therefore mitigate financial loss through counterparty's potential failure to make payments.

40. The Code on Social Security Bill, 2020 regarding employee benefits during employment and post-employment received Presidential Assent in September 2020. The Code has been published in Gazette of India. However, the Rules for the Act is yet to be notified by the Government and also the date on which the Code will come into effect has not been notified yet. The company will assess the impact of the Code and will record any related impact in the period the Code becomes effective.

41. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

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GMR Goa International Airport Limited  
 CIN U63030GA2016PLC013017  
 Registered office : Survey No: 381/3, Marhura One, 1st Floor, NH17, Porvorim, Goa, India-403501  
 Notes forming part of the Financial Statements  
 (All amounts in Rupees lakhs, except otherwise stated)

42. Ratios						
Ratio	Numerator	Denominator	31 March 2022	31 March 2021	% Change	Remarks
Current Ratio	Current assets	Current liabilities	0.09	0.08	-15%	
Debt-Equity Ratio	Total debt	Total equity	1.64	0.80	+106%	Refer note (a)

Note: a) Disbursement of Rs. 66,537.77 lakhs during the year ended March 31, 2022.

b) The company has not commenced its operations as on reporting date and there is no revenue from operations; hence disclosure of other specified ratios are not applicable to the Company.

#### 43. Ageing analysis

##### A) Ageing schedule of capital work-in-progress

As at 31 March 2022	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	87,198.66	31,484.66	16,744.94	16,621.41	152,049.66
Projects temporarily suspended	-	-	-	-	-

As at 31 March 2021	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	31,484.66	16,744.94	13,940.23	2,681.17	64,851.00
Projects temporarily suspended	-	-	-	-	-

##### B) Ageing schedule of trade payables

As at 31 March 2022	Outstanding from the due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Un-disputed trade payables					
Micro, small and medium enterprises	-	-	-	-	-
Others	26.26	3.02	0.16	-	29.44
<b>Total</b>	<b>26.26</b>	<b>3.02</b>	<b>0.16</b>	<b>-</b>	<b>29.44</b>

As at 31 March 2021	Outstanding from the due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Un-disputed trade payables					
Micro, small and medium enterprises	-	-	-	-	-
Others	27.00	7.77	8.80	-	43.58
<b>Total</b>	<b>27.00</b>	<b>7.77</b>	<b>8.80</b>	<b>-</b>	<b>43.58</b>

#### 44. Reconciliation of liabilities arising from financing activities pursuant to Ind AS-7 'Cash Flows'

Particulars	Outstanding from the due date of payment	
	Long term borrowings	Short term borrowings
As at April 1, 2020	13,859.12	-
Proceeds from long term borrowings	6,315.55	-
Proceeds from short term borrowings	-	9,400.00
Other adjustments	(132.24)	-
As at March 31, 2021	20,042.43	9,400.00
Proceeds from long term borrowings	66,537.55	-
Other adjustments	(252.27)	-
As at March 31, 2022	86,327.71	9,400.00

45. Previous period / year figures are regrouped / rearranged wherever necessary to confirm with that of current period / year figures.

46. Certain amounts (currency value or percentages) shown in the various tables and paragraphs included in the financial statements have been rounded off or truncated as deemed appropriate by the management of the Company.

In terms of our report attached.

For Brahmayya & Co.  
 Chartered Accountants  
 ICAI firm registration number: 0005155

Srinivas Gogineni Digitally signed by  
 Srinivas Gogineni

G. Srinivas  
 Partner  
 Membership No.: 086761  
 Place: Bengaluru  
 Date: May 5, 2022

For and on behalf of Board of Directors of  
 GMR Goa International Airport Limited

I. Prabhakara Rao  
 Director  
 DIN- 03482339  
 Place: New Delhi

K. N. Rao  
 Director  
 DIN- 00016262  
 Place: New Delhi

R. Venkatesh  
 R. Venkatesh  
 CEO  
 PAN : AAUPV0610R

Rajesh Madan  
 CFO  
 PAN : AMVPM2333F

Rohan Gavys  
 Company Secretary  
 PAN : ALJPG2480N

Place: Goa  
 Date: May 5, 2022

