

**General information about company**

Scrip code	975201
NSE Symbol	Not listed
MSEI Symbol	Not listed
ISIN	INE735X08051
Name of the entity	GMR Goa International Airport Limited
Date of start of financial year	01-04-2023
Date of end of financial year	31-03-2024
Reporting Quarter	Yearly
Date of Report	31-03-2024
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Any other

## Annexure I

### Annexure I to be submitted by listed entity on quarterly basis

#### I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory							Textual Information(1)	
Whether the listed entity has a Regular Chairperson							Yes	
Whether Chairperson is related to MD or CEO							No	
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth
1	Mr	MALLIKARJUNA RAO GRANDHI	AAUPG5856C	00574243	Non-Executive - Non Independent Director	Chairperson		01-07-1949
2	Mr	MADHU RAMACHANDRA RAO	AHBPR5255Q	02683483	Non-Executive - Independent Director	Not Applicable		23-12-1951
3	Mr	MUNDAYAT RAMACHANDRAN RAMACHANDRAN	ADQPR7207R	01573258	Non-Executive - Independent Director	Not Applicable		14-06-1950
4	Mr	INDANA PRABHAKARA RAO	AACPI8630E	03482239	Non-Executive - Non Independent Director	Not Applicable		15-07-1959
5	Mr	SRINIVAS BOMMIDALA	ADAPB2985L	00061464	Non-Executive - Non Independent Director	Not Applicable		01-03-1963
6	Mr	BUCHISANYASI RAJU GRANDHI	AGAPG1105G	00061686	Non-Executive - Non Independent Director	Not Applicable		22-06-1974
7	Mr	KIRAN KUMAR GRANDHI	ADUPG3647G	00061669	Non-Executive - Non Independent Director	Not Applicable		30-09-1975
8	Mr	PUTHALATH SUKUMARAN NAIR	AGJPP6590P	00063118	Non-Executive - Non Independent Director	Not Applicable		10-02-1948
9	Mr	BIMAL JAYANT PAREKH	AFBPP1938G	00060885	Non-Executive - Independent Director	Not Applicable		03-12-1960
10	Ms	SIVA KAMESWARI VISSA	AAEPV0159M	02336249	Non-Executive - Independent Director	Not Applicable		16-05-1964
11	Mr	ANTOINE ROGER BERNARD CROMBEZ	CJMPC9543D	09069083	Non-Executive - Non Independent Director	Not Applicable		13-12-1987
12	Mr	GOKER KOSE	JKKPK8203A	08732217	Non-Executive - Non Independent Director	Not Applicable		30-05-1981
13	Mr	NARAYANA RAO KADA	AFMPK7052H	00016262	Non-Executive - Non Independent Director	Not Applicable		01-04-1955
14	Mr	RAGHURAMAN PARTHASARATHY	AAEPP7277J	03415817	Non-Executive - Non Independent Director	Not Applicable		13-05-1962
15	Mr	AMARSEN WAMANRAO RANE	AHTPR2630P	02841094	Executive - Nominee Director	Not Applicable		12-04-1968

**I. Composition of Board of Directors****Disqualification of Directors under section 164 of the Companies Act, 2013**

Sr	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status
1	No				Active
2	No				Active
3	No				Active
4	No				Active
5	No				Active
6	No				Active
7	No				Active
8	No				Active
9	No				Active
10	No				Active
11	No				Inactive
12	No				Inactive
13	No				Active
14	No				Active
15	No				Active

**I. Composition of Board of Directors**

Sr	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity [with reference to proviso to regulation 17A(1) & 17A(2)]	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Reason for Cessation	Notes for not providing PAN	Notes for not providing DIN
1	NA		14-10-2016			86	3	0	0	0			
2	NA		09-08-2023			4	2	2	8	4			
3	NA		22-04-2021			83	1	1	2	2			
4	NA		06-02-2018			70	0	0	4	0			
5	NA		14-10-2016			86	3	0	1	0			
6	NA		14-10-2016			86	3	0	1	1			
7	NA		14-10-2016			86	3	0	1	1			
8	Yes	21-03-2024	14-10-2016				0	0	0	0			
9	NA		06-12-2016			84	1	1	2	1			
10	NA		15-05-2020			43	4	4	5	2			
11	NA		22-04-2021			83	0	0	1	0	Others		
12	NA		22-04-2021			83	1	1	1	0	Others		
13	NA		06-12-2016				1	0	2	0			
14	NA		09-08-2023				1	1	0	0			
15	NA		22-05-2023				1	1	2	2			

## Text Block

Textual Information(1)	<p>Notes</p> <p>Kindly note that as per the explanation given under Regulation 17A of SEBI Listing Obligation and Disclosure Requirements Regulations, 2015 Listing Regulations, only the directorship in equity listed entities has been considered for the purpose counting the number of directorship.</p> <p>The category of Non-Executive directors who are not independent directors as per the provisions of the Companies Act, 2013 and Regulation 16 of Listing Regulations, are mentioned as Non-Executive Non-Independent Director.</p> <p>However, as per the explanation provided under Regulation 16, In case of a high value debt listed entity (a) which is a body corporate, mandated to constitute its board of directors in a specific manner in accordance with the law under which it is established, the non-executive directors on its board shall be treated as independent directors.</p> <p>Accordingly, the following Non-Executive directors of the Company would be considered as Independent Directors:</p> <ol style="list-style-type: none"><li>1. Mr. Mallikarjuna Rao Grandhi</li><li>2. Mr. Indana Prabhakara Rao</li><li>3. Mr. Srinivas Bommidala</li><li>4. Mr. Buchisanyasi Raju Grandhi</li><li>5. Mr. Kiran Kumar Grandhi</li><li>6. Mr. Puthalath Sukumaran Nair</li><li>7. Mr. Antoine Roger Bernard Crombez</li><li>8. Mr. Goker Kose</li><li>9. Mr. Narayana Rao Kada</li><li>10. Mr. Raghuraman Parthasarathy</li></ol> <p>As per Regulation 26(1) of Listing Regulations, all public limited companies, whether listed or not, shall be included and all other companies including private limited companies, foreign companies, high value debt listed entities and companies under Section 8 of the Companies Act, 2013 shall be excluded.</p> <p>However, the column states that "No. of Memberships in Audit/ Stakeholder Committee(s) including this listed entity Refer Regulation 26(1) of Listing Regulations, the memberships in the Company which is filing the Corporate Governance Report is to be included while calculating the number of Memberships in Audit Stakeholder Committee(s).</p> <p>Further, the Private Limited Companies which are subsidiaries of Public Limited Companies are also included in the list of number of Audit Stakeholder Committee, since they are also categorized as deemed public company as per the provisions of Companies Act, 2013. Further, public companies which are high value debt listed entities are also included.</p> <p>While calculating the number of Memberships in Audit Stakeholders Relationship Committee(s) for Alternate Director, we have considered it as it is held by Original Director.</p> <p><input type="checkbox"/></p>
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<b>Annexure 1</b>	
<b>II. Composition of Committees</b>	
Disclosure of notes on composition of committees explanatory	Textual Information(1)

## Annexure 1 Text Block

Textual Information(1)	<p>Notes:</p> <p>We have considered Regular Chairperson as the person who has been specifically designated for the specific committee(s).</p> <p>The category of Non-Executive directors who are not independent directors as per the provisions of the Companies Act, 2013 and definition of Independent Director under Regulation 16 of SEBI Listing Obligation and Disclosure Requirements Regulations, 2015 Listing Regulations, is mentioned as "Non-Executive Non-Independent Director".</p> <p>However, as per the explanation provided under Regulation 16, In case of a high value debt listed entity: (a) which is a body corporate, mandated to constitute its board of directors in a specific manner in accordance with the law under which it is established, the non- executive directors on its board shall be treated as independent directors.</p> <p>Accordingly, the following Non-Executive directors of the Company would be considered as Independent Directors:</p> <ol style="list-style-type: none"><li>1. Mr. Mallikarjuna Rao Grandhi</li><li>2. Mr. Indana Prabhakara Rao</li><li>3. Mr. Srinivas Bommidala</li><li>4. Mr. Buchisanyasi Raju Grandhi</li><li>5. Mr. Kiran Kumar Grandhi</li><li>6. Mr. Puthalath Sukumaran Nair</li><li>7. Mr. Antoine Roger Bernard Crombez</li><li>8. Mr. Goker Kose</li><li>9. Mr. Narayana Rao Kada</li></ol>
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Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00060885	BIMAL JAYANT PAREKH	Non-Executive - Independent Director	Chairperson	06-12-2016		
2	02683483	MADHU RAMACHANDRA RAO	Non-Executive - Independent Director	Member	09-08-2023		
3	01573258	MUNDAYAT RAMACHANDRAN RAMACHANDRAN	Non-Executive - Independent Director	Member	22-04-2021		
4	08732217	GOKER KOSE	Non-Executive - Non Independent Director	Member	22-04-2021		
5	00016262	NARAYANA RAO KADA	Non-Executive - Non Independent Director	Member	06-12-2016		
6	02841094	AMARSEN WAMANRAO RANE	Executive - Nominee Director	Member	22-05-2023		
7	02336249	SIVA KAMESWARI VISSA	Non-Executive - Independent Director	Member	15-05-2020		



Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00061464	SRINIVAS BOMMIDALA	Non-Executive - Non Independent Director	Member	14-10-2016		
2	00063118	PUTHALATH SUKUMARAN NAIR	Non-Executive - Non Independent Director	Member	14-10-2016		
3	09069083	ANTOINE ROGER BERNARD CROMBEZ	Non-Executive - Non Independent Director	Member	22-04-2021		
4	02683483	MADHU RAMACHANDRA RAO	Non-Executive - Independent Director	Member	09-08-2023		
5	00060885	BIMAL JAYANT PAREKH	Non-Executive - Independent Director	Member	06-12-2016		
6	02336249	SIVA KAMESWARI VISSA	Non-Executive - Independent Director	Member	15-05-2020		
7	01573258	MUNDAYAT RAMACHANDRAN RAMACHANDRAN	Non-Executive - Independent Director	Chairperson	22-04-2021		
8	02841094	AMARSEN WAMANRAO RANE	Executive - Nominee Director	Member	22-05-2023		

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00063118	PUTHALATH SUKUMARAN NAIR	Non-Executive - Non Independent Director	Chairperson	14-10-2016		
2	02841094	AMARSEN WAMANRAO RANE	Executive - Nominee Director	Member	22-05-2023		
3	02683483	MADHU RAMACHANDRA RAO	Non-Executive - Independent Director	Member	09-08-2023		
4	00016262	NARAYANA RAO KADA	Non-Executive - Non Independent Director	Member	06-12-2016		

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	03482239	INDANA PRABHAKARA RAO	Non-Executive - Non Independent Director	Chairperson	25-07-2018		
2	02683483	MADHU RAMACHANDRA RAO	Non-Executive - Independent Director	Member	09-08-2023		
3	02841094	AMARSEN WAMANRAO RANE	Executive - Nominee Director	Member	22-05-2023		
4	09069083	ANTOINE ROGER BERNARD CROMBEZ	Non-Executive - Non Independent Director	Member	22-04-2021		



<b>Other Committee</b>						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

**Annexure 1**

**Annexure 1**

**III. Meeting of Board of Directors**

Disclosure of notes on meeting of board of directors explanatory							Textual Information(1)	No. of Independent Directors attending the meeting*
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	
1	31-10-2023				Yes	15	15	4
2		19-01-2024	79		Yes	15	10	3

## Text Block

Textual Information(1)	<p>Notes:</p> <p>Kindly note that as per the explanation given under Regulation 17A of SEBI Listing Obligation and Disclosure Requirements Regulations, 2015 Listing Regulations, only the directorship in equity listed entities has been considered for the purpose counting the number of directorship.</p> <p>The category of Non-Executive directors who are not independent directors as per the provisions of the Companies Act, 2013 and Regulation 16 of Listing Regulations, are mentioned as "Non-Executive Non-Independent Director".</p> <p>However, as per the explanation provided under Regulation 16, In case of a high value debt listed entity: (a) which is a body corporate, mandated to constitute its board of directors in a specific manner in accordance with the law under which it is established, the non-executive directors on its board shall be treated as independent directors.</p> <p>Accordingly, the following Non-Executive directors of the Company would be considered as Independent Directors:</p> <ol style="list-style-type: none"><li>1. Mr. Mallikarjuna Rao Grandhi</li><li>2. Mr. Indana Prabhakara Rao</li><li>3. Mr. Srinivas Bommidala</li><li>4. Mr. Buchisanyasi Raju Grandhi</li><li>5. Mr. Kiran Kumar Grandhi</li><li>6. Mr. Puthalath Sukumaran Nair</li><li>7. Mr. Antoine Roger Bernard Crombez</li><li>8. Mr. Goker Kose</li><li>9. Mr. Narayana Rao Kada</li><li>10. Mr. Raghuraman Parthasarathy</li></ol> <p>Further the Company got listed in 17.11.2023 hence meeting details from November 2023 are given.</p>
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**Annexure 1**

**IV. Meeting of Committees**

Disclosure of notes on meeting of committees explanatory							Textual Information(1)			
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	31-10-2023				Yes	7	7	3	0
2	Audit Committee	19-01-2024	79			Yes	7	6	3	0



## Text Block

Textual Information(1)	<p>Notes:</p> <p>Kindly note that as per the explanation given under Regulation 17A of SEBI Listing Obligation and Disclosure Requirements Regulations, 2015 Listing Regulations, only the directorship in equity listed entities has been considered for the purpose counting the number of directorship.</p> <p>The category of Non-Executive directors who are not independent directors as per the provisions of the Companies Act, 2013 and Regulation 16 of Listing Regulations, are mentioned as Non-Executive Non-Independent Director.</p> <p>However, as per the explanation provided under Regulation 16, In case of a high value debt listed entity: a which is a body corporate, mandated to constitute its board of directors in a specific manner in accordance with the law under which it is established, the non-executive directors on its board shall be treated as independent directors.</p> <p>Accordingly, the following Non-Executive directors of the Company would be considered as Independent Directors:</p> <ol style="list-style-type: none"><li>1. Mr. Mallikarjuna Rao Grandhi</li><li>2. Mr. Indana Prabhakara Rao</li><li>3. Mr. Srinivas Bommidala</li><li>4. Mr. Buchisanyasi Raju Grandhi</li><li>5. Mr. Kiran Kumar Grandhi</li><li>6. Mr. Puthalath Sukumaran Nair</li><li>7. Mr. Antoine Roger Bernard Crombez</li><li>8. Mr. Goker Kose</li><li>9. Mr. Narayana Rao Kada</li><li>10. Mr. Raghuraman Parthasarathy</li></ol> <p>Further the Company got listed in 17.11.2023 hence meeting details from November 2023 are given.</p>
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**Annexure 1**

**V. Related Party Transactions**

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	Yes	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA	

## Annexure 1

### VI. Affirmations

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities)	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes
9	Any comments/observations/advice of Board of Directors may be mentioned here:	Textual Information(1)

**Annexure 1**

Sr	Subject	Compliance status
1	Name of signatory	Rohan Ramchandra Gavas
2	Designation	Company Secretary and Compliance Officer

**Text Block**

Textual Information(1)

Notes:

1. The Corporate Governance report for the quarter ended December 31, 2023 was placed before the Board of Directors of the Company in its meeting held on January 19, 2024.

This report for the quarter ended March 31, 2024 will be placed before the Board in its ensuing meeting.

**Annexure II****Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)****I. Disclosure on website in terms of Listing Regulations**

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		<a href="https://www.gmrgroup.in/goa/">https://www.gmrgroup.in/goa/</a>
2	Terms and conditions of appointment of independent directors	Yes		<a href="https://www.gmrgroup.in/goa/">https://www.gmrgroup.in/goa/</a>
3	Composition of various committees of board of directors	Yes		<a href="https://www.gmrgroup.in/goa/">https://www.gmrgroup.in/goa/</a>
4	Code of conduct of board of directors and senior management personnel	Yes		<a href="https://www.gmrgroup.in/goa/">https://www.gmrgroup.in/goa/</a>
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		<a href="https://www.gmrgroup.in/goa/">https://www.gmrgroup.in/goa/</a>
6	Criteria of making payments to non-executive directors	Yes		<a href="https://www.gmrgroup.in/goa/">https://www.gmrgroup.in/goa/</a>
7	Policy on dealing with related party transactions	Yes		<a href="https://www.gmrgroup.in/goa/">https://www.gmrgroup.in/goa/</a>
8	Policy for determining 'material' subsidiaries	Yes		<a href="https://www.gmrgroup.in/goa/">https://www.gmrgroup.in/goa/</a>
9	Details of familiarization programmes imparted to independent directors	Yes		<a href="https://www.gmrgroup.in/goa/">https://www.gmrgroup.in/goa/</a>
10	Email address for grievance redressal and other relevant details	Yes		<a href="https://www.gmrgroup.in/goa/">https://www.gmrgroup.in/goa/</a>
11	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		<a href="https://www.gmrgroup.in/goa/">https://www.gmrgroup.in/goa/</a>
12	Financial results	Yes		<a href="https://www.gmrgroup.in/goa/">https://www.gmrgroup.in/goa/</a>
13	Shareholding pattern	NA		
14	Details of agreements entered into with the media companies and/or their associates	NA		

## Annexure II

**Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)**

### I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
15.1	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA		
15.2	Audio or video recordings and transcripts of post earnings/quarterly calls	NA		
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	NA		
18	Credit rating or revision in credit rating obtained	Yes		<a href="https://www.gmrgroup.in/goa/">https://www.gmrgroup.in/goa/</a>
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA		
20	Secretarial Compliance Report	Yes		<a href="https://www.gmrgroup.in/goa/">https://www.gmrgroup.in/goa/</a>
21	Materiality Policy as per Regulation 30 (4)	NA		
22	Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	Yes		<a href="https://www.gmrgroup.in/goa/">https://www.gmrgroup.in/goa/</a>
23	Disclosures under regulation 30(8)	NA		
24	Statements of deviation(s) or variations(s) as specified in regulation 32	NA		
25	Dividend Distribution policy as per Regulation 43A(1)	NA		
26	Annual return as provided under section 92 of the Companies Act, 2013	Yes		<a href="https://www.gmrgroup.in/goa/">https://www.gmrgroup.in/goa/</a>
27	Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	NA		
28	Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating	NA		
Disclosure of notes on website in terms of Listing Regulations explanatory [Text Block]				Textual Information(1)

**Text Block**

Textual Information(1)

Company is a HDVL accordingly clauses which are not applicable to the Company as mentioned as Not Applicable



**Annexure II****II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1C), 17(1D) & 17(1E)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	

**Annexure II****II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Role of Audit Committee and information to be reviewed by the audit committee	18(3)	Yes	
18	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
19	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
20	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	

**Annexure II****II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Role of Nomination and Remuneration Committee	19(4)	Yes	
22	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
23	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
24	Role of Stakeholders Relationship Committee	20(4)	Yes	
25	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
26	Meeting of Risk Management Committee	21(3A)	Yes	
27	Quorum of Risk Management Committee meeting	21(3B)	Yes	
28	Gap between the meetings of the Risk Management Committee	21(3C)	Yes	
29	Vigil Mechanism	22	Yes	
30	Policy for related party Transaction	23(1), (1A), (5), (6), & (8)	Yes	

## Annexure II

### II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
31	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
32	Approval for material related party transactions	23(4)	Yes	
33	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
34	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
35	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4), (5) & (6)	NA	
36	Alternate Director to Independent Director	25(1)	NA	
37	Maximum Tenure	25(2)	NA	
38	Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	NA	
39	Meeting of independent directors	25(3) & (4)	Yes	
40	Familiarization of independent directors	25(7)	Yes	

## Annexure II

### II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
41	Declaration from Independent Director	25(8) & (9)	Yes	
42	Directors and Officers insurance	25(10)	Yes	
43	Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	Yes	
44	Memberships in Committees	26(1)	Yes	
45	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
46	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
47	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
48	Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity	26(6)	NA	
49	Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2)	NA	
	Any other information to be provided		Textual Information(1)	

<b>Text Block</b>	
Textual Information(1)	Company is HDVL

**Annexure II**

1	Name of signatory	Rohan Ramchandra Gavas
2	Designation	Company Secretary and Compliance Officer

**Annexure II**

**III. Affirmations**

<b>Sr</b>	<b>Particulars</b>	<b>Compliance status (Yes/No/NA)</b>
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	NA
	Any other information to be provided	



**Annexure II**

1	Name of signatory	Rohan Ramchandra Gavas
2	Designation	Company Secretary and Compliance Officer

<b>Additional Half yearly Disclosure</b>			
Applicability of disclosure	Applicable		
Reason for Non Applicability	Textual Information(1)		
<b>I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below</b>			
(A)Any loan or any other form of debt advanced by the listed entity directly or indirectly to			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them	0	0	
Promoter Group or any other entity controlled by them	0	0	
Directors (including relatives) or any other entity controlled by them	0	0	
KMPs or any other entity controlled by them	0	0	
<b>(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed By</b>			
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months(taking into account any invocation)
Promoter or any other entity controlled by them	0	0	0
Promoter Group or any other entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	0
<b>(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by</b>			
Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	0	0	0
Promoter Group or any other entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	0
(D) Additional Information			Textual Information(2)
<b>II. Affirmations</b>			
Affirmations		Compliance Status	Company Remarks
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.		Yes	Textual Information(3)
Name	Rajesh Madan		
Designation	CFO		
Place	North Goa		
Date	20-04-2024		

**Text Block**

<b>Details of Cyber security incidence</b>		
Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter		No
Number of cyber security incidence or breaches or loss of data event occurred during the quarter		
Sr.	Date of the event	Brief details of the event

**Signatory Details**

Name of signatory	Rohan Ramchandra Gavas
Designation of person	Company Secretary and Compliance Officer
Place	North Goa
Date	20-04-2024

