

FORM NO. MGT-7

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



सत्यमेव जयते

Annual Return (other than OPCs and Small Companies)

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

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

U63030GA2016PLC013017

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAGCG5670F

(ii) (a) Name of the company

GMR GOA INTERNATIONAL AIF

(b) Registered office address

Administrative Block, Mopa International Airport,
Dadachiwadi Road, Nagzar, Taluka Pernem
Mopa
North Goa
Goa
403512

(c) *e-mail ID of the company

rohan.gavas@gmrgroup.in

(d) *Telephone number with STD code

08322499000

(e) Website

(iii) Date of Incorporation

14/10/2016

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

(v) Whether company is having share capital

Yes No

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

Yes No

(b) CIN of the Registrar and Transfer Agent

U74900TN2015PTC101466

Pre-fill

Name of the Registrar and Transfer Agent

INTEGRATED REGISTRY MANAGEMENT SERVICES PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

2nd Floor Kences Towers ,1 Ramakrishna Street
North Usman Road T Nagar

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

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

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	H	Transport and storage	H4	Air transport	100

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

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

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	GMR AIRPORTS LIMITED	U65999HR1992PLC101718	Holding	99.99
2	GMR AIRPORTS INFRASTRUCTURE	L45203HR1996PLC113564	Holding	0
3	GMR ENTERPRISES PRIVATE LIMITED	U74900TN2007PTC102389	Holding	0

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

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	1,299,900,000	657,000,000	657,000,000	657,000,000
Total amount of equity shares (in Rupees)	12,999,000,000	6,570,000,000	6,570,000,000	6,570,000,000

Number of classes

2

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Share				
Number of equity shares	1,299,800,000	657,000,000	657,000,000	657,000,000
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	12,998,000,000	6,570,000,000	6,570,000,000	6,570,000,000
Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Class A Equity Shares				
Number of equity shares	100,000	0	0	0
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	1,000,000	0	0	0

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	100,000	100,000	100,000	100,000
Total amount of preference shares (in rupees)	1,000,000	1,000,000	1,000,000	1,000,000

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares	100,000	100,000	100,000	100,000
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	1,000,000	1,000,000	1,000,000	1,000,000

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

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

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
Equity shares						
At the beginning of the year	1	600,499,999	600500000	6,005,000,000	6,005,000,000	
Increase during the year	0	56,500,000	56500000	565,000,000	565,000,000	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	56,500,000	56500000	565,000,000	565,000,000	0
iii. Bonus issue	0	0	0	0	0	
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	1	656,999,999	657000000	6,570,000,000	6,570,000,000	
Preference shares						

At the beginning of the year	0	0	0	0	0	
Increase during the year	0	100,000	100000	1,000,000	1,000,000	0
i. Issues of shares	0	100,000	100000	1,000,000	1,000,000	
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	0	100,000	100000	1,000,000	1,000,000	

ISIN of the equity shares of the company

INE735X01015

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

0

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

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

Nil

[Details being provided in a CD/Digital Media]

Yes

No

Not Applicable

Separate sheet attached for details of transfers

Yes

No

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

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

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

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

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	524	1000000, 25000000	1,100,000,000
Partly convertible debentures	15,500	100000	1,550,000,000
Fully convertible debentures	0	0	0
Total			2,650,000,000

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	1,100,000,000	0	1,100,000,000
Partly convertible debentures	0	1,550,000,000	0	1,550,000,000
Fully convertible debentures	0	1,550,000,000	1,550,000,000	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total	<input type="text"/>		<input type="text"/>		<input type="text"/>

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

(i) Turnover

267,952,000

(ii) Net worth of the Company

5,132,573,000

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	2	0	0	0
	(ii) Non-resident Indian (NRI)	0	0	0	0
	(iii) Foreign national (other than NRI)	0	0	0	0
2.	Government				
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0
3.	Insurance companies	0	0	0	0
4.	Banks	0	0	0	0
5.	Financial institutions	0	0	0	0
6.	Foreign institutional investors	0	0	0	0
7.	Mutual funds	0	0	0	0
8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	656,999,997	100	100,000	100
10.	Others	0	0	0	0
	Total	656,999,999	100	100,000	100

Total number of shareholders (promoters)

7

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

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

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

Total number of shareholders (other than promoters)

1

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

8

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

Details	At the beginning of the year	At the end of the year
Promoters	7	7
Members (other than promoters)	1	1
Debenture holders	0	5

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	0	7	0	7	0	0
B. Non-Promoter	0	6	0	5	0	0
(i) Non-Independent	0	2	0	2	0	0
(ii) Independent	0	4	0	3	0	0
C. Nominee Directors representing	0	1	0	1	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	1	0	1	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	0	14	0	13	0	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date 16

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

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
MALLIKARJUNA RAO (00574243	Director	0	
SRINIVAS BOMMIDAL/	00061464	Director	0	
BUCHISANYASI RAJU	00061686	Director	0	
KIRAN KUMAR GRANC	00061669	Director	0	
PUTHALATH SUKUMA	00063118	Director	0	
NARAYANA RAO KAD/	00016262	Director	0	
PRABHAKARA INDAN/	03482239	Director	0	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
BIMAL JAYANT PAREK	00060885	Director	0	
SIVA KAMESWARI VIS	02336249	Director	0	
SURESH SHANBHOGLU	00517958	Nominee director	0	21/04/2023
MUNDAYAT RAMACHAN	01573258	Director	0	
ROHAN RAMCHANDR	ALJPG2480N	Company Secretar	0	
RANGANATHAN VENK	AAUPV0610R	CEO	0	
GOKER KOSE	08732217	Director	0	
ANTOINE ROGER BEF	09069083	Director	0	
RAJESH MADAN	AMVPM2333F	CFO	0	

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

1

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
MADHU RAMACHANDI	02683483	Director	21/12/2022	Cessation

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

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

Number of meetings held

5

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Extra Ordinary General Mee	20/07/2022	8	7	100
Extra Ordinary General Mee	05/08/2022	8	7	100
Annual General Meeting	22/09/2022	8	7	100
Extra Ordinary General Mee	16/11/2022	8	7	100
Extra Ordinary General Mee	16/03/2023	8	7	100

B. BOARD MEETINGS

*Number of meetings held

7

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	05/05/2022	14	12	85.71
2	20/07/2022	14	8	57.14
3	01/08/2022	14	12	85.71
4	08/11/2022	14	13	92.86
5	02/12/2022	14	10	71.43
6	18/01/2023	13	8	61.54
7	16/03/2022	13	10	76.92

C. COMMITTEE MEETINGS

Number of meetings held

7

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	05/05/2022	7	6	85.71
2	Audit Committee	07/07/2022	7	5	71.43
3	Audit Committee	19/07/2022	7	7	100
4	Audit Committee	14/10/2022	7	5	71.43
5	Audit Committee	18/01/2023	6	5	83.33
6	Audit Committee	16/03/2023	6	5	83.33
7	Nomination and Remuneration	05/05/2022	8	7	87.5

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on 22/09/2023 (Y/N/NA)
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
1	MALLIKARJUN	7	4	57.14	0	0	0	No

2	SRINIVAS BO	7	3	42.86	0	0	0	No
3	BUCHISANYA	7	6	85.71	0	0	0	No
4	KIRAN KUMA	7	1	14.29	0	0	0	No
5	PUTHALATH	7	6	85.71	0	0	0	No
6	NARAYANA F	7	7	100	6	6	100	No
7	PRABHAKAR.	7	6	85.71	0	0	0	No
8	BIMAL JAYAN	7	6	85.71	6	3	50	No
9	SIVA KAMESV	7	7	100	6	5	83.33	No
10	SURESH SHA	7	7	100	6	6	100	No
11	MUNDAYAT F	7	7	100	6	6	100	No
12	GOKER KOSE	7	2	28.57	6	3	50	No
13	ANTOINE RO	7	6	85.71	0	0	0	No

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

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

0

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1							0
	Total						

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

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	R V Sheshan	CEO	32,504,815			2,658,491	35,163,306
2	Rajesh Madan	CFO	9,426,204			998,828.16	10,425,032.16
3	Rohan Gavas	Company Secre	2,120,076			284,303.4	2,404,379.4
	Total		44,051,095			3,941,622.56	47,992,717.56

Number of other directors whose remuneration details to be entered

13

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
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S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mr. Grandhi Mallika	Director	0	0	0	60,000	60,000
2	Mrs. V.S. Kameswa	Independent Wc	0	0	0	185,000	185,000
3	Mr. Goker Kose	Director	0	0	0	75,000	75,000
4	Mr. Antoine Crombe	Director	0	0	0	95,000	95,000
5	Dr. M. Ramachandr	Independent Dir	0	0	0	200,000	200,000
6	Mr. Madhu Rao	Independent Dir	0	0	0	140,000	140,000
7	Mr. Bimal Parekh	Independent Dir	0	0	0	135,000	135,000
8	Mr. G.B.S. Raju	Director	0	0	0	90,000	90,000
9	Mr. Srinivas Bommi	Director	0	0	0	45,000	45,000
10	Mr. P.S. Nair	Director	0	0	0	95,000	95,000
11	Mr. K. Narayana Ra	Ditrector	0	0	0	195,000	195,000
12	Mr. I.P. Rao	Director	0	0	0	90,000	90,000
13	Mr. Grandhi Kiranku	Director	0	0	0	15,000	15,000
	Total		0	0	0	1,420,000	1,420,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

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

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

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

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

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

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

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

Yes No

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

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

Name

Arun Kumar Gupta

Whether associate or fellow

Associate Fellow

Certificate of practice number

5086

I/We certify that:

(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.

(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

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

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

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

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

To be digitally signed by

Director

Prabhakara
Rao Indana

DIN of the director

03482239

To be digitally signed by

ROHAN
RAMCHAND
RA GAVAS

- Company Secretary
- Company secretary in practice

Membership number

Certificate of practice number

Attachments

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

-
-
-
-

List of attachments

Signed_MGT-8.pdf
GGIAL_SHP.pdf

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



GMR INTERNATIONAL AIRPORT

GMR Goa International Airport Limited



Registered Office:
Administrative Block, Manohar International Airport,
Taluka Pernem, Mopa, North Goa 403512
CIN: U63030GA2016PLC013017
Tel: +91 832 2499000
Fax: +91 832 2499020
Web: www.newgoairport.com
www.gmrgroup.com/goa

GMR GOA INTERNATIONAL AIRPORT LIMITED
List of shareholders of the Company as on March 31, 2023

Sr .	Name of Equity Shareholder	Type of Security	Nominal value	No. of Shares	Nationality
1	GMR Airports Limited	Equity	10	65,69,99,993	Indian
2	Governor of Goa (Represented through Directorate of Civil Aviation)	Equity	10	1	Indian
3	Dhruvi Securities Ltd. (Beneficial Interest held by GMR Airports Ltd.)	Equity	10	1	Indian
4	GMR Business Process and Services Pvt. Ltd. (Beneficial Interest held by GMR Airports Ltd.)	Equity	10	1	Indian
5	GMR Corporate Affairs Ltd. (Beneficial Interest held by GMR Airports Ltd.)	Equity	10	1	Indian
6	GMR Aerostructure Services Ltd (Beneficial Interest held by GMR Airports Ltd.)	Equity	10	1	Indian
7	Mr. Madhukar Dodrajka (Beneficial Interest held by GMR Airports Ltd.)	Equity	10	1	Indian
8	Mr. GRK Babu (Beneficial Interest held by GMR Airports Ltd.)	Equity	10	1	Indian
	Total			65,70,00,000	

Sr.	Name of Equity Shareholder	Type of Security	Nominal amount	No. of Shares
1	GMR Airports Limited	Optionally Convertible Non-Cumulative Redeemable Preference Shares	10	1,00,000
	Total			1,00,000

For **GMR Goa International Airport Limited**

Rohan Ramchandra Gavas
Company Secretary



Name: Rohan R. Gavas	Date: November 23, 2023,	Place: North Goa
Address : H.N. 25, Purva Wada, Casarvernem, Pernem, North Goa 403512		
Email: rohan.gavas@gmrgroup.in	ICSI Membership No.:A25891	Mobile No.: 9324140592

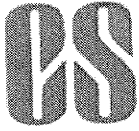
GMR GOA INTERNATIONAL AIRPORT LIMITED
List of Debenture holder of the Company as on March 31, 2023

S r.	Name of Debenture holder	Type of Security	ISIN	Nominal value (Rs)	No. of Debentures	Nationality
1	Vivriti Emerging Corporate Bond Fund	Rated, Unlisted, Secured, Redeemable, Taxable, Market linked Debentures	INE735X07012	2.5 crore	1	Indian
2	Vivriti Emerging Corporate Bond Fund		INE735X07020	2.5 crore	13	Indian
3	Vivriti Alpha Debt Fund-Enhanced		INE735X07038	2.5 crore	10	Indian
4	UNIFI AIF	Rated, Secured, Unlisted, Redeemable, Transferable, Non-Convertible Debentures	INE735X07046	10 Lakhs	500	Indian
5	GMR Airport Developers Limited	Optionally Convertible Debenture	INE735X08010	1 Lakh	5500	Indian
6	GMR Airports Limited		INE735X08028	1 Lakh	10,000	Indian
	Total					

 For **GMR Goa International Airport Limited**

Rohan Ramchandra Gavas
Company Secretary

Name: Rohan R. Gavas	Date: November 23, 2023,	Place: North Goa
Address : H.N. 25, Purva Wada, Casarvernem, Pernem, North Goa 403512		
Email: rohan.gavas@gmrgroup.in	ICSI Membership No.:A25891	Mobile No.: 9324140592



Arun Kumar Gupta & Associates

COMPANY SECRETARIES

FORM NO. MGT-8

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

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

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

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

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

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

During the year the Company has complied with the provisions of calling/convening/holding meeting of the Board of Directors or its committees and members as stated in Annual Return and proceedings including the circular resolutions have been properly recorded in the minute book kept for the purpose.

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

The company is not required to close its Register of Members/Security holders during the aforesaid financial year.



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

The Company has not made any loans/advances to its directors or persons or firms or Companies referred in section 185 of the Act.

7. Contracts/arrangements with related parties as specified in Section 188 of the Act:

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

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

During the year under review, Issue or allotment of shares were made, details of which are given below:

S. No.	Date of Allotment	Name of the Allottee	Type of Securities	No. of Securities	Total Amount(Rs.)
1.	April 29, 2022	GMR Airports Limited	Equity	2,70,00,000	27,00,00,000/-
2.	April 29, 2022	GMR Airports Limited	Equity	2,95,00,000	29,50,00,000/-
3.	June 01, 2022	GMR Airport Developers Limited	Unsecured Compulsorily Convertible Debentures	3,000	30,00,00,000/-
4.	June 29, 2022	GMR Airport Developers Limited*	Unsecured Compulsorily Convertible Debentures	2,500	25,00,00,000/-
5.	July 22, 2022	GMR Airports Limited *	Unsecured Compulsorily Convertible Debentures	7,500	75,00,00,000/-
6.	August 05, 2022	GMR Airports Limited *	Unsecured Compulsorily Convertible Debentures	2,500	25,00,00,000/-
7.	November 25, 2022	UNIFI AIF	Rated, Secured, Unlisted, Redeemable, Transferable, Non-Convertible Debentures	500	50,00,00,000/-
8.	November 26, 2022	VIVRITI ALPHA DEBT	Rated, Unlisted,	24	60,00,00,000/-



		FUND- ENHANCED	Secured, taxable, Redeemable, Market linked Non- Convertible Debentures		
9.	March 29, 2023	GMR Airports Limited	Optionally Convertible Non- Cumulative Redeemable Preference Shares	1,00,000	10,00,000/-

** Converted into Optionally Convertible Debentures on March 16, 2023*

Besides, there was no transfer/transmission or buy back of securities/redemption of preference shares or debentures/conversion of shares/securities were done by the Company.

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

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

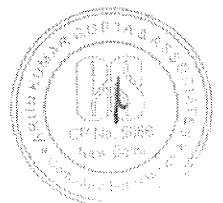
10. Declaration/payment of dividend; transfer of unpaid/unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with Section 125 of the Act;

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

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

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

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



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

During the period under review there were following changes in the composition of the Board of Directors and the Key Managerial Personnel's:

Mr. Madhu Ramachandra Rao (DIN: 02683483) ceased to be the Director of the Company w.e.f. 21st of December, 2022.

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

The Company is in compliance with the provisions of the Act for the appointment/re-appointment of Statutory Auditors of the Company. M/s Brahmayya & Company (Firm Reg. No. 000515S) were appointed as the Statutory Auditors of the Company for a term of five year in the Annual General Meeting held on 22nd September, 2021.

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

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

15. Acceptance/renewal/repayment of deposits:

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

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

During the year, the borrowings were in compliance with the provision of the Companies Act, 2013. Also there was no modification/satisfaction of charges during the financial year under review. However, the Company has created following Charges.

Sr. No.	Charge Id	Charge Holder Name	Date of Creation	Amount
1.	100735320	AXIS TRUSTEE SERVICES LIMITED	31/03/2023	50,00,00,000/-
2.	100735315	AXIS TRUSTEE SERVICES LIMITED	31/03/2023	60,00,00,000/-
3.	100713479	AXIS TRUSTEE SERVICES LIMITED	31/03/2023	1,25,00,00,000/-




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

The Company has not made any loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act during the year.

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

The Company has altered the provisions of the Memorandum of Association with respect to the increase in the Authorised Share Capital of the Company and Articles of Association of the Company pursuant to CCD Subscription agreement executed with GMR Airports Limited.

For ARUN KUMAR GUPTA & ASSOCIATES
COMPANY SECRETARIES


(ARUN KUMAR GUPTA)
FCS: 5551, CP: 5086
Peer Review Cer. No. 1658/2022
UDIN: F005551E002158691



Date: 22/11/2023
Place: Delhi