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# GMR Goa International Airport Limited

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7th Annual Report 2022-23



## Registered Office

Administrative Block, Manohar International Airport,  
Taluka Pernem Mopa, North Goa 403512

**Tel:** +91 832 249 9000

**Fax:** +91 832 249 9020

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

**CONTENTS**

General Corporate Information	▶	03
Notice of Annual General Meeting	▶	04
Boards' Report	▶	12
Auditors Report and Financial Statements	▶	42

**GENERAL CORPORATE INFORMATION**

CORPORATE IDENTITY NUMBER U63030GA2016PLC013017

**BOARD OF DIRECTORS as on 09.08.2023**

Mr. G.M. Rao Non-Executive Chairman	Mr. P.S. Nair Non-Executive Director	Mr. Bimal Parekh Independent Director
Mr. G.B.S. Raju Non-Executive Director	Mr. K. Narayana Rao Non-Executive Director	Mr. Amarsen Wamanrao Rane Nominee Director
Mr. Srinivas Bommidala Non-Executive Director	Mr. I. P. Rao Non-Executive Director	Mrs. V.S. Kameswari Independent Director
Mr. Grandhi Kirankumar Non-Executive Director	Mr. Madhu Rao Independent Director	Mr. Goker Kose Non-Executive Director
Mr. Raghuraman Parthasarathy Nominee Director	Dr. M. Ramachandran Independent Director	Mr. Antoine Crombez Non-Executive Director

**KEY MANAGERIAL PERSONNEL**

Mr. R.V. Sheshan  
Chief Executive Officer

Mr. Rajesh Madan  
Chief Financial Officer

Mr. Rohan Gavas  
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 Bank of Maharashtra India Infrastructure Finance Co. Ltd (IIFCL)

**AUDITORS**

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

**NOTICE TO THE MEMBERS OF GMR GOA INTERNATIONAL AIRPORT LIMITED FOR THE 07<sup>TH</sup> ANNUAL GENERAL MEETING OF THE COMPANY.**

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Notice is hereby given that the 07<sup>th</sup> Annual General Meeting of the members of GMR Goa International Airport Limited will be held on September 22, 2023 at 03.00 p.m. (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") at the registered office of the Company at Administrative Block, Manohar International Airport, Taluka Pernem, Mopa, North- Goa 403512 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<sup>st</sup>, 2023 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, 2023 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. K.N. Rao (DIN 00016262) 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. K.N. Rao (DIN 00016262), Director who is liable to retire by rotation and being eligible has offered himself for appointment, be and is hereby re-appointed as a of the Company, liable to retire by rotation."

- 3. To appoint a director in place of Mr. P.S. Nair (DIN 00063118) 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. P.S. Nair (DIN 00063118), Director who is liable to retire by rotation and being

eligible has offered himself for appointment, be and is hereby re-appointed as a of the Company, liable to retire by rotation.”

### **Special Business**

#### **4. To appoint Mr. Amarsen Wamanrao Rane (DIN 02841094), Nominee of Government of Goa as Director of the Company.**

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 161 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Article 5.4.3 of the Concession Agreement executed with Government of Goa on November 08, 2016, Clause 5.2 of the Shareholders Agreement executed with Government of Goa on November 30, 2016 (Shareholders Agreement) Mr. Amarsen Wamanrao Rane DIN (02841094), a Nominee Director representing the Directorate of Civil Aviation, Government of Goa, be and is hereby appointed as Nominee Director of the Company, who shall not be liable to retire by rotation in terms of clause 5.2.1 (a) of the Shareholders’ Agreement subject to approval of the Shareholders.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution all Directors, Mr. R. V. Sheshan, Chief Executive Officer, Chief Financial Officer and the Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds and things and deal with all such matters and take all such steps as may be necessary for giving effect to the above resolution, for obtaining Shareholders approval and for filing necessary documents, forms with the Registrar of Companies, Central Government or to any other authority as may be required and communicate to all such statutory authorities as may be necessary in this regard”.

#### **5. To appoint Mr. Madhu Ramachandra Rao (DIN: 02683483) as an Independent Director of the Company for a term of Five years and in this connection, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 of the Companies Act, 2013 read with Schedule IV of the Companies Act, 2013 and the Companies (Amendment) Act, 2017 (‘Act’) read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and basis the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Madhu Ramachandra Rao (DIN: 02683483), Independent Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment, be and is hereby appointed as an Independent Director on the Board of the Company, not

liable to retire by rotation for a term of Five years commencing from the conclusion of this 7<sup>th</sup> Annual General Meeting till the 12<sup>th</sup> Annual General Meeting to be held in the calendar year 2028 and he will not be liable to retire by rotation.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution any Director(s) or the Key Managerial Personnel(s) or Mr. G.R.K. Babu (Sector CFO - Airports, Finance & Accounts) of the Company, be and are hereby severally authorized to file Form DIR-12 with the Registrar of Companies, to make necessary entries in the Statutory Registers of the Company and to do all such acts/deeds/things as may deem fit to give effect to this resolution.”

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

**Place: Goa  
Date: September 01, 2023**

**Rohan Ramachandra Gavas  
(Company Secretary)**

## 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 7<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 : <https://gmrgroup-in.zoom.us/j/99245985618?pwd=MzNuSnI2NkpyNk1vM0RyY2NVdEFXQT09>

Meeting ID : 992 4598 5618  
Passcode : 544712  
Email ID of designated person : [rohan.gavas@gmrgroup.in](mailto:rohan.gavas@gmrgroup.in)

3. Pursuant to the aforesaid MCA Circulars, Members attending the 7<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 7<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 7<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 7<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 p.m. IST i.e. 15 minutes before the time scheduled to start the 7<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.

### **Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013.**

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, sets out all material facts relating to the business mentioned at Item Nos. 4 & 5. of the accompanying Notice.

#### **Item No. 4**

#### **To appoint Mr. Amarsen Wamanrao Rane (DIN 02841094), Nominee of Government of Goa as Director of the Company.**

The Board of Directors based on the recommendation of Nomination and Remuneration (NRC) of Board of Directors, at its meeting held on May 22, 2023, appointed Mr. Amarsen Wamanrao Rane as a Nominee Director (additional) of Government of Goa on the Board of the Company who shall not be liable to retire by rotation. Further the Board and NRC have recommended regularisation of Mr. Rane as Non-Retiring Nominee Director of Government of Goa. Further Government of Goa vide their letter dated May 16, 2023, having reference number 84/DOCA/GGIAL/2023/VOLII/50 nominated Mr. Amarsen Wamanrao Rane, Director of Civil Aviation as Nominee Director of Government of Goa (Nomination Letter). Accordingly, it is proposed to appoint Mr. Rane as a Non-Retiring Nominee Director of Government of Goa on the Board of Directors of the Company.

In the opinion of the Board, Mr. Amarsen Wamanrao Rane fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as Non-Retiring Nominee Director of Government of Goa.

Additional information in respect of Mr. Amarsen Wamanrao Rane, pursuant to Secretarial Standards on General Meetings (SS-2), is provided at Annexure A to this Notice. A brief profile of Mr. Amarsen Wamanrao Rane is also provided at Annexure B to this Notice.

Except Mr. Amarsen Wamanrao Rane, none of the Directors and Key Managerial Personnel of the Company.

The Board of Directors recommends the resolution proposing the appointment of Mr. Amarsen Wamanrao Rane a Nominee Director of the Company, as set out in Item No. 4 for approval of the Members by way of an Ordinary Resolution.



**Item No. 5**

The Board at its meeting held on August 09, 2023 appointed Mr. Madhu Ramachandra Rao as an Independent Director (Additional) of the Company for a second term of 5 years.

In terms of Section 160 of the Companies Act, 2013, the Nomination and Committee and the Board have recommended appointment of Mr. Madhu Rao as an Independent Director pursuant to the provisions of Sections 149 and 152 of the Companies Act, 2013. The Company has also received a notice in writing from a member proposing the candidature of Mr. Madhu Rao to be appointed as an Independent Director of the Company. The Company has received a declaration from Mr. Madhu Rao confirming that he meets the criteria of independence under the Companies Act, 2013. Further, the Company has also received Mr. Madhu Rao's consent to act as a Director in terms of Section 152 of the Companies Act, 2013 and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

Additional information in respect of Mr. Madhu Rao, pursuant to Secretarial Standards on General Meetings (SS-2), is provided at Annexure A to this Notice.

Except Mr. Madhu Rao, none of the Directors and Key Managerial Personnel of the Company.

The Board of Directors recommends the resolution proposing the appointment of Mr. Madhu Rao as an Independent Director of the Company, as set out in Item No. 5 for approval of the Members by way of an Ordinary Resolution.

### 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. K.N. Rao	Mr. P.S. Nair	Mr. Amarsen Wamanrao Rane	Mr. Madhu Ramachandra Rao
DIN	00016262	00063118	02841094	02683483
Age	65 Years	72 years	55 Years	69 years
Qualification	Chartered Accountant, Cost Accountant, Company Secretary and Management Accountant	Master of Arts in Political Science / Public Administration with a Post Graduate Diploma in Public Sector Management from Leeds University, UK.	BSC, LLM, M.A. (Political Science), Senior Administrative Grade Officer of Civil Services Govt. of Goa.	Chartered Accountant
Experience	48	53	Mr. Rane held various positions in Govt of Goa including as Director of Vigilance, Director of Public Grievances, Addl., Collector and District Magistrate.	Mr. Madhu Rao is Chartered Accountant by profession having professional experience of more than 45 years in framing corporate and accounting policies & procedures, talent acquisition, investment analysis, marketing strategies, liaison with the auditors, maintain cordial investor relations, negotiating investment incentives with Government, Corporate bond and rights issues, etc.
Terms and Conditions of appointment	Non-Executive Director	Non-Executive Director	Nominee Director Govt. of Goa.	Independent Director
Details of Remuneration	Nil	Nil	Nil	To be paid by way of sitting fees only
Date of first appointment on the Board	December 06, 2016	December 06, 2016	May 22, 2023	November 9, 2021
Shareholding in the Company	Nil	Nil	Nil	Nil
Relationship with other Directors, Manager and KMPs	NA	NA	NA	NA
No. of Board meetings attended during the year	7	6	NA	NA
Other Directorship, Chairmanship & Committee Membership	(a) Delhi Aerotropolis Private Limited (b) GMR Goa International Airport Limited (c) Delhi International Airport Limited (d) GMR Airports Limited (e) JSW GMR Cricket Private Limited	(a) GMR Aero Technic Limited (b) GMR Air Cargo and Aerospace Engineering Limited (c) GMR Hyderabad Aviation SEZ Limited (d) GMR Hyderabad Aerotropolis Limited	NA	1. Shree Renuka Sugars Ltd. 2. Gokak Sugars Ltd. 3. GMR Hyderabad International Airport Ltd. 4. Adani Wilmar Ltd 5. Sumeru Global Holdings And Services Private Ltd. 6. Sumeru Software Solutions Private Ltd. 7. Pyramid Lanka (Pvt.) Ltd. 8. Pyramid Wilmar (Pvt.) Ltd. 9. Pyramid Wilmar Oils & Fats (Pvt.) Ltd. 10. Wilmar Tea Lanka (Pvt) Ltd

Name of Director	Mr. K.N. Rao	Mr. P.S. Nair	Mr. Amarsen Wamanrao Rane	Mr. Madhu Ramachandra Rao
	(f) Geokno India Private Limited	(e) GMR Aviation Private Limited (f) GMR Goa International Airport Limited (g) Delhi Aviation Fuel Facility Private Limited (h) Aerospace and Aviation Sector Skill Council		11. Perennial Real Estate Lanka (Pvt.) Ltd. 12. PREH Properties (Pvt.) Ltd. 13. Sunshine Wilmar (Pvt.) Ltd. 14. Watawala Plantations PLC 15. Orion Fund Pte. Ltd. 16. Orion Fund II Pte. Ltd 17. Art of Living Foundation Ltd., Australia 18. The Art of Living, India 19. Art of Living, International Company, Taiwan <b><u>CHAIRMANSHIP AND COMMITTEE POSITION</u></b> <b><u>Shree Renuka Sugars Ltd</u></b> <ul style="list-style-type: none"> <li>• Audit Committee (C)</li> <li>• Stake Holders Relationship Committee (C)</li> <li>• Nomination &amp; Remuneration Committee (M)</li> <li>• Risk Management Committee (M)</li> </ul> <b><u>Gokak Sugars Limited</u></b> <ul style="list-style-type: none"> <li>• Audit Committee (C)</li> <li>• Nomination &amp; Remuneration Committee (M)</li> </ul> <b><u>GMR Hyderabad International Airport Limited</u></b> <ul style="list-style-type: none"> <li>• Audit Committee (M)</li> <li>• Nomination &amp; Remuneration Committee (M)</li> <li>• Share Transfer and Allotment Committee (M)</li> </ul> <b><u>Adani Wilmar Limited</u></b> <ul style="list-style-type: none"> <li>• Audit Committee (M)</li> <li>• Nomination &amp; Remuneration Committee (M)</li> <li>• Corporate Social Responsibility (M)</li> </ul>

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

**Place: Goa  
Date: September 01, 2023**

**Rohan Ramachandra Gavvas  
(Company Secretary)**



Creating tomorrow today

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

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**Financial Year 2022-23**

## **BOARDS' REPORT**

Dear Shareholders,

Your directors are happy to present the 7<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, 2023.

### **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 2022-2023 with corresponding figures for FY 2021-22) is given below:

	<b>(Rs. In lakhs)</b>	
<b>Particulars</b>	<b>Mar'31, 2023</b>	<b>Mar'31, 2022</b>
Revenue from Operations	2679.52	-
Other Income	223.06	110.32
<b>Total Revenue</b>	<b>2902.58</b>	<b>110.32</b>
Less: Total Expenses	6529.92	194.37
<b>Loss before Interest, Depreciation &amp; Tax</b>	<b>(3627.34)</b>	<b>(84.05)</b>
Less: Depreciation & Amortization	4734.34	28.83
Less: Finance Cost	6461.63	24.36
<b>Profit/Loss before Tax &amp; Exceptional Item</b>	<b>(14823.31)</b>	<b>(137.24)</b>
Tax Expenses	(2.03)	(0.18)
Profit/Loss After Tax	(14821.28)	(137.06)
Other Comprehensive Income	(13.36)	-
<b>Total Comprehensive Income for the Year</b>	<b>(14834.64)</b>	<b>(137.06)</b>

### **STATUS OF PROJECT**

All works for Domestic Operations was completed, Hon'ble Prime Minister of India Mr. Narendra Modi Ji inaugurated the Airport on December 11, 2022. Company started its scheduled commercial operations on December 07, 2022 and Domestic Operations started from January 05, 2023. Further majority of works on international side completed by March 2023 and snag works are in progress.

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

- (a) **Construction Update**  
Physical progress achieved during FY'23 is 27.74%. Achieved progress for FY'24 Q1(Apr) is 0.09% & the cumulative progress 100% is achieved on 6<sup>th</sup> Apr, 2023.
- (b) **Earthworks:**  
Earthwork scope of works (excavation & filling) completed.
- (c) **Pavement works**  
All Pavement works completed for Runway, Parallel Taxiway, Cross Taxiways, RETs, Connecting Taxiways, Main Apron works, Authority Apron and Perimeter Road.

**BOARD'S REPORT 2022-23**
**(d) Passenger Terminal Building (PTB)**

All works completed for domestic readiness including systems by Dec'22 & commenced operations from 5<sup>th</sup> Jan 23 onwards. Majority of works on Int'l side completed by Mar'23 and snag works are in progress.

**(e) Other Works:**

All works pertaining to Airport System, ATC/ATCTB, Admin Building, Utilities, Navaid / Radar Building are completed and are functional.

**(f) 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, 2023</b>	<b>Mar'31, 2022</b>	<b>Increase/ (Decrease)</b>
Authorized Capital	Rs. 1300,00,00,000/- (Rupees One Thousand Three Hundred Crores Only) divided into: a. 1,29,98,00,000 (One Hundred Twenty Nine Crore and Ninety Eight Lakhs) Equity Shares of Rs. 10/- each, b. 1,00,000 (One Lakh) Class A Equity Shares (as defined under article 3(n) of the Articles of Association of the Company) of Rs. 10/- each, c. 1,00,000 (One Lakh) Preference Shares of Rs. 10/- each.	Rs. 7,750,000,000 divided into 775,000,000 Equity Shares of Rs. 10/- each.	Rs. 5,25,00,00,000
Paid-up Capital			
Equity Share	Rs. 6,570,000,000 divided into 657,000,000 Equity shares of Rs. 10/- each.	Rs. 6,005,000,000 divided into 600,500,000 Equity shares of Rs. 10/- each.	Rs. 56,50,00,000
Preference Shares	Rs. 10,00,000/- Optional Convertible Redeemable Preference Shares divided into 1,00,000/- having face value of Rs. 10/- each.	-	-

**BOARD'S REPORT 2022-23****RIGHTS ISSUE**

During the year under report, your Company has offered 52,50,00,000 fully paid-up equity shares of Rs. 10/- each aggregating to Rs. 5,25,00,00,000 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>
Rights Issue	2022-2023	29-04-2022	2,70,00,000	27,00,00,000
			2,95,00,000	29,50,00,000
	<b>Total</b>		5,65,00,000	56,50,00,000

**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.

**DIVIDEND**

Since the Company is yet to commence operations, the directors do not recommend any dividend for the financial year 2022-23.

**RESERVES & PROVISIONS**

In the absence of profit, no amount is transferred to General Reserve for the financial year 2022-23.

**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, from 01.04.2022 till date of this report is as follows:

**BOARD'S REPORT 2022-23**

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. Bimal Parekh	00060885	Independent Director
9.	Mr. Madhu Ramachandra Rao*	02683483	Independent Director
10.	Dr. Suresh G. Shanbhogue#	00517958	Nominee Director - GoG
11.	Mr. Amarsen Wamanrao Rane**	02841094	Nominee Director- GoG
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
16.	Mr. Raghuraman Parthasarathy##	03415817	Nominee Director - NIIF

\* Due to technical reasons, Mr. Madhu Rao stepped down as Director effective from 21.12.2022, further he was appointed as Additional Director in the Board meeting held on 09.08.2023.

#Dr. Suresh Shanbhogue ceased to be a director effective from 21.04.2023.

\*\*Mr. Amarsen Wamanrao Rane appointed as Director effective from 22.05.2023.

## Mr. Raghuraman Parthasarathy was appointed as Nominee Director of NIIF on 09.08.2023.

**Particulars of Key Managerial Personnel (KMP)**

The details of KMPs during the year are as under:

Sr.	Name of KMP	Designation	Date of Appointment
1.	Mr. R.V. Sheshan	Chief Executive Officer	December 06, 2016
2.	Mr. Rajesh Madan	Chief Financial Officer	May 11, 2017
3.	Mr. Rohan R. Gavas	Company Secretary	July 21, 2021

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

There was no change in Key Managerial Personnel composition, details of change in Directors Composition are as follows:

- Due to technical reasons, Mr. Madhu Rao stepped down as Director effective from 21.12.2022, further he was appointed as Additional Director in the Board meeting held on August 09, 2023.
- As the services of Dr. Suresh Shanbhogue was transferred from Department of Civil Aviation, Government of Goa, he stepped down as Director effective from 21.04.2023, consequently, Mr. Amarsen Wamanrao Rane appointed as Nominee Director (Additional) Government of Goa effective from 22.05.2023.



**BOARD'S REPORT 2022-23**

- Mr. Raghuraman Parthasarathy was appointed as Nominee Director of NIIF in the Board meeting held on August 09, 2023.

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.

**Nominee Director:**

As the services of Dr. Suresh Shanbhogue was transferred from Department of Civil Aviation, Government of Goa, he stepped down as Director effective from 21.04.2023, consequently, Mr. Amarsen Wamanrao Rane (Director-Civil Aviation, Government of Goa) was appointed as Nominee Director (Additional) Government of Goa effective from 22.05.2023, Mr. Rane continues to be the Director of the Company representing the Authority. He is not liable to retire by rotation.

Further Mr. Raghuraman Parthasarathy was appointed as Nominee Director of NIIF in the Board meeting held on August 09, 2023.

**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. P. S. Nair [00063118] and Mr. Narayan Rao Kada [00016262], 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 2022-23**

Seven meetings of the Board of Directors were held during the financial year 2022-23 and the details of attendance of Directors including date of meeting are as under:

Name of directors	05.05.22	20.07.22	01.08.22	08.11.22	02.12.22	18.01.23	16.03.23
Mr. G.M. Rao	☑	☒	☑	☑	☒	☑	☒
Ms. Siva Kameswari Vissa	☑	☑	☑	☑	☑	☑	☑
Dr. Suresh G. Shanbhogue	☑	☑	☑	☑	☑	☑	☑
Mr. Goker Kose	☑	☒	☒	☑	☒	☒	☒
Mr. Antoine Crombez	☑	☑	☑	☑	☑	☒	☑
Dr. M. Ramachandran	☑	☑	☑	☑	☑	☑	☑
Mr. Madhu Rao	☑	☑	☑	☑	☑	⊖	⊖
Mr. Bimal Parekh	☒	☑	☑	☑	☑	☑	☑

**BOARD'S REPORT 2022-23**

Mr. G.B.S. Raju	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
Mr. Srinivas Bommidala	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Mr. Grandhi Kirankumar	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Mr. P.S. Nair	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Mr. K. Narayana Rao	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
Mr. I.P. Rao	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>

- Present;  - Leave of Absence;  - NA

**COMMITTEES OF THE BOARD**

With a view to deliver the responsibilities and duties of the Board effectively and diligently 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 including date of meeting and attendance details of various members are given under report are given as under:

Name of the Member	05.05.22	07.07.22	19.07.22	14.10.22	18.01.23	16.03.23
Dr. Suresh G. Shanbhogue ©	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
Ms. Siva Kameswari Vissa [M]	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
Dr. M. Ramachandran [M]	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
Mr. Madhu Rao [M]	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Mr. Bimal Parekh [M]	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
Mr. K. Narayana Rao [M]	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
Mr. Goker Kose [M]	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

© - Chairman; [M] – Member;  - Present;  - Leave of Absence;  - NA

During the year under report, Mr. Madhu Rao ceased to be a Member of the Committee upon his stepping down as Director.

## BOARD'S REPORT 2022-23

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		05.05.22
Mr. Srinivas Bommidala ©	<input checked="" type="checkbox"/>	
Dr. Suresh G. Shanbhogue [M]	<input checked="" type="checkbox"/>	
Mr. Bimal Parekh [M]	<input checked="" type="checkbox"/>	
Mr. P.S. Nair [M]	<input checked="" type="checkbox"/>	
Mrs. V.S. Kameswari [M]	<input checked="" type="checkbox"/>	
Mr. Antoine Crombez [M]	<input checked="" type="checkbox"/>	
Dr. M. Ramachandran [M]	<input checked="" type="checkbox"/>	
Mr. Madhu Rao [M]	<input checked="" type="checkbox"/>	

© - Chairman; [M] - Member;  - Present;  - Leave of Absence;

### (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:

### INDEPENDENT DIRECTORS' MEETING

The Independent Directors of your Company met on May 05, 2022 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)

**BOARD'S REPORT 2022-23**

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 7 times during financial year 2022-23 and the gap between two consecutive meetings has not been more than one hundred and twenty days.

**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:

Name of the Director	DIN	Designation	Term
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. Madhu Rao stepped down as Director w.e.f. 21.12.22.

**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.

**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;
- (c) Whistle Blower Policy and
- (d) Anti Money Laundering and Anti Bribery 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>.

## **BOARD'S REPORT 2022-23**

### **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>.

### **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 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.

The said firm has undertaken Statutory Audit of the Company for FY 2022-23 and the audit report for the said period is enclosed with the financial statements, further there were no qualifications, observations, reservations and adverse remarks given by the secretarial auditors of the Company

#### **(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 2022-23. The said firm has undertaken secretarial audit of the Company for FY 2022-23 and the audit report for the said period is attached 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 2022-23. 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.

## **BOARD'S REPORT 2022-23**

### **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.

### **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 2022-23.

### **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**

Since GGIAL does not own any manufacturing facility, the particulars relating to technology absorption stipulated in the Companies (Accounts) Rules, 2014 are not applicable.

**BOARD'S REPORT 2022-23**

Passenger Terminal Building (PTB) has been designed and incorporating the Green Building concepts. This has been certified with Indian Green Building Council (IGBC) Platinum Rating under Green New Building Rating Systems, by Confederation of Indian Industry (CII).

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

**(Rs in Lakhs)**

Year	FY 2022-23	FY 2021-22
Earnings in Foreign Exchange (INR)	Nil	Nil
Expenditure in Foreign Currency (INR)	263.49	222.68

**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 2022-23 are as under:

- E-Classrooms provided to 7 Govt. Schools are being used effectively by more than 560 students.
- Mobile Medical Unit (MMU) reached out to more than 19,800 patients from 24 project affected villages.
- Conducted 39 health camps for the benefit of 1015 people.
- Conducted awareness sessions on various health topics and reached out to more than 2000 beneficiaries.
- Aviation Skill Development Centre (ASDC) started and conducting regular courses from July 2022.
- ASDC trained 926 candidates and as many as 907 trainees have been placed with various companies at the Airport.
- Various Political Personalities, Government Officials, Students from Government and Private Schools and other Stakeholders visited ASDC.

**DETAILS OF CSR ACTIVITIES**

Goa has a naval airport at Dabolim which caters to national as well as international carriers and is working as a civil enclave at the Navy airport with facilities that are inadequate for the passenger traffic growth. Hence, the Government decided to go for a new Greenfield airport project.

The project has been carried out by the Company and was developed as a Greenfield Airport at Mopa in North Goa. This Airport Project is a Public Private Partnership (PPP) model, which is based on a Design, Build, Finance, Operate and Transfer (DBFOT) basis. The project is situated in about

## BOARD'S REPORT 2022-23

84 lakh sq. Mts. land, which has been acquired by the state government. This land acquisition has impacted the rural areas with about 1600 households and a population of approximately 8,500 being affected. The Airport, which was inaugurated during the year by Hon'ble Prime Minister, is expected to provide significant impetus to tourism industry and could be a catalyst for socio-economic development of the region.



The CSR activities around GGIAL (GMR Goa International Airport Ltd) project area for the FY 2022-23 were planned and executed in the thrust areas of Education, Health, Empowerment & Livelihoods and the details are furnished below.

### Education

Under Education, the Foundation continued its efforts to improve the quality of education in Govt. Schools in the project affected villages. As part of this, the Foundation focused on improving learning competencies of the students through technology-aided interventions and development of infrastructure.

#### Activities Carried Out during the Reporting Period:

- E-Classrooms provided to 7 Govt. Schools are being used effectively by more than 560 students. In the E-Classrooms, lessons are taught through animated and attractive media with the help of a software loaded in the computer and screened on a projector. The Software has been provided by 'Extramarks' Education, an education technology company that provides online and offline schooling and curricula. The teachers have been using this software for better understanding of the students and to make learning effortless. Further, the Foundation is planning to supply necessary IT equipment to the Government Schools and Colleges.
- Oriented the students from 3 Government High Schools in the project intervention area on various courses being offered at ASDC and careers in aviation industry
- Organized an excursion visit to the Airport for the students from RMS Higher Secondary School in the project area and conducted a career guidance program for them at ASDC
- Observed National Safety Week at one of the Government High Schools in the project area and sensitized the students on Road Safety, Human Health Safety, and Environmental Safety Protocols through interactive and informative sessions
- Conducted awareness sessions on Fire Safety for the students of one of the Govt. Schools in the project area on World Fire Safety Day





## BOARD'S REPORT 2022-23

- Observed World Environment Day 2023 at Dnyandeep Academy High School in the project area and conducted a drawing competition on importance of Environment for about 50 students.

### Health, Hygiene and Sanitation

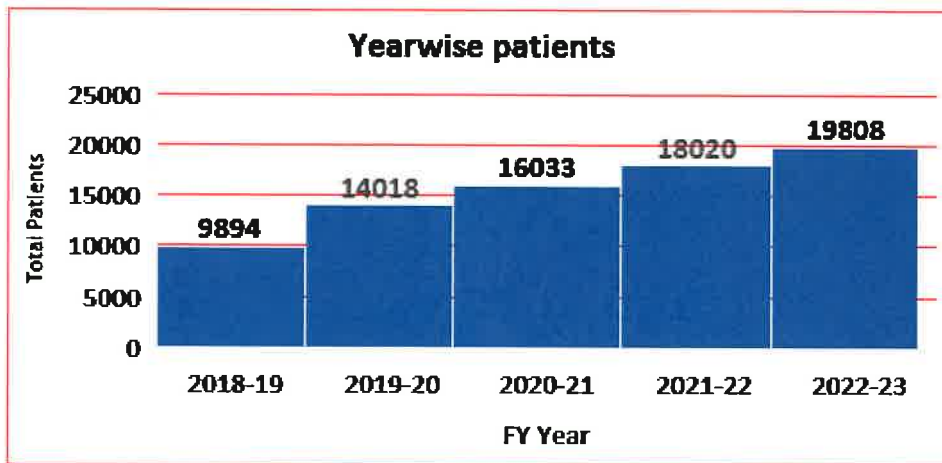
During the Reporting period, the Foundation conducted various programs under 'Health, Hygiene & Sanitation' and the details are given below.

### Mobile Medical Unit (MMU):

The Foundation in partnership with HelpAge India is running a Mobile Medical Unit (MMU) to provide a range of healthcare services for the people living in remote and inaccessible areas in the project area. Currently, MMU is providing healthcare services at the doorsteps of the under-privileged communities from 24 villages in the project intervention area.

During the FY 2022-23, MMU provided treatments to more than 19,800 beneficiaries, among which more than 10,000 were female patients.

It has been observed that there is an increasing trend in number of patients availing the services of MMU over the last 5 years and the same is shown below in the bar graph.



### Highlights during the Reporting Period:

- More than 100 new beneficiaries have started availing the services of MMU.
- Conducted 39 health camps for the benefit of 1015 people.
- Conducted awareness sessions on seasonal diseases, importance of hand washing etc. to more than 1100 people.
- Celebrated special days like International Day for the Elderly and World Elder Abuse Awareness Day to educate the elderly on various aspects pertaining to them.

### BOARD'S REPORT 2022-23

- During FY 2022-23, the MMU team continued its efforts of raising the awareness levels of the communities on COVID – 19 and conducted 40 awareness sessions on preventive measures of COVID-19 to more than 900 beneficiaries.

#### Empowerment and Livelihoods

##### Aviation Skill Development Centre (ASDC):

GGIAL (GMR Goa International Airport Limited) has established the Aviation Skill Development Centre (ASDC) at the Airport campus, Mopa. Hon'ble Prime Minister of India inaugurated ASDC virtually on 19<sup>th</sup> December 2021. The ASDC has been established to impart necessary vocational skills to the unemployed youth in the project intervention area and help them secure gainful employment.

##### Highlights during the Reporting Period:

- Regular courses at ASDC were started in the month of July 2022. During the FY 2022-23, as many as 926 candidates got trained in various vocational courses conducted at ASDC and among them 907 candidates have been placed with companies such as GMR Duty Free, GMR Hospitality, India Retails & Hospitality Private Limited. (IRHPL), Reliance, Encalm Services, Celebi Aviation Services, CLR, ATH, Amrapali, TFS, WHS Smith etc.
- The details of candidates trained in each vocational course during the FY 2022-23 are furnished below.

Sr. No.	Course Name	Total No. Of Candidate Trained	Total No. Of Candidate Placed
1	Housekeeping Attendant	188	188
2	F&B Steward Service	44	43
3	HVAC Technician	42	31
4	Retails & Sales Associate	79	72
5	Airport Rescue Fire Fighter	27	27
6	Baggage Screeners	67	67
7	RAXA Security	110	110
8	Cargo Security	25	25
9	Cargo Screeners	24	24
10	Cargo Assistants	25	25
11	Cargo Customer officer	7	7
12	Cargo Equipment Operator	7	7
13	Equipment Operator (Uh)	67	67
14	Airside Drivers	83	83
15	Ground Handling Staff [Pse/Cse]	109	109
16	Traffic Warden	22	22
<b>TOTAL</b>		<b>926</b>	<b>907</b>

- For few courses, ASDC partnered with relevant industries to provide industry relevant training for the candidates. Prominent industry partners include Schneider Electric India, Voltas, Maruti, VDMA etc.
- The centre has been equipped with a dedicated IT room. Each classroom is equipped with a Projector, Screen, and a Desktop Computer for conducting classes. In addition to this,

## BOARD'S REPORT 2022-23

a state-of-the-art Car Driving Simulator has been installed at the Centre to train the candidates of Driving course, in collaboration with Maruti Driving School.

### Trainings Organized at ASDC:

Along with regular courses, training programs for various internal and external stakeholders were organized at ASDC and the details are furnished below.

- Three training programs on Operational Readiness and Airport Transition (ORAT) were conducted for both internal and external stakeholders.
- Chemical, Biological, Radiological and Nuclear (CBRN) training & mock exercise under NDMA was conducted for various stakeholders.
- Training sessions were conducted for the teams of Airside Operations and Cargo Handlers by external and internal trainers, RAXA Security Services Ltd., GHL etc.
- Facilitated trainings for external stakeholders such as Celebi, Akasa, Vistara, Reliance, Goa Electronic Limited, Tanega for PSE, Utility Handlers, DG, Car Parking and Operations.
- Mandatory aviation security awareness training is being conducted continuously for the staff of various stakeholders at ASDC.
- Facilitated High Priority Safety meeting, which were chaired by SPG team, IGP, DG and various other security personnel.
- A special training and mock drill were conducted at ASDC under National Disaster Management to understand and learn about the number of safety incidents that can occur at the Airport.



### Recruitment Drives Organized at ASDC

- Various organizations such as GMR Duty Free, GMR Hospitality, India Retails & Hospitality Private Limited. (IRHPL), Reliance, Encalm Services, Celebi Aviation Services, CLR, ATH, Amrapali, TFS, WHS Smith, Var, Quess, UDS, Aroon Aviation etc. conducted Recruitment Drives at the Centre
- Hon'ble Chief Minister of Goa handed over Appointment Letters to the candidates selected for Aircraft Rescue and Fire Fighting (ARFF) jobs and Enrollment Letters to the candidates for vocational training at ASDC
- Hon'ble MLA of Pernem, Goa handed over Appointment Letters to the candidates selected for the jobs of Housekeeping Supervisors, Machine Operators etc.



### BOARD'S REPORT 2022-23

#### Prominent Visitors to ASDC

- Shri. Laximikant Parsekar, Former Chief Minister of Goa.
- Team from Department of Education including Director of Education, Govt of Goa.
- Mrs. Shieela Shaikh, HR person from Voltas CSR
- Shri. Deepak Desai, Director and other team members from Directorate of Skill Development & Entrepreneurship (DSDE), Govt. of Goa.
- Dr. Peter Hauge from VDMA, Germany.



#### Strategic Direction for Next Year

- Support to three more new Govt. Schools.
- Scaling up of MMU activities in the project area.
- Initiation of new vocational courses at ASDC.
- Setting up of Pratibha Library-cum-Counseling Centre for the unemployed Educated youth, who are aspiring to secure Govt. and Private sector jobs.

### 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 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 date, there are 352 employees on the payrolls of the Company, out of which 163 employees are Bonafide Goans.

#### 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, classroom 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.

**BOARD'S REPORT 2022-23****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. We have a structured Reward & Recognition program wherein Recognition & Rewards namely "Pat on the Back", "Star of the Month", "Star of the Year" and "Spot Awards" are in place.

**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 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, Health Check up Camps etc. Recently, we observed International Yoga Day by organising "Chair Yoga" session for all employees at our admin building. We also had a Wellness workshop organised for senior management in April '23, where Health Scan was conducted and wellness score was indicated for all of the senior management. 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.

**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.

**BOARD'S REPORT 2022-23**
**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 during both construction & operation phases are given below:

**Details of Incident statistics during FY 2022-23**

(both Construction Phase & Operation Phase)

Particulars	FY 2022- 23	FY 2021-22	FY 2020-21	FY 2019 -20	FY 2018 -19	FY 2017-18
Fatality	Nil	Nil	Nil	0	0	0
Near Miss	68	56	37	0	0	0
First aid Injury	368	381	139	2	1	0
Lost Time Incident (LTI)	0	0	0	0	0	0
LTI Frequency Rate	0	0	0	0	0	0
LTI Severity Rate	0	0	0	0	0	0
LTI Free safe man hours	2,74,97,490	84,11,340	35,61,466	10,44,412	11,18,968	30,240

**b) Initiatives & Achievement During FY 2022-23**

The following are the major initiatives and achievements of the company during FY 2022-23.

v Safety Training with number of participants:

- Ø Safety Induction training : 898 nos.
- Ø Job specific safety training : 341 nos.
- Ø Tool box talk / training : 11695 nos.
- Ø Number of participants trained (employees & workers) : 16919

v **27.49 million** Lost Time Injuries (LTI) free safe man hours achieved since project inception till March 2023 end.

v Daily pep talk / toolbox talk had been imparted to workmen.

## **BOARD'S REPORT 2022-23**

### **Topics Covered**

Working at height, Fire safety & awareness, General safety, Safe lifting procedure and rigging safety, Awareness on hazard identification, Awareness on risk assessment, Emergency response, Excavation safety, Ladder safety, Defensive driving awareness training, Safe welding & gas cutting safety, Importance of PPE, Water Conservation, Biological hazards viz., insects & reptiles, Earth works safety, Earth crushers activity, Heavy vehicles & equipment safety, Man-machine interface, Monsoon preparedness trainings were imparted to employees/workers at site.

- a) National Safety Week was celebrated during 4<sup>th</sup> – 10<sup>th</sup> March 2023
- b) 19 nos. of Emergency Mock Drill were conducted to assess the Emergency preparedness during both construction and operation phases.
- c) 12 nos. Monthly Safety Review Meetings with stakeholders were held.

### **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 during construction phase and full-fledged Airport Medical Centre for operation phase 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 conducted.
- 5) Covid19 precautions are implemented and adhered to as per approved SOP.
- 6) Periodic disinfection activities at site, buildings & offices are being carried out.
- 7) 6 nos. internal audits are conducted at site to check the effectiveness.
- 8) First Aid Medical Training & CPR Demonstration imparted to GMR employees & stakeholders.
- 9) Fumigation activities is carried out at offices/buildings pickup vehicles and transport buses.
- 10) Pest control activities is carried out at workmen camps and at site canteens.
- 11) Eye test camp are arranged at site for both staff & workers.

### **Covid Management:**

The following precautionary measures were taken:

- Oxygen concentrators were procured for emergency purpose.
- Forbes Coronaguard powered By SHYCOCAN were installed in ADMIN Building.
- Fumigation of offices & vehicle were done regularly.
- Masks were issued & sanitizers were made available at multiple locations.
- 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.

### BOARD'S REPORT 2022-23

#### Environment Management and Major Achievements during FY 2022-23:

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.

- Obtained all EHS related statutory permits for both construction and operation of greenfield International Airport, Mopa, Goa.
- Compliance to all environmental conditions stipulated by statutory authorities.
- World Environment Day was observed and Awareness sessions for staff and online quiz program conducted on June 5, 2022.
- Environmental quality monitoring in and around the project site is being conducted as per EC Conditions.
- Half Yearly EC compliance report submitted to RO-MoEF&CC, CPCB, GSPCB and CSIR-NEERI.
- Annual returns of Hazardous waste and E-waste are submitted to GSPCB.
- Monitoring of Environmental attributes such as Ambient air quality, Noise, water quality is being conducted by third party MoEF&CC recognised environmental consultancy lab.
- Translocation of 500 trees within the project area is completed.
- As part of compensatory afforestation program, 6 lakh+ of saplings out of 5 lakh saplings have been distributed to village level committee and planted through Goa State Biodiversity Board (GSBB), GoG.
- Continuous Ambient Air Quality Monitoring Station (CAAQMS) is installed within the airport, testing and commissioning is in progress.
- 3 nos. Aviation Noise monitoring Terminals (NMT) are procured and 2 NMTs are installed in the airport funnel zones.
- Digital display system for real time Environmental parameter data is installed.
- Waste management is implemented as per the approved plan.
- STP for Labour camp is in operation.
- Rainwater harvesting system has been implemented in the airport premises.
- Proper storm water Monsoon protection works with filtration and sedimentation bunds were constructed to avoid the soil erosion and arrest silt in the runoff storm water.
- Indian Green Building Council (IGBC) certified Passenger Terminal Building (PTB) with Platinum rating under "IGBC Green New Buildings Rating System" on 10th Dec 2022.
- Manohar International Airport won the prestigious "Best Sustainable Greenfield Airport" award under Aviation Sustainability & Environment at 'ASSOCHAM 14<sup>th</sup> International Conference cum Awards for Civil Aviation 2023' for excellent initiatives & implementing Sustainability as one of the core concepts.
- Onsite 5 MWp Solar PV Power Generation facility with potential for generation of ~ 60 Million units (KWh) per annum has been commissioned.
- Natural light through skylights and North light are utilised in Terminal Building
- For Energy Conservation, LED have been installed in all buildings and Airfield Ground Lighting (AGL) systems.



## **BOARD'S REPORT 2022-23**

- 88 nos. Solar powered street lights are installed.
- Chillers are AHRI Certified with R-134a as eco-friendly refrigerant and 0.5554 cooling efficiency (kW/Ton).
- Bridge Mounted Equipment (BME) with Pre-conditioned Air (PCA) unit and Fixed Electrical Ground Power Unit (EEGPU) installed which will save Aviation Turbine Fuel (ATF) during passenger embarking and disembarking.
- Ground Handling Equipment (ladders, conveyors, etc.), Buses operated by Ground Handler M/s Celebi operate on Electrical Power.
- Fuel Hydrant System (FHS) are laid at Apron for refuelling of Aircrafts, eliminating need for surface movement of Aviation Turbine Fuel (ATF) bowsers.
- Used cooking oil is routed through authorized agency for making Bio-diesel.

### **Compliance of Environment Clearance**

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

### **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 2022-23:

- (a) That in the preparation of the annual financial statements for the period ended March 31, 2023, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- (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, 2023 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.

**BOARD'S REPORT 2022-23**

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**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**



**G.M. Rao  
(Chairman)**

**Place : New Delhi  
Date : August 09, 2023**

**FORM NO. MR-3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2023**

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

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To,

The Members

**GMR Goa International Airport Limited**

**Administrative Block, Mopa International Airport,**

**Dadachiwadi Road, Nagzar, Taluka Pernem Mopa North Goa GA 403512**

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, 2023. 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, 2023**, 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, 2023, 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;
- (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, 2015: **Not Applicable**
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018: **Not Applicable**
  - d. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Guidelines, 2021: **Not Applicable**
  - e. 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**
  - f. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2016: **Not Applicable;**
  - g. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018: **Not Applicable;** and
  - h. Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021: **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
  - (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. Madhu Ramachandra Rao resigned from the post of directorship w.e.f. December 21, 2022;
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 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 April 29, 2022 allotted 2,70,00,000 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 April 29, 2022 allotted 2,95,00,000 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 Board of Directors on June 02, 2022 allotted 3,000 Unsecured Compulsorily Convertible Debentures of face value of Rs. 1,00,000/- each fully paid up on Private Placement basis.
- (d) The Company by way of Circular Resolution passed by the Board of Directors on June 23, 2022 allotted 2,500 Unsecured Compulsorily Convertible Debentures of face value of Rs. 1,00,000/- each fully paid up on Private Placement basis.
- (e) The Company by way of Circular Resolution passed by the Board of Directors on July 22, 2022 allotted 7,500 Unsecured Compulsorily Convertible Debentures of face value of Rs. 1,00,000/- each fully paid up on Private Placement basis.
- (f) The Company by way of Circular Resolution passed by the Board of Directors on August 05, 2022 allotted 2,500 Unsecured Compulsorily Convertible Debentures of face value of Rs. 1,00,000/- each fully paid up on Private Placement basis.

- (g) The Company by way of Circular Resolution passed by the Board of Directors on November 25, 2022 allotted 500 Rated, Secured, Unlisted, Redeemable, Transferable, Non-Convertible Debentures of face value of Rs. 10,00,000/- each fully paid up on Private Placement basis.
- (h) The Company by way of Circular Resolution passed by the Board of Directors on November 26, 2022 allotted 24 Rated, Unlisted, Secured, taxable, Redeemable, Market linked Non-Convertible Debentures of face value of Rs. 2,50,00,000/- each fully paid up at a discount of 2.5% on Private Placement basis in one or more tranches.
- (i) The Company by way of Circular Resolution passed by the Board of Directors on March 29, 2023 allotted 1,00,000 Optionally Convertible Non-Cumulative Redeemable Preference Shares of face value of Rs. 10/- each fully paid up at on Private Placement basis.
- (j) 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) July 20, 2022: Following are the resolutions:**

- Issuance and allotment of Unsecured Compulsorily Convertible Debentures (CCD) on private placement to GMR Airports Limited.
- Alteration of Articles of Association pursuant to CCD Subscription agreement executed with GMR Airports Limited..

**(ii) August 05, 2022: Following are the resolutions:**

- Approval for enhancement of borrowing limit of the Company.
- Approval for the creation of lien, encumbrance over the assets of the Company.

**(iii) November 16, 2022: Following are the resolutions:**

- Approval for enhancement of borrowing limit of the Company.
- Approval for the creation of lien, encumbrance over the assets of the Company.

**(iv) March 16, 2023: Following are the resolutions:**

- Approval for enhancement of borrowing limit of the Company.
- Approval for the creation of lien, encumbrance over the assets of the Company.
- Approval for alter the terms of 5,500 Compulsorily Convertible Debentures issued to GMR Airport Developers Limited.
- Approval for alter the terms of 10,000 Compulsorily Convertible Debentures issued to GMR Airports Limited.
- Approval for Issuance of Optionally Convertible Noncumulative Redeemable Preference Shares on Private Placement Basis.
- Approval for Issuance of Compulsorily Convertible Debentures.
- Adoption of Amended and Restated Articles of Association of the Company.
- Approval for Providing Option to Convert the Loan into Equity Shares or Other Capital of the Company in case of event of default.

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.

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

**(ARUN KUMAR GUPTA)**

**Proprietor**

**FCS No. 5551, CP No. 5086**

**Peer Review Cer. No. 1658 /2022**

**UDIN:**

**Place: New Delhi**

**Date:**

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, 2022 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, 2022 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, 2022;
- (16) Annual Return as per the provisions of Section 92 of the Companies Act, 2013;
- (17) Borrowings and registration of charges;
- (18) Investment of Company's funds and inter-corporate loans and investments.

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To  
The Members  
**GMR Goa International Airport Limited**  
**Administrative Block, Mopa International Airport,**  
**Dadachiwadi Road, Nagzar, Taluka Pernem Mopa North Goa GA 403512**

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**

**(ARUN KUMAR GUPTA)**  
**Proprietor**  
**FCS No. 5551, CP No. 5086**  
**Peer Review Cer. No. 1658 /2022**

**Place: New Delhi**

**Date:**

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# FINANCIAL STATEMENTS

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[Document subtitle]

## 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, 2023, 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, 2023 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, 2023, 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.

### Information Other than the Financial Statements and Auditor's Report thereon:

4. The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the financial statements and our auditor's report thereon. The Annual Report is expected to be made available to us after the date of this auditor's report.

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 identified above when it becomes available 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.

When we read the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

**Responsibilities of Management and Those Charged with Governance for the Financial Statements:**

5. The accompanying financial statements have been approved by the Company's Board of Directors. 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 and other accounting principles generally accepted in India. 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, the Board of Directors 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.
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 Indian 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, 2023 taken on record by the board of directors, none of the directors are disqualified as on March 31, 2023 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 has disclosed the impact of pending litigations on its financial position in its financial statements - (Refer Note 31 to the financial statements),
  - ii. The Company did 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, 2023.
  - 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.
- v. The Company has not declared or paid any dividend during the year ended March 31, 2023.
- vi. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company with effect from April 1, 2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.

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

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**Gogineni** Date: 2023.05.22  
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**G Srinivas**  
Partner  
Membership No. 086761  
UDIN No: 23086761BGWJIY6648

Place: Bangalore  
Date: May 22, 2023



**Appendix - A to the Independent Auditor's Report**

The Appendix referred to in Independent Auditor's Report to the members of the Company on the financial statements for the year ended March 31, 2023, 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. However, with respect to Terminal and other related assets capitalized during the year, the Company is in the process of updating necessary records.  
(B) The Company has maintained proper records showing full particulars of intangible assets.
  - (b) The Company has the program of physical verification of PPE and right-to-use assets so to cover all the assets once every three years and no such 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. In the absence of updated fixed assets records, we are unable to determine whether there were any discrepancies between physical count and book records.
  - (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee.
  - (d) The Company has not revalued any of its Property, Plant and Equipment (including right-of-use assets) during the year.
  - (e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2023 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- (ii) (a) As per the information and explanations provided to us, the Company does not involve in the purchase or sale of inventory and accordingly reporting under this clause is not applicable.  
(b) As per the information and explanations provided to us, the Company has not obtained any working capital loan during the year and accordingly reporting under this clause is not applicable.
- (iii) The Company has not made investments in, companies, firms, Limited Liability partnerships, and granted unsecured loans to other parties and Accordingly, reporting under clause 3(iii) 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 and Accordingly, reporting under clause 3(iv) of the Order is not applicable.

- (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) Provisions with respect to maintenance of cost records are not applicable to the Company for the year as the Revenue from Operations are within prescribed limit. Accordingly, the provisions of the clause 3(vi) of the Order are not applicable.
- (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, 2023 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 provided to us, the Company has not defaulted in repayment of dues to the financial institution, banks or any lender. However, due to delay in project execution, the Company has had entered into First Amendment to Amended and Restated Rupee Facility Agreement dated November 28, 2022 during the financial year.
- (b) According to the information and explanations provided to us, 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) According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the financial statements of the company there are no funds which are raised on short term basis are used for long term purposes.
- (e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.
- (f) The Company has not raised any loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies and 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 of debt instruments and hence the reporting under clause 3 (x) is not applicable.

- (b) During the year, the Company has not made any preferential allotment. However, during the year, the Company has allotted shares and convertible debentures on private placement basis and the Company has complied with Section 42 and other relevant provisions of Companies Act, 2013.
- (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) According to the information and explanations provided to us, during the year the company has not received any whistle blower complaints.
- (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) of the Order is not applicable.
- (b) In our opinion, the company is not conducting any Non-Banking Financial or Housing Finance activities. Hence, reporting under clause 3(xvi) (b) of the Order is not applicable.

- (c) The Company is not a Core investment Company (CIC) as defined in the regulations made by RBI. Accordingly, the provisions stated in paragraph 3(xvi)(c) of the Order are not applicable to the Company.
- (d) According to the information explanation provided to us, the group has one CIC as a part of its group.
- (xvii) The Company has incurred cash losses amounting to Rs. 10,086.94 Lakhs during the financial year and has incurred cash losses amounting to Rs.155.44 Lakhs in the immediately preceding financial year.
- (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 amount 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.
- (b) There are no on going 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

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**G Srinivas**  
Partner  
Membership No. 086761  
UDIN No: 23086761BGWJIY6648

Place: Bangalore  
Date: May 22, 2023

**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, 2023 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

**Responsibilities of Management and Those Charged with Governance for Internal Financial Controls**

The Company's Board of Directors 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, 2023, 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**

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**G Srinivas**  
Partner  
Membership No. 086761  
UDIN No: 23086761BGWJIY6648

Place: Bangalore  
Date: May 22, 2023

**GMR Goa International Airport Limited**

CIN U63030GA2016PLC013017

**Regd. office : Administrative Block, MOPA International Airport, Dadachiwadi Road, Nagzar, Taluka Pernem, Mopa, Goa -403512**

**Notes forming part of the Financial Statements**

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**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 Airports Infrastructure Limited (GIL) (formerly known as GMR Infrastructure Limited), holds majority 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, 2023 were approved by the Board of Directors and authorised for issue on May 22, 2023.

**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 in Lakhs.

**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.

**GMR Goa International Airport Limited**

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**Notes forming part of the Financial Statements**

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**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 by Airport Economic Regulatory Authority ("AERA") in case of airport assets and as 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 an 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.



**GMR Goa International Airport Limited**

CIN U63030GA2016PLC013017

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**Notes forming part of the Financial Statements**

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**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 prepayment 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.

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.

**GMR Goa International Airport Limited**

CIN U63030GA2016PLC013017

Regd. office : Administrative Block, MOPA International Airport, Dadachiwadi Road, Nagzar, Taluka Pernem, Mopa, Goa -403512

**Notes forming part of the Financial Statements**

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**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 recognized 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.

**GMR Goa International Airport Limited**

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**Notes forming part of the Financial Statements**

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**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**

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

**Revenue from contract with customer**

Revenue from contracts with customers is recognised when control of the services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those services. The Company has generally concluded that it is the principal in its revenue arrangements, because it typically controls the services before transferring them to the customer.

**Revenue from Operations**

**Significant financing component**

Generally, the Company receives short-term advances from its customers. Using the practical expedient in Ind AS 115, the Company does not adjust the promised amount of consideration for the effects of a significant financing component if it expects, at contract inception, that the period between the transfer of the promised service to the customer and when the customer pays for that service will be one year or less.

The Company also receives long-term advances from customers for rendering services. The transaction price for such contracts are discounted, using the rate that would be reflected in a separate financing transaction between the Company and its customers at contract inception, to take into consideration the significant financing component.

**GMR Goa International Airport Limited**

CIN U63030GA2016PLC013017

Regd. office : Administrative Block, MOPA International Airport, Dadachiwadi Road, Nagzar, Taluka Pernem, Mopa, Goa -403512

**Notes forming part of the Financial Statements**

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**Contract assets**

A contract asset is the right to consideration in exchange for services transferred to the customer (which consist of unbilled revenue). If the Company performs by transferring services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional.

**Trade receivables**

A receivable represents the Company's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due). Refer to accounting policies of financial assets in financial instruments – initial recognition and subsequent measurement.

**Contract liabilities**

A contract liability is the obligation to transfer services to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Company transfers services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Company performs under the contract.

**'Income from services**

Revenue from airport operations i.e. Aeronautical and Non-Aeronautical operations are recognised on accrual basis, net of Goods and Service Tax (GST), and applicable discounts when services are rendered.

Land & Space- rentals pertains to granting right to use land and space primarily for catering to the need of passengers, air traffic services and air transport services. Rental income arising from operating leases is accounted for on a straight-line basis over the lease terms.

Revenue from commercial property development rights granted to concessionaires is recognized on accrual basis, as per the terms of the agreement entered into with the customers.

**Interest income**

Interest income is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable except the interest income received from customers for delayed payments which is accounted on the basis of reasonable certainty / realisation.

For all financial instruments measured at amortised cost, interest income is recorded using the EIR. EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortised cost of a financial liability. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses.

Interest for delayed payments from customers is accounted only when it is unconditionally accepted by the customers.

**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.

**GMR Goa International Airport Limited**

CIN U63030GA2016PLC013017

Regd. office : Administrative Block, MOPA International Airport, Dadachiwadi Road, Nagzar, Taluka Pernem, Mopa, Goa -403512

**Notes forming part of the Financial Statements**

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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 Group 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

Regd. office : Administrative Block, MOPA International Airport, Dadachiwadi Road, Nagzar, Taluka Pernem, Mopa, Goa -403512

Balance Sheet as at March 31, 2023

(All amounts in Rupees lakhs, except otherwise stated)

Particulars	Notes	As at March 31, 2023	As at March 31, 2022
<b>Assets</b>			
<b>Non-current assets</b>			
Property, plant and equipment	3	2,69,198.71	169.27
Right of use assets	4	8,136.65	5.67
Capital work-in-progress	5	16,855.16	1,52,049.66
Other intangible assets	6	5.26	7.01
<b>Financial assets</b>			
Bank Balances other than cash and cash equivalents		4,307.93	223.80
Other financial assets	7	298.31	11.03
Income tax assets (net)	8	191.37	23.54
Other non current assets	9	4,331.88	22,935.19
		<b>3,03,325.27</b>	<b>1,75,425.17</b>
<b>Current assets</b>			
<b>Financial assets</b>			
Investments	10	374.10	123.73
Trade receivables	11	475.34	-
Cash and cash equivalents	12	3,375.30	1,807.18
Bank Balances other than cash and cash equivalents		72.29	-
Other financial assets	7	3,736.90	48.98
Other current assets	9	430.93	663.11
		<b>8,464.86</b>	<b>2,643.00</b>
		<b>3,11,790.13</b>	<b>1,78,068.17</b>
<b>Total assets</b>			
<b>Equity and liabilities</b>			
<b>Equity</b>			
Equity share capital	13	65,700.00	60,050.00
Other equity	14	(14,374.27)	(1,649.46)
		<b>51,325.73</b>	<b>58,400.54</b>
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
<b>Financial liabilities</b>			
Borrowings	15	2,02,556.35	86,327.93
Lease liabilities	4	7,105.49	3.29
Other financial liabilities	16	2,960.68	820.40
Other non-current liabilities	17	6,746.59	4,104.13
Provisions	18	-	71.21
		<b>2,19,369.11</b>	<b>91,326.96</b>
<b>Current liabilities</b>			
<b>Financial liabilities</b>			
Borrowings	15	4,307.26	9,400.00
Trade payables	19	-	-
-Total outstanding dues of micro enterprises and small enterprises		444.31	-
-Total outstanding dues of creditors other than micro enterprises and small enterprises		2,664.13	29.44
Lease liabilities	4	1,437.62	3.13
Other financial liabilities	16	30,236.31	17,697.82
Other current liabilities	17	1,674.08	966.73
Provisions	18	331.58	243.55
		<b>41,095.29</b>	<b>28,340.67</b>
		<b>3,11,790.13</b>	<b>1,78,068.17</b>
<b>Total equity and liabilities</b>			
<b>Summary of significant accounting policies</b>			
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  
Date: 2023.05.22  
20:59:51 +05'30'

G. Srinivas

Partner

Membership No.: 086761

Place: Bengaluru

Date: May 22, 2023

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

Prabhakara Rao  
Indana

I. Prabhakara Rao  
Director  
DIN- 03482239

RANGANATHAN VENKATASHESHAN

R.V. Sheshan  
CEO  
PAN : AAUPV0610R

ROHAN RAMCHANDRA GAVAS

Rohan Gavas  
Company Secretary  
PAN : ALJPG2480N  
Place:Goa

NARAYANA RAO KADA

K. N. Rao  
Director  
DIN- 00016262

RAJESH MADAN

Rajesh Madan  
CFO  
PAN : AMVPM2333F

Date : May 22, 2023

**GMR Goa International Airport Limited**

CIN U63030GA2016PLC013017

Regd. office : Administrative Block, MOPA International Airport, Dadachiwadi Road, Nagzar, Taluka Pernem, Mopa, Goa -403512

Statement of Profit and Loss for the year ended March 31, 2023

(All amounts in Rupees lakhs, except otherwise stated)

Particulars	Notes	For the year ended March 31, 2023	For the year ended March 31, 2022
Revenue from operations	20	2,679.52	-
Other income	21	223.06	110.32
<b>Total Income</b>		<b>2,902.58</b>	<b>110.32</b>
<b>Expenses</b>			
Employee benefits expense	22	1,300.58	-
Finance costs	23	6,461.63	24.36
Depreciation and amortisation expense	24	4,734.34	28.83
Other expenses	25	5,229.34	194.37
<b>Total Expenses</b>		<b>17,725.89</b>	<b>247.56</b>
<b>Loss before tax</b>		<b>(14,823.31)</b>	<b>(137.24)</b>
<b>Tax expenses</b>			
Current tax	26	-	-
Tax expenses related to previous year		(2.03)	(0.18)
<b>Loss for the year</b>		<b>(14,821.28)</b>	<b>(137.06)</b>
<b>Other comprehensive income</b>			
Items that will not be reclassified to profit or loss			
Re-measurement (losses) on defined benefit plans		(13.36)	-
Income tax effect		-	-
<b>Total other comprehensive income for the period (net of tax)</b>		<b>(13.36)</b>	<b>-</b>
<b>Total comprehensive income for the year</b>		<b>(14,834.64)</b>	<b>(137.06)</b>
<b>Earnings per equity share (nominal value of share Rs. 10)</b>	27		
Basic		(2.27)	(0.03)
Diluted		(2.27)	(0.03)
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  
Date: 2023.05.27 21:00:30 +05'30'

**G. Srinivas**

Partner

Membership No.: 086761

Place: Bengaluru

Date : May 22, 2023

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

**Prabhakara Rao Indana**

**I. Prabhakara Rao**  
Director  
DIN- 03482239

**RANGANATH AN VENKATA SHESHAN**

**R.V. Sheshan**  
CEO  
PAN : AAUPV0610R

**ROHAN RAMCHANDRA GAVAS**

**Rohan Gavasa**  
Company Secretary  
PAN : ALJPG2480N  
Place: Goa  
Date : May 22, 2023

**NARAYAN ARAO KADA**

**K. N. Rao**  
Director  
DIN- 00016262

**RAJESH MADAN**

**Rajesh Madan**  
CFO  
PAN : AMVPM2333F

GMR Goa International Airport Limited  
CIN U63030GA2016PLC013017

Registered office : Administrative Block, MOPA International Airport, Dadachivadi Road, Nagzar, Taluka Pernem, Mopa, Goa -403512

Statement of Cash Flows for the year ended March 31, 2023

(All amounts in Rupees lakhs, except otherwise stated)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
<b>Cash flow from operating activities</b>		
Loss before tax	(14,823.31)	(137.24)
<i>Adjustment for:</i>		
Depreciation and amortisation expense	4,734.34	28.83
Gain on sale of investments	(109.03)	(25.88)
Finance costs	6,364.40	24.36
Re-measurement (loss) on defined benefit plans	(13.36)	-
Interest income	(45.00)	(12.20)
Interest income on security deposits measured at amortised cost	(27.31)	(71.87)
Amortisation of security deposits measured at amortised cost	97.23	23.73
Change in fair value of financial assets at fair value through profit or loss	(5.06)	(0.37)
<b>Operating loss before working capital changes</b>	<b>(3,827.10)</b>	<b>(170.64)</b>
(Increase)/Decrease in financial assets	(736.37)	52.60
Decrease / (increase) in other assets	(961.10)	(13,951.08)
Increase in other financial assets	(3,921.94)	(129.59)
Increase / (decrease) in financial liabilities	9,853.66	(400.28)
Increase in provisions	16.82	100.86
Increase in other current liabilities	3,305.25	4,450.07
<b>Cash flow used in operations</b>	<b>3,729.22</b>	<b>(10,048.06)</b>
Direct taxes refund / (paid) - (net)	(165.80)	(19.79)
<b>Net cash flow from / (used in) operating activities (A)</b>	<b>3,563.42</b>	<b>(10,067.85)</b>
<b>Cash flows from investing activities</b>		
Purchase of property, plant and equipment including capital work in progress and capital advances	(1,06,814.27)	(76,963.19)
Increase in trade payables and other current liability attributed to purchase of property, plant and equipment including capital work in progress	6,229.37	5,970.03
Purchase of current investments	(51,306.40)	(37,782.19)
Proceeds from sale of current investments	51,283.92	37,775.26
Fixed deposit receipt under DSRA	(3,836.84)	-
Movement in other bank balances	(72.29)	-
Interest received	5.48	5.43
<b>Net cash flow used in investing activities (B)</b>	<b>(1,04,511.02)</b>	<b>(70,994.66)</b>
<b>Cash flows from financing activities</b>		
Payment of lease liability	(458.53)	(4.72)
Proceeds from issue of equity shares	5,650.00	21,600.00
Proceeds from non convertible debentures (NCD's)	10,850.00	-
Proceeds from long term borrowings	71,763.22	66,537.55
Proceeds of inter corporate debt from related party	24,200.00	-
Proceeds from Optional Convertible Debentures (OCD's)	15,500.00	-
Repayment of inter corporate loan	(9,400.00)	-
Loan processing fees paid	(350.00)	(188.10)
Changes due to amortisation of loan processing fees	85.17	(64.17)
Finance costs	(15,324.14)	(6,517.19)
<b>Net cash flow from financing activities (C)</b>	<b>1,02,515.72</b>	<b>81,363.37</b>
<b>Net increase in cash and cash equivalents (A + B + C)</b>	<b>1,568.12</b>	<b>300.86</b>
Cash and cash equivalents at the beginning of the year	1,807.18	1,506.32
<b>Cash and cash equivalents at the end of the year</b>	<b>3,375.30</b>	<b>1,807.18</b>
<b>Components of cash and cash equivalents</b>		
Balances with bank in current accounts	3,375.30	1,807.18
<b>Total cash and cash equivalents</b>	<b>3,375.30</b>	<b>1,807.18</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

Digitally signed by

Srinivas Gogineni

Gogineni

Date: 2023.05.22 21:01:08

G. Srinivas

+05'30'

Partner

Membership No.: 086761

Place: Bengaluru

Date : May 22, 2023

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

Prabhakara

Rao Indana

I. Prabhakara Rao

Director

DIN- 03482239

K. N. Rao

Director

DIN- 00016262

RANGANATHAN

VENKATA

SHESHAN

R.V.Sheshan

CEO

PAN : AAUPV0610R

ROHAN

RAMCHANDRA

GAVAS

Rohan Gavas

Company Secretary

PAN ALJPG2480N

RAJESH

MADAN

Rajesh Madan

CFO

PAN AMVPM2333F

Digitally signed by Rajesh Madan  
DN: cn=Rajesh Madan, o=GMR Goa International Airport Limited, ou=Finance, email=Rajesh.Madan@gmiaa.com, c=IN  
Date: 2023.05.22 21:01:08  
+05'30'

Place Goa

Date May 22, 2023



GMR Goa International Airport Limited

CIN U63030GA2016PLC013017

Regd. office : Administrative Block, MOPA International Airport, Dadachivadi Road, Nagzar, Taluka Pernem, Mopa, Goa -403512

Statement of Changes in Equity for the year ended March 31, 2023

(All amounts in Rupees lakhs, except otherwise stated)

Particulars	Other equity					Total (A+B+C+D)
	Equity share capital	Deficit in Statement of Profit and Loss (A)	Share application money pending allotment (B)	Equity component of Optional Convertible Debentures (OCD) (C)	Equity component of Optional Convertible Redeemable Preference Shares (OCRPS) (D)	
As at March 31, 2022	60,050.00	(1,649.46)	-	-	-	(1,649.46)
Received during the year	5,650.00	-	-	2,104.83	5.00	2,109.83
Issued during the year	-	-	-	-	-	-
Remeasurement of post-employment benefits obligations	-	(13.36)	-	-	-	(13.36)
Loss for the year	-	(14,821.28)	-	-	-	(14,821.28)
<b>As at March 31, 2023</b>	<b>65,700.00</b>	<b>(16,484.10)</b>	<b>-</b>	<b>2,104.83</b>	<b>5.00</b>	<b>(14,374.27)</b>

Statement of Changes in Equity for year ended March 31, 2022

Particulars	Other equity					Total (A+B+C+D)
	Equity share capital	Deficit in Statement of Profit and Loss (A)	Share application money pending allotment (B)	Equity component of Optional Convertible Debentures (OCD) (C)	Equity component of Optional Convertible Redeemable Preference Shares (OCRPS) (D)	
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)
<b>As at March 31, 2022</b>	<b>60,050.00</b>	<b>(1,649.46)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(1,649.46)</b>

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  
Date: 2023.05.22  
21:01:55 +05'30'

G. Srinivas

Partner

Membership No.: 086761

Place: Bengaluru

Date : May 22, 2023

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

Prabhakara Rao  
Indana

I. Prabhakara Rao

Director

DIN- 03482239

RANGANATHA

N VENKATA

SHESHAN

R.V.Sheshan

CEO

PAN : AAUPV0610R

ROHAN  
RAMCHANDRA  
GAVAS

Rohan Gavas

Company Secretary

PAN : ALJPG2480N

Place: Goa

Date : May 22, 2023

NARAYANA  
RAO KADA

K. N. Rao

Director

DIN- 00016262

RAJESH

MADAN

Rajesh Madan

CFO

PAN : AMVPM2333F

GMR Goa International Airport Limited  
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Notes forming part of the Financial Statements  
(All amounts in Rupees Lakhs, except otherwise stated)

3. Property, plant and equipment

Particulars	Leasehold improvements	Buildings	Furniture and fixtures	Electrical fitting & equipments	Plant and Machinery	Office equipment	Vehicles	Roads	Runways & Taxiways	Computers	Total
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
Additions during the year	-	93,602.59	1,611.62	7,889.72	38,114.42	391.22	339.33	869.18	1,30,124.38	541.51	2,73,483.98
As at March 31, 2023	252.14	93,713.08	1,635.86	7,914.08	38,124.92	525.34	391.21	869.18	1,30,124.38	670.11	2,74,220.31
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
Additions during 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
Depreciation for the year	-	987.75	79.50	256.75	961.08	45.47	27.79	22.56	2,002.65	71.00	4,454.54
As at March 31, 2023	252.14	1,092.13	92.78	262.79	963.12	124.81	59.01	22.56	2,002.65	149.62	5,021.60
Net carrying value											
As at March 31, 2022	-	6.11	10.96	18.32	8.46	54.78	20.66	-	-	49.98	169.27
As at March 31, 2023	-	92,620.96	1,543.08	7,651.29	37,161.81	400.52	332.20	846.61	1,28,121.73	520.49	2,69,198.71

Depreciation Expenses:	For the year ended March 31, 2023	For the year ended March 31, 2022
Depreciation as per above	4,454.54	96.07
Less: Transferred to Capital Work in Progress	51.14	70.58
Depreciation as per Statement of Profit and Loss	4,403.40	25.49

GMR Goa International Airport Limited  
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Notes forming part of the Financial Statements  
(All amounts in Rupees lakhs, except otherwise stated)

Particulars	Right of use assets					Lease Liability	Current	Non-current
	Building	Office Equipments	Plant & Machinery	Solar Equipments	Total			
As at March 31, 2021	1.23	3.85	-	-	5.08	5.68		
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
Additions	-	-	5,951.25	2,652.19	8,603.44	8,603.44		
Depreciation expenses	-	3.17	425.09	44.20	472.46			
Interest expenses						391.79		
Payments						458.53		
As at March 31, 2023	-	2.50	5,526.17	2,607.98	8,136.65	8,543.11	1,437.62	7,105.49

Depreciation Expenses on ROU assets	For the year ended March 31, 2023	For the year ended March 31, 2022
Depreciation as per above	472.46	4.14
Less: Transferred to Capital Work in Progress	143.28	2.55
Depreciation as per Statement of Profit and Loss	329.19	1.59

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GMR Goa International Airport Limited  
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Notes forming part of the Financial Statements  
(All amounts in Rupees lakhs, except otherwise stated)

5 Capital work-in-Progress

Particulars	As at March 31, 2023	As at March 31, 2022
Capital Work in Progress [refer note 43 (A)]	16,855.16	1,52,049.66
<b>Total</b>	<b>16,855.16</b>	<b>1,52,049.66</b>

6 Other intangible assets

Particulars	Software and Licenses
<b>Cost</b>	
As at March 31, 2021	31.93
Additions for the year	-
As at March 31, 2022	31.93
Additions for the year	-
As at March 31, 2023	31.93
<b>Amortisation</b>	
As at March 31, 2021	23.17
Charge for the year	1.75
As at March 31, 2022	24.92
Charge for the period	1.75
As at March 31, 2023	26.67
<b>Net block</b>	
As at March 31, 2022	7.01
As at March 31, 2023	5.26

7 Other financial assets

Particulars	Non Current	Current	Non Current	Current
	As at March 31, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2022
Unsecured, considered good				
Security deposit	251.42	27.32	-	17.71
	(A)	251.42	-	17.71
Unsecured, considered good unless stated otherwise				
Non-current bank balances (refer note 12) *	4,307.93	-	223.80	-
	(B)	4,307.93	-	223.80
Unbilled revenue	-	600.71	-	-
Non-trade receivables	-	302.79	-	-
Recoverable others	-	2,802.42	-	31.27
	(C)	-	-	31.27
Interest accrued on fixed deposits	46.89	3.66	11.03	-
	(D)	46.89	11.03	-
<b>Total</b>	<b>4,606.24</b>	<b>3,736.90</b>	<b>234.83</b>	<b>48.98</b>

Note: \* The non-current portion of "other financial assets" includes Rs. 3,836.84 lakhs fixed deposit receipts held as Debt Service Reserve Account (DSRA), Rs.471.09 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, 2023	As at March 31, 2022
Advance income tax assets (net)		
Advance payment of tax	191.37	25.57
Less: Provision for income tax	-	(2.03)
<b>Total</b>	<b>191.37</b>	<b>23.54</b>

9 Other assets

Particulars	Non Current	Current	Non Current	Current
	As at March 31, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2022
Goods and service tax credit (refer note 31)	3,880.59	-	22,035.00	-
Prepaid expenses	35.69	336.07	-	16.22
Advance to employees	-	24.03	-	6.42
Advances to suppliers - capital advance *	415.60	-	900.19	-
Advances to suppliers (other than capital advance)	-	70.83	-	0.27
Recoverable from supplier	-	-	-	640.20
<b>Total</b>	<b>4,331.88</b>	<b>430.93</b>	<b>22,935.19</b>	<b>663.11</b>

\* Capital advances include Nil (March 31, 2022 Nil) towards EPC contract, for construction of MOPA Airport.

10 Investments

Particulars	As at March 31, 2023		Current		As at March 31, 2022	
	Units	Amount	Units	Amount	Units	Amount
<b>Investment in units of Mutual Fund</b>						
Aditya Birla Sunlife Overnight Fund - Direct Plan - Growth of face value of Rs. 1000 each	2,064,646	25.03	3,869,225	44.50		
Axis Overnight Fund - Growth - Direct Plan of face value of Rs. 1000 each	2,013,589	23.87	2,127,274	23.91		
Kotak Overnight Fund - Growth - Direct Plan of face value of Rs. 1000 each	27,195,271	325.20	-	-		
UTI Overnight Fund - Growth - Direct Plan of face value of Rs. 1000 each	-	-	1,900,413	55.32		
<b>Total</b>		<b>374.10</b>		<b>123.73</b>		

11 Trade receivables

Particulars	As at March 31, 2023	As at March 31, 2022
Secured receivables, considered good	475.34	-
Unsecured receivables, considered good	-	-
<b>Total</b>	<b>475.34</b>	<b>-</b>
<b>Breakup of trade receivables:</b>		
Related parties	202.02	-
Others	273.32	-
	<b>475.34</b>	<b>-</b>

Trade receivables to the extent covered by security deposit or bank guarantees are considered as secured receivables.

12 Cash and cash equivalents

Particulars	Non Current		Current		Non Current		Current	
	As at March 31, 2023		As at March 31, 2023		As at March 31, 2022		As at March 31, 2022	
Balances with bank in current accounts	-	-	3,375.30	-	-	-	1,807.18	-
(A)	-	-	<b>3,375.30</b>	-	-	-	<b>1,807.18</b>	-
<b>Bank balances other than cash and cash equivalents</b>								
Restricted balances with bank	3,836.84	-	-	72.29	72.29	-	-	-
Fixed deposit held as margin money	471.09	-	72.29	151.51	151.51	-	-	-
(B)	<b>4,307.93</b>	-	<b>72.29</b>	<b>223.80</b>	<b>223.80</b>	-	-	-
Amount disclosed under other non current financial assets (refer note 7)	(4,307.93)	-	-	(223.80)	(223.80)	-	-	-
(C)	<b>(4,307.93)</b>	-	-	<b>(223.80)</b>	<b>(223.80)</b>	-	-	-
<b>Total</b>	-	-	<b>3,447.59</b>	-	-	-	<b>1,807.18</b>	-

13 Share capital

Particulars	As at March 31, 2023		As at March 31, 2022	
	No. of Shares	Amount	No. of Shares	Amount
<b>Authorized Share Capital</b>				
At the beginning of the year	77,50,00,000	77,500.00	57,50,00,000	57,500.00
Increase during the year	52,50,00,000	52,500.00	20,00,00,000	20,000.00
<b>Total authorized share capital</b>	<b>1,30,00,00,000</b>	<b>1,30,000.00</b>	<b>77,50,00,000</b>	<b>77,500.00</b>

(Equity shares, face value of Rs 10 each)

Particulars	As at March 31, 2023		As at March 31, 2022	
	No. of Shares	Amount	No. of Shares	Amount
<b>Issued Equity Capital</b>				
At the beginning of the year	60,05,00,000	60,050.00	38,45,00,000	38,450.00
Increase during the year	5,65,00,000	5,650.00	21,60,00,000	21,600.00
<b>Total issued equity capital</b>	<b>65,70,00,000</b>	<b>65,700.00</b>	<b>60,05,00,000</b>	<b>60,050.00</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, 2023		As at March 31, 2022	
	No. of Shares	Amount	No. of Shares	Amount
<b>Equity Shares</b>				
At the beginning of the year	60,05,00,000	60,050.00	38,45,00,000	38,450.00
Issued during the year	5,65,00,000	5,650.00	21,60,00,000	21,600.00
<b>Outstanding at the end of the year</b>	<b>65,70,00,000</b>	<b>65,700.00</b>	<b>60,05,00,000</b>	<b>60,050.00</b>

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(All amounts in Rupees lakhs, except otherwise stated)

**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, 2023		As at March 31, 2022	
	No. of Shares	Amount	No. of Shares	Amount
GMR Airports Limited				
Equity shares of Rs. 10 each fully paid up	65,69,99,999	65,700.00	60,04,99,999	60,050.00

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

Name of Shareholder	As at March 31, 2023		As at March 31, 2022	
	No. of Shares	% holding in Class	No. of Shares	% holding in Class
Equity shares of Rs. 10 each fully paid up				
GMR Airports Limited	65,69,99,999	99.99	60,04,99,999	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.

**14 Other Equity**

**Deficit in Statement of Profit and Loss**

Particulars	As at March 31, 2023	As at March 31, 2022
Balance as per last financial statement	(1,649.46)	(1,512.40)
Loss for the year	(14,821.28)	(137.06)
<b>Closing balance - (A)</b>	<b>(16,470.74)</b>	<b>(1,649.46)</b>

**Other comprehensive income**

Particulars	As at March 31, 2023	As at March 31, 2022
Balance as per last financial statement	-	-
Additions during the year	(13.36)	-
<b>Closing balance - (B)</b>	<b>(13.36)</b>	<b>-</b>

**Share application money pending allotment**

Particulars	As at March 31, 2023	As at March 31, 2022
Balance as per last financial statement	-	-
Received during the year	-	-
Issued during the year	-	-
<b>Closing balance - (C)</b>	<b>-</b>	<b>-</b>
Equity component of Optionally Convertible Debentures	2,104.83	-
Equity component of Optional Convertible Redeemable Preference Shares	5.00	-
<b>Closing balance - (D)</b>	<b>2,109.83</b>	<b>-</b>
<b>Total (A+B+C+D)</b>	<b>(14,374.27)</b>	<b>(1,649.46)</b>

15 Financial Liabilities - borrowings

Particulars	Non Current	Current	Non Current	Current
	As at March 31, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2022
<b>Secured - at amortised cost</b>				
Indian rupee term loan from banks (Refer note 'a' below)	1,45,955.45	1,117.22	86,327.93	-
Indian rupee term loan from financial institution (Refer note 'b' below)	10,794.59	82.50	-	-
Non-convertible debentures (NCDs) (refer note 'c' below)	10,617.79	245.54	-	-
<b>Unsecured - at amortised cost</b>				
Optionally convertible debentures (OCDs) (refer note 'd' below)	13,845.51	-	-	-
Optional convertible redeemable preference shares (OCRPS) (refer note 'e' below)	5.01	-	-	-
Indian rupee loan from Related parties (refer note 'f' below)	21,338.00	2,862.00	-	9,400.00
<b>Total</b>	<b>2,02,556.35</b>	<b>4,307.26</b>	<b>86,327.93</b>	<b>9,400.00</b>

Note:

a) During the previous 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 from Rs. 133,000 lakhs to Rs. 152,000 lakhs along with a Bank Guarantee facility up to Rs.6,200 lakhs with Axis Bank Limited as Lead Rupee Lender and Rupee Facility Agent

During the year ended March 31, 2023 the Company had entered into First Amendment to Amended and Restated Rupee Facility Agreement dated November 28, 2022. As per the amendment the Loan is repayable as under,

The Rupee Loan is repayable in relation to

- (a) 80% of the Rupee Facility in 55 structured quarterly instalments starting from September, 2023;  
(b) remaining 20% of the Rupee Facility as a Bullet Payment in June'2037.

The Rupee Facility is secured as stipulated below:

- (i) First charge on the Escrow Account, Debt Service Reserve and any other reserves and other bank accounts;  
(ii) Assignment of rights, interests and obligations as per the Substitution Agreement;  
(iii) 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 Project was further delayed due to Covid. The delay in project implementation resulted in revision in project cost, primarily on account of prolongation costs of ~21 months, changes in scope & specifications, increase in input costs, meeting the operational requirements, contractual obligations under EPC contract and additional works undertaken for improvement of passenger experience, delays in supply chain due to Covid etc. The estimated project cost for phase I has now been revised to Rs.340,000 lakhs from Rs. 190,000 lakhs.

During the period ended March 31, 2023 the Company has received approval from the lenders for extension of Scheduled Commercial Operation Date (SCOD) from August 31, 2022 to December 31, 2022 (by four months) and shifting of repayment schedule from June 30, 2023 to September 30, 2023 (by three months).

b) The Company had entered into a Facility Agreement dated on December 23, 2022 with Aditya Birla Finance Limited for a loan amount of Rs. 12,500 lakhs at the rate of interest (ROI) up to 12.00% pa. of which Rs. 11,000 lakhs is drawn during the year.

The Loan is repayable as under;

- (a) 80% of the Facility in 55 structured quarterly instalments starting from September, 2023;  
(b) remaining 20% of the Rupee Facility as a Bullet Payment in June'2037.

c) The Company had entered into two Debenture Trust Deeds dated on November 24, 2022 with Axis Trustee Services Limited and issued Non-Convertible Debentures of Rs. 6,000 lakhs and Rs. 5,000 lakhs during the period which are repayable as under,  
3 structured instalments along with accrued interest starting from December 31, 2023 and ending on January 31, 2026,  
6 equal instalments starting from September 30, 2024 and ending on December 31, 2025.

The loan facilities as mentioned in point number (b) and (c) above are secured as stipulated below:

- (i) Second charge on the Escrow Account, Debt Service Reserve and any other reserves and other bank accounts;  
(ii) Second charge on Mortgage/Pledge/Hypothecation of assets other than Project Assets.

d) The Company had entered into a Compulsorily Convertible Debenture (CCD) Subscription Agreement with GMR Airport Developers Limited (GADL) dated March 1, 2022 and GMR Airports Limited (GAL) dated July 20, 2022 to issue CCDs in one or more tranches for an aggregate amount not exceeding Rs. 20,000 lakhs each with a maturity period of 10 years with a Rate of Interest of 3% p.a. in Year 1; 8% p.a. in year 2 - 3; and 9% p.a. from year 4 onwards.

During the previous year ended March 31, 2022, the Company had issued 5,500 CCDs valuing Rs. 5,500 lakhs to GADL and 10,000 CCDs valuing of Rs. 10,000 lakhs to GAL.

**GMR Goa International Airport Limited**

CIN U63030GA2016PLC013017

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**Notes forming part of the Financial Statements**

**(All amounts in Rupees lakhs, except otherwise stated)**

During the period ended March 31, 2023, the Company entered into an Amended and Restated Debenture Subscription agreement on 21 March, 2023 to amend and restate the above mentioned CCD Subscription agreement dated 20 July, 2022 for alteration of the terms of 'Compulsorily Convertible Debenture' ('CCD') with GADL and GAL and corresponding extinguishment of the rights and obligations of CCD. As per the agreement, the CCDs are agreed to be converted into "Optionally Convertible Debentures (OCD)" and GAL & GADL have agreed to continue to subscribe OCD of maximum aggregate amount up to Rs. 20,000 lakhs, in one or more tranches. Face value of each OCD shall be Rs. 1,00,000 with a maturity period of 30 years from the Closing Date unless converted in accordance with the terms thereof. The Company also has the right to redeem the OCDs at par subject to compliance with various agreements entered by them.

e) The Company had allotted 1,00,000 Optionally Convertible Redeemable Preference Shares (OCRPS) of Rs 10 each totalling to Rs 10 Laacs based on OCRPS Subscription Agreement executed on March 21, 2023 with GMR Airports Limited. The OCRPS shall carry a non-cumulative preferential dividend at the rate of 0.0001% p.a. with a maximum term of 20 years.

f) The Company had entered into a Loan Agreement on August 10, 2022 with Delhi Airport Parking Services Private Limited for an unsecured loan amount of Rs. 12,800 lakhs at the rate of interest (ROI) 10.50% pa which is repayable in 36 structured quarterly instalments starting from June 30, 2023 and ending on March 31, 2032. The Company has also agreed to pay interest @ 1% pa in case of delay in payment of monthly interest.

g) The Company had entered into a Loan Agreement on March 24, 2023 with GMR Airport Developers Limited for an unsecured loan amount of Rs. 11,400 lakhs at the rate of interest (ROI) 10.40% pa which is repayable in structured quarterly instalments starting from September 30, 2023 and ending on March 31, 2027.

Further, Company has repaid inter corporate loan of Rs. 9400 lakhs on March 28, 2023.

**16 Other financial liabilities**

Particulars	Non Current	Current	Non Current	Current
	As at March 31, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2022
Retention money	1,537.23	2,306.78	91.67	1,455.40
Security Deposits from trade concessionaires	1,423.45	-	728.73	-
Advance from customer	-	98.20	-	30.00
Earnest money deposits	-	281.86	-	-
Interest payable on borrowings	-	1,319.38	-	-
Interest payable on borrowings from group company	-	3,758.30	-	-
Other liabilities	-	-	-	-
(i) Payable on purchase of property, plant and equipment including capital work-in-progress	-	22,441.79	-	16,212.42
<b>Total</b>	<b>2,960.68</b>	<b>30,236.31</b>	<b>820.40</b>	<b>17,697.82</b>

**17 Other liabilities**

Particulars	Non Current	Current	Non Current	Current
	As at March 31, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2022
Statutory remittances	-	1,289.12	-	746.98
Deferred income	6,746.59	384.96	4,104.13	219.75
<b>Total</b>	<b>6,746.59</b>	<b>1,674.08</b>	<b>4,104.13</b>	<b>966.73</b>

**18 Provisions**

Particulars	Non Current	Current	Non Current	Current
	As at March 31, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2022
Provision for employee benefits	-	27.43	71.21	-
Provision for gratuity	-	3.06	-	2.40
Provision for superannuation	-	301.09	-	241.15
Provision for leave encashment	-	-	-	-
<b>Total</b>	<b>-</b>	<b>331.58</b>	<b>71.21</b>	<b>243.55</b>

**19 Trade payables**

Particulars	Current	Current
	As at March 31, 2023	As at March 31, 2022
Total outstanding dues of micro enterprises and small enterprises	444.31	-
Total outstanding dues of creditors other than micro enterprises and small enterprises	2,664.13	29.44
<b>Total</b>	<b>3,108.44</b>	<b>29.44</b>

Note: Refer note 34 and refer note 45 (B)



**GMR Goa International Airport Limited**

CIN U63030GA2016PLC013017

Regd. office : Administrative Block, MOPA International Airport, Dadachiwadi Road, Nagzar, Taluka Pernem, Mopa, Goa -403512

**Notes forming part of the Financial Statements**

(All amounts in Rupees lakhs, except otherwise stated)

**20 Revenue from operations**

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Income from services		
<b>Aeronautical</b>		
Landing and parking charges	333.22	-
User Development Fee (UDF)	1,506.51	-
Fuel farm	139.13	-
Ground handling	136.68	-
Others	-	-
<b>Aeronautical Revenue (A)</b>	<b>2,115.53</b>	<b>-</b>
<b>Non-Aeronautical</b>		
Retail revenue	377.99	-
Land and space — Rentals	125.47	-
Cargo	28.84	-
Others	31.68	-
<b>Non-Aeronautical (B)</b>	<b>563.98</b>	<b>-</b>
<b>Total (A+B)</b>	<b>2,679.52</b>	<b>-</b>

**21 Other income**

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Profit on sale of units of mutual funds	109.03	25.88
Interest income	45.00	12.20
Net change in financial assets at fair value through profit or loss	5.06	0.37
Other income	35.38	0.67
Intrst Income-Unwinding of financial asset-Sec Dep	1.28	-
Amortisation of deferred income	27.31	71.20
<b>Total</b>	<b>223.06</b>	<b>110.32</b>

**22 Employee Benefits Expense**

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Salaries, wages and bonus	1,208.30	-
Contribution to provident and other funds	35.07	-
Gratuity expenses	2.91	-
Staff welfare expenses	54.30	-
<b>Total</b>	<b>1,300.58</b>	<b>-</b>

**23 Finance cost**

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Bank charges	16.79	-
Interest on borrowings	6,057.88	-
Interest expenses on lease liabilities	289.73	0.34
Interest - others	97.23	24.02
<b>Total</b>	<b>6,461.63</b>	<b>24.36</b>

**24 Depreciation and amortisation expenses**

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Depreciation of Property, Plant and Equipment (refer note 3)	4,403.40	25.49
Amortisation of right of use (ROU) assets (refer note 4)	329.19	1.59
Amortisation of Intangible Assets (refer note 6)	1.75	1.75
<b>Total</b>	<b>4,734.34</b>	<b>28.83</b>

25 **Other expenses**

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Rent	95.46	50.36
Operating and maintenance expenses	2,953.39	-
Insurance	93.89	-
Office maintenance	139.72	5.91
Inauguration expenses	1,052.53	-
Rates and taxes	342.72	41.09
Legal and professional fees	151.52	2.90
Travelling and conveyance	87.99	11.48
Vehicle hire charges	125.85	-
Communication costs	15.24	9.55
Auditors remuneration (refer note A below)	6.04	4.49
Donation	-	12.00
Corporate social responsibility	26.89	26.52
Director sitting fees	8.90	8.20
Miscellaneous expenses	129.20	21.87
<b>Total</b>	<b>5,229.34</b>	<b>194.37</b>

**Note A**

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

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
<b>As auditor:</b>		
Audit fee	1.00	2.00
Limited review	2.00	2.00
<b>Other services:</b>		
Other services	1.20	-
Reimbursement of expenses	1.84	0.49
<b>Total auditors remuneration</b>	<b>6.04</b>	<b>4.49</b>

26 **Income tax**

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Current tax expense	-	-
Deferred tax	-	-
Less: Adjustment relating to previous year	(2.03)	(0.18)
<b>Total</b>	<b>(2.03)</b>	<b>(0.18)</b>

**GMR Goa International Airport Limited**

CTN U63030GA2016PLC013017

Regd. office : Administrative Block, MOPA International Airport, Dadachivadi Road, Nagzar, Taluka Pernem, Mopa, Goa -403512

**Notes forming part of the Financial Statements****(All amounts in Rupees lakhs, except otherwise stated)****27. 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, 2023	For the year ended March 31, 2022
Net loss for calculation of basic EPS	(14,834.64)	(137.06)
Weighted average number of equity shares outstanding during the period	65,26,65,753	45,07,63,014
Basic EPS	(2.27)	(0.03)
Diluted EPS	(2.27)	(0.03)

**28. 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 Airports Infrastructure Limited (GIL) (formerly known as 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 Delhi Airport Parking Services Private Limited GMR Air Cargo and Aerospace Engineering Limited GMR Hospitality and Retail Limited GMR Hospitality Limited Raxa Security Services Limited
V	Joint ventures / Associates of subsidiary of holding Company / ultimate holding Company (where transactions have taken place)	GMR Bajoli Holi Hydropower Limited GMR Kamalanga Energy Limited GMR Solar Energy Private 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) Bimal Parekh (Independent Director) 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) Vissa Siva Kameswari Madhu Ramachandra Rao (upto December 21, 2022)

**GMR Goa International Airport Limited**

CTN U63030GA2016PLC013017

Regd. office : Administrative Block, MOPA International Airport, Dadachiwadi Road, Nagzar, Taluka Pernem, Mopa, Goa -403512

**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 at:	As at March 31, 2023	As at March 31, 2022
<b>Balance Payable*:</b>		
Delhi International Airport Limited	27.18	27.18
GMR Airport Developers Limited	1,692.13	1,257.37
GMR Kamalanga Energy Limited	78.25	78.25
GMR Solar Energy Private Limited	64.09	-
Raxa Security Services Limited	180.00	72.82
<b>Trade receivables:</b>		
GMR Airports Limited	202.02	-
<b>Un-billed revenue:</b>		
GMR Airports Limited	197.88	-
GMR Hospitality Limited	4.25	-
<b>Concessionaire deposit (non-current) received from:</b>		
GMR Airports Limited	385.06	214.24
GMR Airport Developers Limited	14.04	-
<b>Deferred income on financial liabilities (current) carried at amortized cost:</b>		
GMR Airports Limited	107.72	64.63
GMR Airport Developers Limited	4.31	-
<b>Deferred income on financial liabilities (non-current) carried at amortized cost:</b>		
GMR Airports Limited	1,930.53	1,207.30
GMR Airport Developers Limited	81.23	-
<b>Equity share capital issued to:</b>		
GMR Airports Limited	65,700.00	60,050.00
<b>Optional convertible redeemable preference shares (OCRPS's) from:</b>		
GMR Airports Limited	5.01	-
<b>Equity component of OCRPS's</b>		
GMR Airports Limited	5.00	-
<b>Borrowings (current) from:</b>		
GMR Airport Developers Limited	1,710.00	1,900.00
GMR Air Cargo and Aerospace Engineering Limited	-	2,000.00
Celebi Delhi Cargo Terminal Management India Private Limited	-	3,500.00
GMR Hospitality and Retail Limited	-	2,000.00
Delhi Airport Parking Services Private Limited	1,152.00	-
<b>Borrowings (non current) from:</b>		
GMR Airport Developers Limited	9,690.00	-
Delhi Airport Parking Services Private Limited	11,648.00	-

**GMR Goa International Airport Limited**

CIN U63030GA2016PLC013017

Regd. office : Administrative Block, MOPA International Airport, Dadachiwadi Road, Nagzar, Taluka Pernem, Mopa, Goa -403512

**Notes forming part of the Financial Statements****(All amounts in Rupees lakhs, except otherwise stated)**

<b>Optional convertible debentures (OCD's) from:</b>		
GMR Airport Developers Limited	4,932.52	-
GMR Airports Limited	8,913.00	-
<b>Equity component of OCD's</b>		
GMR Airport Developers Limited	744.34	-
GMR Airports Limited	1,360.49	-
<b>Interest payable on OCD's</b>		
GMR Airport Developers Limited	212.43	-
GMR Airports Limited	329.31	-
<b>Interest payable on Inter-corporate loan:</b>		
Delhi Airport Parking Services Private Limited	777.64	-
<b>Advance received for capex:</b>		
GMR Airports Limited	3,758.30	-

\*Net of TDS

**GMR Goa International Airport Limited**

CIN U63030GA2016PLC013017

Regd. office : Administrative Block, MOPA International Airport, Dadachiwadi Road, Nagzar, Taluka Pernem, Mopa, Goa -403512

**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, 2023	For the year ended March 31, 2022
<b>Services received from*:</b>		
GMR Airport Developers Limited	2,704.24	1,362.27
Raxa Security Services Limited	557.00	308.64
GMR Solar Energy Private Limited	95.97	-
<b>Revenue from Operation:</b>		
GMR Airports Limited	369.09	-
GMR Hospitality Limited	5.30	-
<b>Recovery of expenses from:</b>		
GMR Airports Limited	-	205.00
GMR Airport Developers Limited	27.00	5.00
GMR Hospitality Limited	6.00	-
<b>Compulsorily convertible debentures (CCD's) from:</b>		
GMR Airport Developers Limited	5,500.00	-
GMR Airports Limited	10,000.00	-
<b>Amortisation of deferred revenue:</b>		
GMR Airports Limited	95.44	20.72
GMR Airport Developers Limited	0.64	-
<b>Interest on concessionaire deposits</b>		
GMR Airports Limited	32.56	6.91
GMR Airport Developers Limited	0.21	-
<b>Reversal of reimbursement expenses to:</b>		
GMR Airports Limited	-	6.92
<b>Concessionaire deposits from:</b>		
GMR Airports Limited	1,000.00	1,500.00
GMR Airport Developers Limited	100.00	-
<b>Advance received for capex:</b>		
GMR Airports Limited	3,758.30	-
<b>Loan taken from:</b>		
GMR Airport Developers Limited	11,400.00	-
Delhi Airport Parking Services Private Limited	12,800.00	-
<b>Loan repayment to:</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	-

**GMR Goa International Airport Limited**

CIN U63030GA2016PLC013017

Regd. office : Administrative Block, MOPA International Airport, Dadachiwadi Road, Nagzar, Taluka Pernem, Mopa, Goa -403512

**Notes forming part of the Financial Statements****(All amounts in Rupees lakhs, except otherwise stated)**

<b>Interest on loan to:</b>		
GMR Airport Developers Limited		
Celebi Delhi Cargo Terminal Management India Private Limited	228.56	204.25
GMR Air Cargo and Aerospace Engineering Limited	347.12	350.00
GMR Hospitality and Retail Limited	198.36	200.00
Delhi Airport Parking Services Private Limited	198.36	200.00
	864.05	-
<b>Interest on CCD to:</b>		
GMR Airport Developers Limited	221.51	-
GMR Airports Limited	343.15	-
<b>Interest on CCD (fair value) to:</b>		
GMR Airport Developers Limited	176.85	-
GMR Airports Limited	273.49	-
<b>Share application money received from:</b>		
GMR Airports Limited	5,650.00	21,600.00
<b>Equity share capital issued to:</b>		
GMR Airports Limited	5,650.00	21,600.00
<b>Optional convertible redeemable preference shares (OCRPS's) issued to:</b>		
GMR Airports Limited	10.00	-
<b>Remuneration to key management personnel:</b>		
RV Sheshan (Chief Executive Officer)		
Rajesh Madan (Chief Financial Officer)	351.86	327.29
Rohan Gavas (Company Secretary)	100.78	100.81
Dibyaranjan Mishra (Company Secretary)	24.05	17.81
	-	21.40
<b>Sitting fees to key management personnel:</b>		
Mallikarjuna Rao Grandhi		
Srinivas Bommidala	0.60	0.45
Kiran Kumar Grandhi	0.50	0.45
G B S Raju	0.30	0.30
R S S L N Bhaskarudu	0.90	0.75
Bimal Parekh	-	0.70
Dr. M. Ramachandran	1.35	1.65
Madhu Ramachandra Rao	2.00	1.45
Vissa Siva Kameswari	1.40	0.80
Vinita Sanjay Tarachandani	1.85	-
	-	1.65

\* Excluding service tax / GST

**GMR Goa International Airport Limited**

CIN U63030GA2016PLC013017

Regd office : Administrative Block, MOPA International Airport, Dadachivadi Road, Nagzar, Taluka Pernem, Mopa, Goa -403512

**Notes forming part of the Financial Statements**

**(All amounts in Rupees lakhs, except otherwise stated)**

29. 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. Currently, while the number of new Covid-19 cases have reduced significantly and the Government of India has withdrawn most of the Covid-19 related restrictions, the future trajectory of the pandemic may have an impact on the results of the Company. The project work that had stopped due to lockdown has re-commenced on April 20, 2020 under specific orders from the Ministry of Home Affairs, Govt. of India. The Company will continue to monitor closely for material changes if any to future economic conditions, which will be prospectively recognised.

30. 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 was extended to August 31, 2022. The timelines for achievement of COD were further extended by 3 months to 28-Nov-22 due to impact of Covid 2nd and 3rd wave.

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 provisions of section 17(5)(d) of the CGST Act which put restrictions on claiming of input tax credit are not in line with the objective of the Act, and accordingly, held that if an assessee is required to pay GST on the rental income arising out of investment on which it has paid GST, it is required to have input credit on the GST under section 17(5)(d) of the CGST Act.

GGIAL (the company) will engage in rendering output supplies which are 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, in view of the above judgment of the Hon'ble Orissa High Court, the Company is availing the GST ITC in respect of the costs for civil work incurred as part of the project progress. 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 has been claimed in GST return and lying as balance to GST ITC unutilised kept in separate ledger in the books of accounts. Also an intervention application has been filed by GGIAL vide IA 139524 /2022 dated 19.09.2022 before Hon'ble Supreme Court of India in the matter of appeal filed by the department against Judgement of Orissa High Court in the matter.

Further a Writ Petition has also been filed by the Company 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. The writ was admitted, and numbered WP 99/2021. The matter is awaiting listing for final hearing. During the pendency of the Writ Petition, GGIAL filed a stay application seeking stay of the demand notice as issued under 73 of the CGST Act and on 15th March 2023, the High Court disposed of the stay application by recording that no final orders will be made without seeking leave of the Court.

Considering that, the final decision in the SLP No.26696/2019 filed by Union of India and other connected matters, may take longer time, the management has taken a considered view for recognition of the project expenditure in terms of the prudent accounting principles and prevailing circumstances and also in view of the fact that various developmental activities under the project are partly completed and partly under completion recognised as CWIP including the value of Input Tax Credit pertaining to the Civil Works as part of cost under respective heads of asset instead of Input GST. However, the management reserves its right to claim ITC in case of favourable decision from the Supreme Court on the above issue. Accordingly, GST ITC on civil works amounting to Rs.36,824.07 lakhs accumulated till March 31, 2023 has been reversed from GST recoverable account and now capitalized against the respective assets/capital work in progress in the books on accounts during financial year 2022-23.



**GMR Goa International Airport Limited**

CIN U63030GA2016PLC013017

Regd. office : Administrative Block, MOPA International Airport, Dadachiwadi Road, Nagzar, Taluka Pernem, Mopa, Goa -403512

**Notes forming part of the Financial Statements****(All amounts in Rupees lakhs, except otherwise stated)****32. 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, 2023	As at March 31, 2022
<b>Right-of-use assets</b>		
Building	-	-
Office Equipments	2.50	5.67
<b>Total</b>	<b>2.50</b>	<b>5.67</b>
<b>Capital Work in progress</b>		
Depreciation	143.28	2.55
Interest on Finance Lease	102.06	0.39
<b>Total</b>	<b>245.33</b>	<b>2.94</b>
<b>Lease liabilities</b>		
Current	1,437.62	3.13
Non-current	7,105.49	3.29
<b>Total</b>	<b>8,543.11</b>	<b>6.42</b>

The total cash outflow for leases for the year ended March 31, 2023 was Rs 620.42 lakhs (March 31, 2022 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, 2023	For the year ended March 31, 2022
<b>Depreciation charge on right-of-use assets</b>		
Plant & Machinery, Solar and Office Equipments	329.19	1.59
<b>Interest expenses (included in finance costs)</b>		
Plant & Machinery, Solar and Office Equipments	289.73	0.34

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

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Rent	95.46	50.36

**33. Capital and Other Commitments:****Capital Commitments:**

As at March 31, 2023, the Company has estimated amount of contracts remaining to be executed on capital account not provided for Rs. 18,188.68 lakhs net of advances of Rs. 415.62 lakhs (March 31, 2022 Rs. 48,465.34 lakhs net of advances of Rs. 900.18 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 commenced it's Commercial Operations from December 7, 2022, upon obtaining all the requisite approvals necessary for operating the Airport.

**GMR Goa International Airport Limited**

CIN U63030GA2016PLC013017

Regd. office : Administrative Block, MOPA International Airport, Dadachiwadi Road, Nagzar, Taluka Pernem, Mopa, Goa -403512

**Notes forming part of the Financial Statements****(All amounts in Rupees lakhs, except otherwise stated)**

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 lacs towards the Construction License Fees and an amount of Rs. 1,192.44 lacs 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 lacs 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 the same is recovered during the year.

iii. GGIAL in order to grant a master license for the design, development, operation and management of Non-Aero Facilities and Services at the Airport issued a Request For Proposal ("RFP") dated September 09, 2021 to the interested parties and after evaluation of the bids in response to RFP, GGIAL declared GMR Airports Limited (GAL) as the successful bidder and signed a Master Services Licence Agreement, dated 15th September' 2021 with GAL ("Master Services License Agreement") for providing all the design, development, operation and management of Non-Aero Facilities and Services at the Airport.

The master concession agreement is subject clearance from Government of Goa which was not given and the Government has directed GGIAL to cancel the existing master concession agreement and freshly bid the contract. However as per the terms of agreement executed between the company and GAL on early termination of the contract, GGIAL is liable to purchase capital expenditure incurred by the GAL at fair value determined as per the terms of the agreement.

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

Particulars	As at March 31, 2023	As at March 31, 2022
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 irrecoverable and unconditional Bank Guarantee issued by Axis Bank Limited to Government of Goa of Rs. 6,200.00 lakhs (March 31, 2022: 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).

**35. 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.

**GMR Goa International Airport Limited**

CIN U63030GA2016PLC013017

Regd. office : Administrative Block, MOPA International Airport, Dadachiwadi Road, Nagzar, Taluka Pernem, Mopa, Goa -403512

**Notes forming part of the Financial Statements****(All amounts in Rupees lakhs, except otherwise stated)****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, 2023	As at March 31, 2022
Opening defined benefit obligation	142.47	105.63
Interest cost	9.41	7.18
Current service cost	21.75	15.41
Acquisition (credit) / cost	15.26	7.48
Actuarial (gain) / loss – experience	50.99	9.75
Benefits paid (including transfer)	(20.00)	-
Actuarial loss - financial assumption	(3.17)	(2.98)
<b>Closing defined benefit obligation</b>	<b>216.71</b>	<b>142.47</b>

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

Particulars	As at March 31, 2023	As at March 31, 2022
Opening fair value of plan assets	71.27	67.07
Acquisition adjustment	7.29	(3.47)
Interest income on plan assets	9.30	4.58
Contributions by employer	132.02	3.93
Benefits paid (including transfer)	(20.00)	-
Return on plan assets greater/(lessor) than discount rate	(10.59)	(0.84)
<b>Closing fair value of plan assets</b>	<b>189.29</b>	<b>71.27</b>

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

Particulars	As at March 31, 2023	As at March 31, 2022
Defined benefit obligation	(216.71)	(142.47)
Fair value of plan assets	189.29	71.27
<b>Amount recognized in Balance Sheet</b>	<b>(27.42)</b>	<b>(71.21)</b>

The Company expects to contribute Rs. 132.02 lakhs to gratuity fund during the year ended on March 31, 2024 (March 31, 2023 : Rs.3.93)

**Net employee benefit expense recognized**

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Current Service Cost	21.75	15.41
Net Interest Cost	0.11	2.61
Actuarial (gains)/losses recognized in OCI	58.42	7.61
<b>Net Cost</b>	<b>80.28</b>	<b>25.63</b>

The net cost has been included in Statement of Profit and Loss Rs. 2.91 lakhs, included in Other Comprehensive Income (OCI) Rs.13.36 lakhs and in capital work in progress Rs. 64.01 lakhs.

**GMR Goa International Airport Limited**

CIN U63030GA2016PLC013017

Regd. office : Administrative Block, MOPA International Airport, Dadachiwadi Road, Nagzar, Taluka Pernem, Mopa, Goa -403512

**Notes forming part of the Financial Statements****(All amounts in Rupees lakhs, except otherwise stated)**

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

<b>Particulars</b>	<b>As at March 31, 2023</b>	<b>As at March 31, 2022</b>
Discount rate (in %)	7.30%	7.10%
Salary Escalation (in %)	6.00%	6.00%
Expected rate of return on assets	7.30%	7.10%
Attrition rate (in %)	5.00%	5.00%

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

<b>Particulars</b>	<b>As at March 31, 2023</b>	<b>As at March 31, 2022</b>
Defined benefit obligation	216.71	142.47
Plan assets	189.29	71.27
Funded status	(27.42)	(71.21)
Experience (loss) adjustment on plan liabilities	50.99	9.75
Experience gain/ (loss) adjustment on plan assets	-	-
Actuarial loss due to change in assumptions	(3.17)	(2.98)

A quantitative sensitivity analysis for significant assumption as at March 31, 2023 is as shown below:

<b>Assumptions</b>	<b>As at March 31, 2023</b>	<b>As at March 31, 2022</b>
	<b>Discount rate</b>	<b>Discount rate</b>
Sensitivity Level	1%	1%
Impact on defined benefit obligation due to increase	(14.66)	(9.20)
Impact on defined benefit obligation due to decrease	16.60	10.37

<b>Assumptions</b>	<b>As at March 31, 2023</b>	<b>As at March 31, 2022</b>
	<b>Future Salary Increase</b>	<b>Future Salary Increase</b>
Sensitivity Level	1%	1%
Impact on defined benefit obligation due to increase	13.08	7.76
Impact on defined benefit obligation due to decrease	(11.98)	(7.66)

<b>Assumptions</b>	<b>As at March 31, 2023</b>	<b>As at March 31, 2022</b>
	<b>Attrition rate</b>	<b>Attrition rate</b>
Sensitivity Level	1%	1%
Impact on defined benefit obligation due to increase	1.11	0.88
Impact on defined benefit obligation due to decrease	(1.30)	(0.99)

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.

**GMR Goa International Airport Limited**

CIN U63030GA2016PLC013017

Regd. office : Administrative Block, MOPA International Airport, Dadachivadi Road, Nagzar, Taluka Pernem, Mopa, Goa -403512

**Notes forming part of the Financial Statements****(All amounts in Rupees lakhs, except otherwise stated)****36. 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, 2023	As at March 31, 2022
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	444.31	72.82*
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

Note: \* Disclosed under other financial liabilities.

37. 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.

**Major customers:** Revenue from one customer of the Company exceeding 10% of the total revenue in current year is Rs. 1,974.65 lakhs (March 31, 2022: Nil).**Customer wise revenue breakup exceeding 10% of the total revenue in current year:**

Customer Name	Amount
InterGlobe Aviation Ltd	920.06
Go Airlines (India) Limited	388.97
SNV Aviation Private Limited	383.00
GMR Airports Limited	282.63

**38. Expenditure in foreign currency (accrual basis)**

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Finance charges (under Capital work-in-progress)		65.36
Other expenses (under Capital work-in-progress)	10.05	2.74
Assets pending capitalisation (under Capital work-in-progress)	253.44	154.58

**GMR Goa International Airport Limited**

CIN U63030GA2016PLC013017

Regd. office : Administrative Block, MOPA International Airport, Dadachiwadi Road, Nagzar, Taluka Pernem, Mopa, Goa -403512

Notes forming part of the Financial Statements

(All amounts in Rupees lakhs, except otherwise stated)

**39. Fair Value Measurement**

i) The carrying value and fair value of financial instruments by categories as of March 31, 2023 are as under:

Particulars	As at March 31, 2023			
	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	374.10	-	374.10	374.10

ii) 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

iii) Fair value hierarchy of assets and liabilities measured at fair value on a recurring basis as of March 31, 2023 and March 31, 2022 are as under:

Particulars	As at March 31, 2023	Fair value measurement at end of the reporting year using	As at March 31, 2022	Fair value measurement at end of the reporting year using
		Level 1		Level 1
<b>Financial assets</b>				
Investment in units of Mutual Fund	374.10	374.10	123.73	123.73

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

Particulars	As at March 31, 2023		As at March 31, 2022	
	Amortised Cost	Fair value	Amortised Cost	Fair value
<b>Financial assets</b>				
Cash and cash equivalent	3,375.30	3,375.30	1,807.18	1,807.18
Trade receivables	475.34	475.34	-	-
Bank Balances other than cash and cash equivalents	4,380.22	4,380.22	223.80	223.80
Other financial assets	4,035.21	4,035.21	60.01	60.01
<b>Financial liabilities</b>				
Borrowings	2,06,863.61	2,06,863.61	95,727.93	95,727.93
Lease liabilities	8,543.11	8,543.11	6.42	6.42
Other financial liabilities	33,196.99	33,196.99	18,518.22	18,518.22
Trade payables	3,108.44	3,108.44	29.44	29.44

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

**GMR Goa International Airport Limited**

CIN U63030GA2016PLC013017

Regd. office : Administrative Block, MOPA International Airport, Dadachiwadi Road, Nagzar, Taluka Pernem, Mopa, Goa -403512

Notes forming part of the Financial Statements

(All amounts in Rupees lakhs, except otherwise stated)

**40. 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, 2023 and 31 March 31, 2022.

Particulars	As at March 31, 2023	As at March 31, 2022
<b>Borrowings (refer notes 15)</b>	<b>2,06,863.61</b>	<b>95,727.93</b>
<b>Total debt (i)</b>	<b>2,06,863.61</b>	<b>95,727.93</b>
<b>Capital components</b>		
Equity share capital	65,700.00	60,050.00
Other equity	(14,374.27)	(1,649.46)
<b>Total Capital (ii)</b>	<b>51,325.73</b>	<b>58,400.54</b>
<b>Capital and borrowings (iii = i + ii)</b>	<b>2,58,189.34</b>	<b>1,54,128.47</b>
<b>Gearing ratio (%) (i / iii)</b>	<b>80.12%</b>	<b>62.11%</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.

**41. 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.

**GMR Goa International Airport Limited**

CIN U63030GA2016PLC013017

Regd. office : Administrative Block, MOPA International Airport, Dadachiwadi Road, Nagzar, Taluka Pernem, Mopa, Goa -403512

Notes forming part of the Financial Statements

(All amounts in Rupees lakhs, except otherwise stated)

**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, 2023</b>		
INR	25 bp increase	399.91
INR	25 bp decrease	(399.91)
<b>March 31, 2022</b>		
INR	25 bp increase	220.50
INR	25 bp decrease	(220.50)

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 paybles	
	As at March 31, 2023	As at March 31, 2022
Increase in 500 bp	47.49	2.29
Decrease in 500 bp	(47.49)	(2.29)

**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, 2023</b>				
Borrowings	4,307.26	51,350.41	1,55,004.55	2,10,662.22
Lease liabilities	1,707.93	6,051.60	6,389.20	14,148.73
Other financial liabilities	30,236.31	1,537.23	8,784.50	40,558.04
Trade payables	3,108.44	-	-	3,108.44
Other current liabilities	1,289.12	-	-	1,289.12
<b>Total</b>	<b>40,649.06</b>	<b>58,939.24</b>	<b>1,70,178.25</b>	<b>2,69,766.55</b>
<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>1,21,271.04</b>



**GMR Goa International Airport Limited**

CIN U63030GA2016PLC013017

Regd. office : Administrative Block, MOPA International Airport, Dadachiwadi Road, Nagzar, Taluka Pernem, Mopa, Goa -403512

Notes forming part of the Financial Statements

(All amounts in Rupees lakhs, except otherwise stated)

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**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.

42. 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.

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

**GMR Goa International Airport Limited**

CIN U63030GA2016PLC013017

Regd. office : Administrative Block, MOPA International Airport, Dadachiwadi Road, Nagzar, Taluka Pernem, Mopa, Goa -403512

Notes forming part of the Financial Statements

(All amounts in Rupees lakhs, except otherwise stated)

**44. Ratios**

Ratio	Numerator	Denominator	As at 31 March 2023	As at 31 March 2022	Remarks
Current Ratio	Current assets	Current liabilities	0.21	0.09	
Debt-Equity Ratio	Total debt	Total equity	4.20	1.64	Refer note (a)
Debt service coverage ratio	Earnings before depreciation and amortisation and interest	Interest expense	(0.20)	NA	
Return on equity ratio	Profit after tax	Average of total equity	(0.27)	NA	
Inventory turnover ratio			Not Applicable		
Trade receivables turnover ratio	Revenue from operations	Average trade receivables	4.98	NA	
Trade payables turnover ratio	Purchases	Average trade payables	3.33	NA	
Net capital turnover ratio	Revenue from operations	Working capital	(0.08)	NA	
Net profit ratio	Profit after tax	Revenue from operations	(5.53)	NA	
Return on capital employed	Earnings before depreciation and amortisation, interest and tax	Capital employed	(0.03)	NA	

**45. Ageing analysis**

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

As at 31 March 2023	Less than 1 year	1-2 years	2-3 years	More than 3 years
Projects in progress	16,855.16	-	-	-
Projects temporarily suspended	-	-	-	-

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

**B) Ageing schedule of trade payables**

As at 31 March 2023	Outstanding from the due date of payment			
	Less than 1 year	1-2 years	2-3 years	More than 3 years
<b>Un-disputed trade payables</b>				
Micro, small and medium enterprises	444.31	-	-	-
Others	2,647.81	13.13	3.02	0.16
<b>Total</b>	<b>3,092.12</b>	<b>13.13</b>	<b>3.02</b>	<b>0.16</b>

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

C) Ageing schedule of trade receivables

As at 31 March 2023	Outstanding from the due date of receipt			
	Less than 1 year	1-2 years	2-3 years	More than 3 years
<b>Un-disputed trade receivables</b>				
Considered good	475.34	-	-	-
Considered doubtful	-	-	-	-
<b>Total</b>	<b>475.34</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Disputed trade receivables</b>				
Considered good	-	-	-	-
Considered doubtful	-	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

As at 31 March 2022	Outstanding from the due date of receipt			
	Less than 1 year	1-2 years	2-3 years	More than 3 years
<b>Un-disputed trade receivables</b>				
Considered good	-	-	-	-
Considered doubtful	-	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Disputed trade receivables</b>				
Considered good	-	-	-	-
Considered doubtful	-	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

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

Particulars	Long term borrowings	Short term borrowings
<b>As at April 1, 2021</b>	<b>20,042.43</b>	<b>9,400.00</b>
Proceeds from long term borrowings	66,537.55	-
Other adjustments	(252.27)	-
<b>As at March 31, 2022</b>	<b>86,327.71</b>	<b>9,400.00</b>
Proceeds from long term borrowings	1,22,313.22	-
Repayment of short term borrowings	-	(9,400.00)
Other adjustments	(264.83)	-
<b>As at March 31, 2023</b>	<b>2,08,376.10</b>	<b>-</b>

47. Recent accounting pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 31, 2023, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2023, as below:

Ind AS 1 - Presentation of Financial Statements - This amendment requires the entities to disclose their material accounting policies rather than their significant accounting policies and include corresponding amendments to IND AS 107 and IND AS 34. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2023. The Company has evaluated the amendment and the impact of the amendment is insignificant in the financial statements.

Ind AS 8 - Accounting Policies, Changes in Accounting Estimates and Errors - This amendment has introduced a definition of 'accounting estimates' and included amendments to Ind AS 8 to help entities distinguish changes in accounting policies from changes in accounting estimates. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2023. The Company has evaluated the amendment and there is no impact on its financial statements.

Ind AS 12 - Income Taxes - This amendment has narrowed the scope of the initial recognition exemption so that it does not apply to transactions that give rise to equal and offsetting temporary differences. Also there is corresponding amendment to IND AS 101. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2023. The Company has evaluated the amendment and there is no impact on its financial statement.

#### **48. Judgements**

In the process of applying the Company's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognised in the financial statements.

##### **Discounting rate**

The Company has considered incremental borrowing rate of Airport sector as at transition date, for measuring deposits being financial assets and financial liabilities, at amortised cost. The incremental borrowing rate have been revised for period starting from April 1, 2022 for all the deposits taken/received post March 31, 2022. The impact has, accordingly, been duly accounted in the Financial Statements.

##### **Non applicability of Service Concession Arrangement (SCA)**

Company had entered into Concession Agreement ('CA') with Director of Civil Aviation, Government of Goa ('DOCA'), which gives Company 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 CA. Under the agreement, DOCA has granted exclusive right and authority to undertake some of the functions of the DOCA being the functions of operation, maintenance, development, design, construction, upgradation, modernization, finance and management of the Airport and to perform services and activities at the airport constituting 'Aeronautical Services' and 'Non-Aeronautical Services'. For prices, aeronautical services are regulated, while the regulator has no control over determination of prices for Non-Aeronautical Services. The management of the Company conducted detailed analysis to determine applicability of Appendix D of Ind AS 115 and concluded that the same does not apply to Company. Company concession arrangement has significant non-regulated revenues, which are apparently not ancillary in nature, as these are important from GGIAL, DOCA and users/passengers perspective. Further, the regulated and non-regulated services are substantially interdependent and cannot be offered in isolation. The airport premise is being used both for providing regulated services (Aeronautical Services) and for providing non-regulated services (Non-aeronautical Services). Accordingly, the management has concluded that SCA does not apply in its entirety to the Company.

#### **49. Estimates and Assumptions**

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based on its assumptions and estimates on parameters available when the standalone financial statements were prepared, existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

##### **Taxes**

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

##### **Defined benefit plans**

The cost of the defined benefit plan and other post-employment benefits and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans operated, the management considers the interest rates of government bonds in currencies consistent with the currencies of the post-employment benefit obligation.

The mortality rate is based on publicly available mortality tables for the specific countries. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases and gratuity increases are based on expected future inflation rates for the respective countries.

Further details about gratuity obligations are given in Note 35.

##### **Provision for Leave encashment**

The present value of leave encashment is determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of discount rate, future salary increases, and withdrawal rates. Due to complexities involved in the valuation and its long term nature, provision for leave encashment is sensitive to changes in these assumptions. All assumptions are reviewed at each balance sheet date.

##### **Contingencies**

Contingent liabilities may arise from the ordinary course of business in relation to claims against the Company, including legal, contractor and other claims. By their nature, contingencies will be resolved only when one or more uncertain future events occur or fail to occur. The assessment of the existence, and potential quantum, of contingencies inherently involves the exercise of significant judgement and the use of estimates regarding the outcome of future events.

50. Other disclosures required as per Schedule III

i) Promoter shareholding

Name of Promoter	As at March 31, 2023			As at March 31, 2022	
	Number of shares	% of total shares	% change during the year	Number of shares	% change during the year
GMR Airports Limited	65,69,99,999	99.99	Nil	60,04,99,999	Nil

(ii) Particulars of un-hedged and un-discounted foreign currency exposure as at the reporting date are as under:

Particulars	As at March 31, 2023			As at March 31, 2022	
	Currency	Amount in Inr Lakhs	Amount in Foreign Currency in Lakhs	Currency	Amount in Foreign Currency in Lakhs
Trade payables	Euro	119.38	1.33	-	-
Other current financial liabilities	Euro	835.49	9.34	Euro	0.53
	USD	0.92	0.01	USD	0.01
	GBP	0.03	0.00	GBP	0.00

Closing exchange rates in Rs.	Currency	As March 31, 2023	As March 31, 2022
	Euro	89.44	
	USD	82.17	
	GBP	101.65	

iii) The Company do not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.

iv) The Company has not traded or invested in Crypto currency or Virtual currency.

v) The Company has not been declared willful defaulter by any bank or financial Institution or other lender.

vi) The Company has used borrowings from Banks and financial institutions for the specific purpose for which it was taken at the balance sheet date.

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

52. 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: 000515S

Srinivas Digitally signed by

Srinivas Gogineni

Date: 2023.05.22

21:02:48 +05'30'

G. Srinivas

Partner

Membership No.: 086761

Place: Bengaluru

Date : May 22, 2023

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

Prabhakara

Rao Indana

I. Prabhakara Rao

Director

DIN- 03482239

RANGANATHAN

VENKATA

SHESHAN

R.V.Sheshan

CEO

ROHAN

RAMCHANDRA

GAVAS

Rohan Gavas

Company Secretary

Place: Goa

Date : May 22, 2023

NARAYANA

RAO KADA

K. N. Rao

Director

DIN- 00016262

RAJESH MADAN

Rajesh Madan

CFO