

# FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11 of 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, Manohar International Airport Taluka P  
ernem, Mopa, North Goa Pernem  
Pernem  
North Goa  
Goa  
403513

(c) \*e-mail ID of the company

RO\*\*\*\*\*UP.IN

(d) \*Telephone number with STD code

08\*\*\*\*\*00

(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 ENTERPRISES PRIVATE LIM	U74900TN2007PTC102389	Holding	0
2	GMR AIRPORTS INFRASTRUCTU	L45203HR1996PLC113564	Holding	0
3	GMR AIRPORTS LIMITED	U65999HR1992PLC101718	Holding	99.99

## 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			
<b>Equity shares</b>						
<b>At the beginning of the year</b>	1	656,999,999	657000000	6,570,000,000	6,570,000,000	
<b>Increase during the year</b>	0	0	0	0	0	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	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						
<b>Decrease during the year</b>	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						
<b>At the end of the year</b>	1	656,999,999	657000000	6,570,000,000	6,570,000,000	
<b>Preference shares</b>						

<b>At the beginning of the year</b>	0	100,000	100000	1,000,000	1,000,000	
<b>Increase during the year</b>	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
<b>Decrease during the year</b>	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						
<b>At the end of the year</b>	0	100,000	100000	1,000,000	1,000,000	

ISIN of the equity shares of the company

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

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: 95%;" type="text"/>
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Date of registration of transfer (Date Month Year)	<input style="width: 95%;" type="text"/>
--	--

Type of transfer	<input style="width: 95%;" type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input style="width: 95%;" type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input style="width: 95%;" type="text"/>
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Ledger Folio of Transferor	<input style="width: 95%;" type="text"/>
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Transferor's Name	<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>
	Surname	middle name	first name

Ledger Folio of Transferee	<input style="width: 95%;" type="text"/>
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Transferee's Name	<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	<input style="width: 95%;" type="text"/>
--	--

Type of transfer	<input style="width: 95%;" type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
------------------	--	--

Number of Shares/ Debentures/ Units Transferred	<input style="width: 95%;" type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input style="width: 95%;" type="text"/>
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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	248,024	1000000, 25000000	25,850,000,000
Partly convertible debentures	15,500	100000	1,550,000,000
Fully convertible debentures	63,124	100000	6,312,400,000
<b>Total</b>			<b>33,712,400,000</b>

**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
<b>Non-convertible debentures</b>	1,100,000,000	24,750,000,000	0	25,850,000,000
<b>Partly convertible debentures</b>	1,550,000,000	0	0	1,550,000,000
<b>Fully convertible debentures</b>	0	6,312,400,000	0	6,312,400,000

**(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
<b>Total</b>	<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

2,448,907,508

(ii) Net worth of the Company

7,671,990,000

**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
	<b>Total</b>	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
	<b>Total</b>	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	5	11

## 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
<b>A. Promoter</b>	0	7	0	7	0	0
<b>B. Non-Promoter</b>	0	5	0	4	0	0
(i) Non-Independent	0	2	0	0	0	0
(ii) Independent	0	3	0	4	0	0
<b>C. Nominee Directors representing</b>	0	1	0	2	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	1	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
<b>Total</b>	<b>0</b>	<b>13</b>	<b>0</b>	<b>13</b>	<b>0</b>	<b>0</b>

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

18

### (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 GRAN	00061669	Director	0	
PUTHALATH SUKUMAR	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 PARE	00060885	Director	0	
SIVA KAMESWARI VIS	02336249	Director	0	
MUNDAYAT RAMACH	01573258	Director	0	
ROHAN RAMCHANDR	ALJPG2480N	Company Secretar	0	
RANGANATHAN VENI	AAUPV0610R	CEO	0	
RAJESH MADAN	AMVPM2333F	CFO	0	
AMARSEN WAMANRA	02841094	Nominee director	0	
RAGHURAMAN PART	03415817	Nominee director	0	
MADHU RAMACHAND	02683483	Director	0	
GOKER KOSE	08732217	Director	0	08/04/2024
ANTOINE CROMBEZ	09069083	Director	0	08/04/2024

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

6

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)
SURESH SHANBHUC	00517958	Nominee director	21/04/2023	Cessation
AMARSEN WAMAN	02841094	Additional director	22/05/2023	Appointment
AMARSEN WAMAN	02841094	Nominee director	22/09/2023	Change in designation
RAGHURAMAN PAI	03415817	Nominee director	09/08/2023	Appointment
MADHU RAMACHA	02683483	Additional director	09/08/2023	Appointment
MADHU RAMACHA	02683483	Director	22/09/2023	Change in designation

**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

3

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
AGM	22/09/2023	8	8	100
EGM	31/10/2023	8	7	87
EGM	21/03/2024	8	7	87

#### B. BOARD MEETINGS

\*Number of meetings held

4

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	19/01/2024	15	10	66.67
2	31/10/2023	15	10	66.67
3	09/08/2023	15	12	80
4	22/05/2023	14	12	85.71

#### C. COMMITTEE MEETINGS

Number of meetings held

6

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	22/05/2023	5	5	100
2	Audit Committee	07/08/2023	6	6	100
3	Audit Committee	18/10/2023	7	7	100
4	Audit Committee	19/01/2024	7	6	85.71
5	NOMINATION	22/05/2023	6	4	66.67
6	NOMINATION	07/08/2023	7	5	71.43

#### D. ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		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	4	2	50	0	0	0	No
2	SRINIVAS BO	4	2	50	1	0	0	No
3	BUCHISANYA	4	2	50	0	0	0	No
4	KIRAN KUMA	4	1	25	0	0	0	No
5	PUTHALATH	4	4	100	2	2	100	Yes
6	NARAYANA F	4	4	100	4	4	100	Yes
7	PRABHAKAR,	4	3	75	0	0	0	No
8	BIMAL JAYAN	4	1	25	6	3	50	Yes
9	SIVA KAMESV	4	4	100	6	6	100	No
10	MUNDAYAT F	4	4	100	6	6	100	No
11	AMARSEN W,	4	4	100	5	5	100	Yes
12	RAGHURAMA	3	3	100	0	0	0	No
13	MADHU RAM,	3	3	100	2	2	100	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	35,460,320	0	0	13,773,879	49,234,199
2	Rajesh Madan	CFO	11,138,212	0	0	2,917,602	14,055,814

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
3	Rohan Gavas	Company Secre	2,402,466	0	0	2,917,602	5,320,068
	Total		49,000,998	0	0	19,609,083	68,610,081

Number of other directors whose remuneration details to be entered

8

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mr. Grandhi Mallika	Director	0	0	0	30,000	30,000
2	Mrs. V.S. Kameswa	Independent Wc	0	0	0	125,000	125,000
3	Dr. M. Ramachandr	Independent Dir	0	0	0	130,000	130,000
4	Mr. Madhu Rao	Independent Dir	0	0	0	75,000	75,000
5	Mr. G.B.S. Raju	Director	0	0	0	30,000	30,000
6	Mr. Bimal Parekh	Independent Dir	0	0	0	50,000	50,000
7	Mr. Srinivas Bommi	Director	0	0	0	35,000	35,000
8	Mr. Grandhi Kiran k	Director	0	0	0	15,000	15,000
	Total		0	0	0	490,000	490,000

#### 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:

- 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.
- 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

PRABHAKA  
RA RAO  
INDIANA

DIN of the director

0\*4\*2\*3\*

**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 Attachment(s), if any

Attach
Attach
Attach
Attach

**List of attachments**

List of Securities Holders.pdf Disclosure regarding Designated Person.p MGT-8.pdf
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**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**





**GOA INTERNATIONAL  
AIRPORT**

GMR Goa International Airport Limited



Registered Office:  
Administrative Block, Manohar International Airport,  
Taluka Pernem, Mopa, North Goa 403512  
CIN: U63030GAZ016PLC013017  
Tel: +91 832 2499000  
Fax: +91 832 2499020  
Web: www.miagoairport.com  
www.gmrgroup.in/goa

## CLARIFICATION LETTER

**Date: November 15, 2024**

**To,**  
**Registrar of Companies,**  
Plot No. 21, E.D.C. Complex, Patto,  
Patto Centre, Panaji, Goa 403001

**Subject: Clarification with respect to the Appointment of Designated Person under Section 89 of Companies Act, 2013 read with Rule 9(4) of Companies (Management and Administration) Rules, 2014:**

Respected Sir/Madam,

In accordance with Rule 9(4) of the Companies (Management and Administration) Rules, 2014, the details of the designated person appointed are required to be disclosed in the Annual Return of the Company.

However, as the prescribed form does not include a specific field for this information, we are providing the details as part of this clarification letter.

In this regard, please be informed that the Board of Directors had appointed Mr. Rohan R Gavas (Membership No: A25891), Company Secretary of the Company as designated Person who will be responsible for furnishing and extending co-operation for providing information to the Registrar or any other authorized officer with respect to beneficial interest in shares of Company under the Act in accordance with Rule 9(4) of Companies (Management and Administration) Rules, 2014. He continues to remain the designated person as on March 31, 2024.

We request you to take the same on record.

Thanking you in anticipation.

Yours truly,

**For GMR Goa International Airport Limited**

**Rajesh Madan**  
**Chief Financial Officer**



ICAI Membership No.:96016

Address: B-28, Manas Vihar Apartments, Mayur Vihar, Phase 1, Extension, Chilla Saroda,  
Patpargan, East Delhi 110 091

**GMR GOA INTERNATIONAL AIRPORT LIMITED**
**List of Debenture holder of the Company as on March 31, 2024**

Sr.	Name of Debenture holders	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	INE735X07020	2.5 crore	13	Indian
2	Vivriti Alpha Debt Fund-Enhanced		INE735X07038	2.5 crore	10	Indian
3	UNIFI AIF	Rated, Secured, Unlisted, Redeemable, Transferable, Non-Convertible Debentures	INE735X07046	10 Lakhs	500	Indian
4	J. P. Morgan Securities India Pvt. Ltd.	Listed, Rated, Redeemable, Un-Secured, Transferable, Non-Convertible Debentures	INE735X08051	1 Lakhs	8012	Indian
5	REC Limited		INE735X08051	1 Lakhs	49488	Indian
6	India Infrastructure Finance Company Ltd		INE735X08051	1 Lakhs	50,000	Indian
7	Tata Cleantech Capital Ltd		INE735X08051	1 Lakhs	30,000	Indian
8	ICICI Bank Ltd		INE735X08051	1 Lakhs	1500	Indian
9	The Federal Bank Ltd.		INE735X08051	1 Lakhs	20,000	Indian
10	Aditya Birla Finance Ltd.		INE735X08051	1 Lakhs	30,000	Indian
11	India Infradebt Ltd.		INE735X08051	1 Lakhs	58500	Indian

For **GMR Goa International Airport Limited**

  
**Rohan Ramchandra Gavas**  
**Company Secretary**


Name: Rohan R. Gavas	Date: November 14, 2024,	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 shareholders of the Company as on March 31, 2024**

Sr.	Name of Equity Shareholder	Type of Security	Nominal value	No. of Shares	Nationality
1	GMR Airports Limited (Formerly known as GMR Airports Infrastructure Ltd)	Equity	10	65,69,99,993	Indian
2	Hon'ble Governor of Goa**	Equity	10	1	Indian
3	Dhruvi Securities Ltd. *	Equity	10	1	Indian
4	GMR Business Process and Services Pvt. Ltd. *	Equity	10	1	Indian
5	GMR Corporate Affairs Ltd. *	Equity	10	1	Indian
6	GMR Corporate Services Ltd*.	Equity	10	1	Indian
7	Mr. Madhukar Dodrajka *.	Equity	10	1	Indian
8	Mr. Gadi Radha Krishna Babu*.	Equity	10	1	Indian
	<b>Total</b>			<b>65,70,00,000</b>	

\*Beneficial Interest held by GMR Airports Ltd.

\* \* Represented by Director of Civil Aviation, Government of Goa.

Sr.	Name of OCRPS holder	Type of Security	Nominal amount	No. of Shares
1	GMR Airports Limited	Optionally Convertible Non-Cumulative Redeemable Preference Shares (OCRPS)	10	1,00,000
	<b>Total</b>			<b>1,00,000</b>

For **GMR Goa International Airport Limited**

  
**Rohan Ramchandra Gavas**  
Company Secretary



Name: Rohan R. Gavas	Date: November 14, 2024,	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 31<sup>st</sup> March, 2024. 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/registers 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 25, 2023	National Investment and Infrastructure Fund	Unsecured Compulsorily Convertible Debentures	63,124	6,31,24,00,000/-
2.	November 16, 2023	J P Morgan Securities India Pvt Ltd	Senior, unsecured (for the purposes of Companies Act, 2013 and applicable SEBI regulations/circulars/rules), Listed, Rated, Redeemable, Non-Convertible Debentures	40,000	3,98,00,00,000/-
		Aditya Birla Finance Ltd		30,000	2,98,50,00,000/-
		India Infrastructure Finance Company Limited		50,000	4,97,50,00,000/-
		TATA Cleantech Capital Limited		30,000	2,98,50,00,000/-
		JP Morgan Securities Asia Pvt Ltd		37,500	3,73,12,50,000/-
		ICICI Bank Limited		60,000	5,97,00,00,000/-

*Besides, there was no transfer/transmission or buy back of securities/redemption of preference shares or debentures/conversion of shares/securities was 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, 2023 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:*

- a. Resignation of Mr. Suresh Shanbhogue from the position of Nominee Director of the Company w.e.f. April 21, 2023.*
- b. Appointment of Mr. Amarsen Wamanrao Rane as Additional Director w.e.f. May 22, 2023;*
- c. Appointment of Mr. Madhu Ramachandra Rao as Additional Director w.e.f. August 09, 2023*
- d. Change in Designation of Mr. Amarsen Wamanrao Rane from Additional Director to Nominee Director of Directorate of Civil Aviation, Government of Goa in the AGM held on September 22, 2023;*
- e. Change in Designation of Mr. Madhu Ramachandra Rao from Additional Director to Director in the AGM held on September 22, 2023;*
- f. Appointment of Mr. Raghuraman Parthasarathy as Nominee Director of National Investment and Infrastructure Fund w.e.f. August 09, 2023;*



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 Brahmajya & 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 22<sup>nd</sup> 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. During the Year under review following Creation/modification/satisfaction of charges was done.*

Sr. No.	Charge Id	Charge Holder Name	Date of Creation/Modification/Satisfaction	Amount	Creation/Modification/Satisfaction
1.	100859126	AXIS TRUSTEE SERVICES LIMITED	10/01/2024	24,75,00,00,000/-	Creation
2.	100735315	AXIS TRUSTEE SERVICES LIMITED	03/01/2024	57,50,00,000/-	Modification
3.	100713479	AXIS TRUSTEE SERVICES LIMITED	02/01/2024	1,25,00,00,000/-	Satisfaction
4.	100112945	AXIS TRUSTEE SERVICES LIMITED	08/01/2024	62,00,00,000/-	Modification




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:

*During the Year under review, the Company has not altered the Memorandum of Association. However the Company has amended the Articles of Association of the Company pursuant to Shareholders Agreement executed with Government of Goa.*

For ARUN KUMAR GUPTA & ASSOCIATES  
COMPANY SECRETARIES

  
(ARUN KUMAR GUPTA)  
FCS: 5551, CP: 5086  
Peer Review Cer. No. 1658/2022  
UDIN: F005551F002434241



Date: 21/11/2024  
Place: Delhi