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## **GMR VISAKHAPATNAM INTERNATIONAL AIRPORT LIMITED**

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### **03RD ANNUAL REPORT 2022-23**



**REGISTERED OFFICE**  
**10-1-43, Flat No. 202, 2nd Floor, Siripuram Fort, Siripuram, Visakhapatnam, Andhra Pradesh-530 003**  
**Website: <https://gmrvisakhapatnamairport.com>**

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**GENERAL CORPORATE INFORMATION**

<b>Corporate Identity No</b>	U74999AP2020PLC114561	
<b>Board of Directors</b>	G.M. Rao	Non-Executive Chairman
	G.B.S. Raju	Non-Executive Director
	I. Prabhakara Rao	Non-Executive Director
	S.G.K. Kishore	Non-Executive Director
	M. Ramachandran	Independent Director
	Siva Kameswari Vissa	Independent Director
	Regis Lacote	Non-Executive Director
	Goker Kose	Non-Executive Director
	Bimal Parekh	Independent Director
<b>Key Managerial Personnel</b>	Manomay Rai	Chief Executive Officer
	Sandip Sinha Ray	Chief Financial Officer
	Dibyaranjan Mishra	Company Secretary
<b>Board Committees</b>	<b>AUDIT COMMITTEE</b>	
	Siva Kameswari Vissa	Chairperson
	M. Ramachandran	Member
	Bimal Parekh	Member
	Goker Kose	Member
	SGK Kishore	Member
	<b>NOMINATION &amp; REMUNERATION COMMITTEE</b>	
	M. Ramachandran	Chairman
	Bimal Parekh	Member
	I.Prabhakara Rao	Member
	Regis Lacote	Member
	<b>CSR COMMITTEE</b>	
	M. Ramachandran	Chairman
	I.Prabhakara Rao	Member
	SGK Kishore	Member
	<b>SHARE ALLOTMENT &amp; TRANSFER COMMITTEE</b>	
	G.B.S Raju	Chairman
	I.Prabhakara Rao	Member
	SGK Kishore	Member
<b>Bankers</b>	HSBC Bank Limited ICICI Bank Limited	
<b>Statutory Auditors</b>	<b>M/s. K.S. Rao &amp; Co., Chartered Accountants</b> 2 <sup>nd</sup> Floor, Khivraj Mansion No. 10/2, Kasturba Road, Bengaluru – 560001, Karnataka	
<b>Secretarial Auditors</b>	<b>M/s. Arun Kumar Gupta &amp; Associates, Company Secretaries</b> 1005, Roots Tower, Plot No-7, District Centre, Laxmi Nagar, New Delhi – 110 092	
<b>Internal Auditors</b>	Management Assurance Group (GMR Group)	

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**NOTICE TO THE MEMBERS OF GMR VISAKHAPATNAM INTERNATIONAL AIRPORT LIMITED FOR THE 03<sup>RD</sup> ANNUAL GENERAL MEETING OF THE COMPANY.**

**NOTICE** is hereby given that the 03<sup>rd</sup> Annual General Meeting of the members of GMR Visakhapatnam International Airport Limited will be held on **Thursday, the 31<sup>st</sup> Day of August, 2023 at 11:00 AM** through video conferencing/OAVM/at the registered office of the Company at 10-1-43, Flat No. 202, Second Floor, Siripuram Fort, Siripuram, Visakhapatnam – 530 003, Andhra Pradesh to transact the following businesses.

**The video conferencing (Zoom) link to facilitate your attendance in the meeting is given as under:**

<https://gmrgroup-in.zoom.us/j/99203818210?pwd=aIVXS0s4TitFbWkzUjhveDJFZURLUT09>  
**Meeting ID: 992 0381 8210**  
**Passcode: 127403**

**Ordinary Business**

- 1. TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE YEAR ENDED MARCH 31, 2023 TOGETHER WITH THE NOTES AND ANNEXURES THERETO AND THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON.**

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

**“RESOLVED THAT** the audited financial statements of the Company for the financial year ended March 31, 2023 along with the Directors’ Report and Auditors’ Report thereon be and are hereby received, considered, approved and adopted”.

- 2. TO APPOINT A DIRECTOR IN PLACE OF MR. REGIS LACOTE [DIN: 09135168] WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT.**

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

**“RESOLVED THAT** Mr. Regis Lacote-Director [DIN: 09135168], who retires by rotation as per Section 152 (6) of the Companies Act, 2013 and also as per the Articles of Association of the Company, and being eligible, be and is hereby re-appointed as a Director of the Company whose period of office will be determined according to retirement of directors by rotation”.

- 3. TO APPOINT A DIRECTOR IN PLACE OF MR. GOKER KOSE [DIN: 08732217] WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT.**

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

**"RESOLVED THAT** Mr. Goker Kose, Director [DIN: 08732217], who retires by rotation as per Section 152 (6) of the Companies Act, 2013 and also as per the Articles of Association of the Company, and being eligible, be and is hereby re-appointed as a Director of the Company whose period of office will be determined according to retirement of directors by rotation".

## **SPECIAL BUSINESS**

### **4. APPROVAL FOR ENHANCEMENT IN BORROWING LIMIT OF THE COMPANY.**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 42, 71, 179, 180 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof, for the time being in force) and subject to the provisions of the Articles of Association of the Company and subject to such other approvals as may be required from other regulatory authorities (including the Concessioneing Authority and the Reserve Bank of India), approval of the Shareholders be and is hereby accorded for raising funds by way of rupee term loans, working capital loans, LER facility, Non-Fund based facilities and bridge Loans or by way of offer or invite for subscriptions, issue and allot securities on private placement basis, issue and allot secured/unsecured redeemable non-convertible debentures or non-convertible bonds/compulsorily convertible debentures/any other instruments, in one or more series/tranches, in INR and/or in any foreign currency, aggregating to an amount of not exceeding **Rs. 4,000 Crore (Rupees Four Thousand Crore Only)**, on such terms and conditions and at such times, at par or at such premium, as may be decided by the Board, to such person or persons, including financial institutions, banks, multilateral lending agencies, trusts, funds or trustees of debenture holders which shall include their successors and assignees, who have agreed to provide finance to the Company under any of the above said Facilities ("Lenders"), and that the said borrowing is within the overall borrowing limits of the Company.

**RESOLVED FURTHER THAT** any Director or Mr. Manomay Rai (CEO) or Mr. Sandip Sinha Ray (CFO) or Mr. G.R.K. Babu (CFO-Airport Sector) or Mr. Dibyaranjan Mishra (Company Secretary) of the Company, be and are hereby severally authorized to do all such acts, matters, deeds and things as may be considered necessary or desirable in connection with or incidental to give effect to the above resolutions, including filing of necessary forms with the Ministry of Corporate Affairs/Registrar of Companies and to comply with all other requirements in this regard".

### **5. APPROVAL FOR THE CREATION OF LIEN/ENCUMBERANCE OVER THE ASSETS OF THE COMPANY.**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and all other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force), and subject to such approvals, consents, sanctions and permissions, as may be necessary, and the Articles of Association of the Company, the provisions of Concession Agreement and all other

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provisions of applicable laws, consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution) to create charges, mortgages and/or hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, if any, in such form and manner and with such ranking, whether exclusive, pari-passu, subservient or otherwise and at such time and on such terms as the Board may determine, on all or any of the moveable and/or immovable properties of the Company, both present and future and/or on the whole or any part of the undertaking(s) of the Company, in favour of such person or persons, including financial institutions, banks, multilateral lending agencies, trusts, funds or trustees of debenture holders, for securing various borrowings of the Company availed/to be availed by way of loans(s) (in Foreign currency and/or rupee currency), non-fund facilities and/or debentures (convertible/non-convertible/secured/unsecured) and/or securities in the nature of debts instruments issued/to be issued by the Company (hereinafter 'loans'), from time to time subject to a **maximum limit of Rs. 4,000 crores.**

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of the Company be and are hereby authorized to finalize, settle and execute such documents, deeds, writings, papers, and/or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion deem fit, necessary or appropriate.

**RESOLVED FURTHER THAT** any Director or Mr. Manomay Rai (CEO) or Mr. Sandip Sinha Ray (CFO) or Mr. G.R.K. Babu (CFO-Airport Sector) or Mr. Manoj Dharewa (EVP-Project Finance) or Mr. Dibyaranjan Mishra (Company Secretary) of the Company be and are severally authorized to do all such acts, deeds, matters and things, as it may in its absolute discretion deem fit, necessary or appropriate to give effect to the above resolution".

**6. APPROVAL FOR ENHANCEMENT IN AUTHORIZED CAPITAL OF THE COMPANY.**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company and subject to such other approvals as may be required, consent of the members of the Company be and is hereby accorded to increase the authorized share capital of the Company from existing Rs. 750,000,000 (Rupees Seventy Five Crore Only) divided into 75,000,000 (Seven Crore Fifty Lakhs) equity shares of Rs. 10/- (Rupees Ten) each to Rs. 4,500,000,000 (Rupees Four Hundred Fifty Crore Only) divided into 450,000,000 (Forty Five Crore) equity shares of Rs. 10/- (Rupees Ten) each.

**RESOLVED FURTHER THAT** pursuant to Section 13 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) the existing Clause V of the Memorandum of Association be deleted and the same be substituted with the following new clause as Clause V:

**"V.** The share capital of the Company is Rs. 4,500,000,000 (Rupees Four Hundred Fifty Crore Only) divided into 450,000,000 (Forty Five Crore) equity

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shares of Rs. 10/- (Rupees Ten) each with power to increase or reduce and alter the capital in accordance with the provisions of the Companies Act, 2013”.

**RESOLVED FURTHER THAT** any Director of the Company or Mr. Manomay Rai (Chief Executive Officer) or Mr. Sandip Sinha Ray (Chief Financial Officer) or Mr. Dibyaranjan Mishra (Company Secretary) of the Company or Mr. G.R.K. Babu (CFO-Airport Sector) be and are hereby severally authorised to do all such acts, deeds, matters and things as may be deemed proper, necessary or expedient, including filing the requisite forms with the Registrar of Companies/Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto”.

**By order of the Board of Directors of  
'GMR Visakhapatnam International Airport Limited'**

**Place : Visakhapatnam  
Date : August 25, 2023**

**Dibyaranjan Mishra  
[Company Secretary]**



## NOTES

1. The Meeting is being convened at a shorter notice, after obtaining the consent, in writing or by electronic mode, is accorded thereto by members of the Company majority in number entitled to vote and who represent not less than hundred percent of such part of the paid-up share capital of the company as gives a right to vote at the meeting, pursuant to the provisions of Section 101 of the Act.
2. The company shall provide proper teleconferencing/video conferencing/webex facility to the shareholders for attending the meeting. The instructions/details of the meeting i.e. access link to the video conferencing or other audio visual means, login id, passwords, helpline numbers, e-mail id of a designated person who shall provide assistance for easy access to the meeting shall be shared.
3. Pursuant to the MCA Circular on holding AGM through VC, members attending the 03<sup>rd</sup> AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
4. As per the Companies Act, 2013, ('the Act'), a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf. However, in terms of the MCA Circular, the 03<sup>rd</sup> AGM is being held through VC, physical attendance of Members has been dispensed with. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
5. Since the AGM will be held through VC Facility, the Route Map being not relevant, therefore is not annexed to this Notice.
6. Members may join the AGM through VC Facility by following the procedure as mentioned separately in the notice, which shall be kept open for the Members from 15 minutes before the time scheduled to start the AGM and shall not be closed for at least 15 minutes after such scheduled time.
7. Corporate members shall appoint their authorised representative(s) to attend the Meeting through video conferencing and are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the General Meeting.



**ANNEXURE TO THE NOTICE**  
**[Explanatory Statement pursuant to Section 102 of the Companies Act, 2013]**

**ITEM NO. 04: APPROVAL FOR ENHANCEMENT IN BORROWING LIMIT OF THE COMPANY.**

GMR Visakhapatnam International Airport Limited [GVIAL] is expected to commence construction of Phase I of the Bhogapuram Airport and other supporting infrastructure with an annual capacity of 6.0 million passengers shortly upon achieving the 'Appointed Date' after getting the RoW for land from the Authority.

As per clause 25.1.1 of the Concession Agreement ("CA") dated June 12, 2020, the Company shall achieve Financial Close within 180 (one hundred and eighty) days from the date of signing the CA. Considering the fact that the Authority would be handing over the project land shortly, the Company has already finalized the cost for Phase-I of the project and has actively engaged with the lenders for financial closure of the project.

The Board of Directors in its meeting held on May 05, 2023 was apprised about the cost of Phase-I of the project at Rs. 4,727 crores (including funded works of Rs.135 crore) for entailing overall debt requirement of Rs. 4,000 crores. The CA also stipulates various performance related security which can be provided by way of Bank Guarantees. Additionally, the Company would also be required to tie-up working capital limit during its operational phase. Hence, the Company seeks approval from the Shareholders for a borrowing limit of Rs. 4,000 crores which primarily comprises the following:

<b>Particulars</b>	<b>Amount (Rs. In Cr)</b>	<b>Remarks, if any</b>
Term Loan	3,700	To part finance Phase-I development works with around 10% cushion.
Non-Fund based Limit and working capital limit	300	Primarily to provide performance security, DSRA etc. and to meet working capital gap during operational phase
<b>Total</b>	<b>4,000</b>	

The members may please be informed that the existing paid-up capital of the Company is Rs. 75 crores. As the proposed indebtedness would be in excess of aggregate of paid-up capital and free reserves of the Company, the Consent of the members of the Company is required by way of special resolution to enable the Company to borrow money upto Rs. 4,000 Crores in terms of Section 180(1)(c) of the Act.

The Board of Directors of the Company in its meeting held on May 05, 2023 had recommended this resolution as a special resolution to be passed by the members of the Company in the ensuing annual general meeting for raising financial facilities through loan or other modes from banks/financial institutions etc.

None of the Directors and KMPs of the Company and their relatives are concerned or interested, financially or otherwise, in this resolution.

**ITEM NO. 05: APPROVAL FOR THE CREATION OF LIEN/ENCUMBRANCE OVER THE ASSETS OF THE COMPANY.**

As per Section 180(1)(a) of the Companies Act, 2013, the Board of Directors of a Company shall exercise the power to create mortgage, lien, charge or any other encumbrance over the assets of the Company, both present and future in favor of the lenders only with the prior approval of the Shareholders of the Company by way of a Special Resolution. These provisions are applicable only in case where the Board intends to sell, lease or otherwise dispose of the whole or substantially the whole of undertaking of the Company.

GMR Visakhapatnam International Airport Limited ("the Company") is in the process of raising debt/borrowings from banks and financial institutions to fund the construction and operation of Phase-I of Bhogapuram Airport. In order to secure the debt, it will be required to create mortgage, lien, charge or hypothecation on the shares and moveable and immoveable; fixed and current; and tangible and intangible properties/assets of the Company both present and future, in favor of the lenders. This proposal requires approval of the Shareholders of the Company under Section 180(1)(a) of the Companies Act, 2013.

The Board of Directors of the Company in its meeting held on May 05, 2023 had recommended this resolution as a special resolution for approval of the members for creation of lien/encumbrances over the assets of the Company to secure the debt upto Rs. 4,000 (Rupees Four Thousand) crore that will be raised for construction and operation of Phase-I of Bhogapuram Airport project.

None of the Directors and KMPs of the Company and their relatives are concerned or interested, financially or otherwise, in this resolution.

**ITEM NO. 06: APPROVAL FOR ENHANCEMENT IN AUTHORIZED CAPITAL FROM RS. 75 CRORE TO RS. 450 CRORES.**

The present authorized and paid-up capital of the Company is Rs. 750,000,000 divided into 75,000,000 equity shares of Rs. 10/- each. Considering the future equity infusion by the promoter Company during FY 2023-24 for project related expenses and lenders stipulation regarding upfront equity, it is proposed to increase the authorized share capital of the Company from existing Rs. 75 crore to Rs. 450 crore.

In view of the proposed increase in Authorised Share Capital, the **Clause V** of the Memorandum of Association of the Company is proposed to be altered as under:

**"Clause V:** The share capital of the Company is Rs. 4,500,000,000 (Rupees Four Hundred Fifty Crore only) divided into 450,000,000 (Forty Five Crore) equity shares of Rs. 10/- (Rupees Ten) each with power to increase or reduce and alter the capital in accordance with the provisions of the Companies Act, 2013."

The Board of Directors of the Company in its meeting held on August 24, 2023 had recommended this resolution as an ordinary resolution for approval by the members of the Company.

None of the Directors and KMPs of the Company and their relatives are concerned or interested, financially or otherwise, in this resolution.

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

<b>Name of Director</b>	<b>Mr. Regis Lacote</b>	<b>Mr. Goker Kose</b>
DIN	09135168	08732217
Age	51 Years	42 Years
Qualification	Graduate of ESIEE and ENAC	MBA and BA in Economics
Experience	25 Years	20 Years
Terms and Conditions of appointment	Non-Executive Director	Non-Executive Director
Details of Remuneration	Nil	Nil
Date of first appointment on the Board	26.04.2021	26.04.2021
Shareholding in the Company	Nil	Nil
Relationship with other Directors, Manager and KMPs	NA	NA
No. of Board meetings attended during the year	3 out of 4	2 out of 4
Other Directorship, Chairmanship and Committee Membership	1. GMR Visakhapatnam International Airport Limited 2. GMR Airport Developers Limited 3. Delhi International Airport Limited	1. GMR Visakhapatnam International Airport Limited 2. GMR Goa International Airport Limited 3. GMR Infra Services Private Limited

**By order of the Board of Directors of  
'GMR Visakhapatnam International Airport Limited'**

**Place : Visakhapatnam  
Date : August 25, 2023**

**Dibyaranjan Mishra  
[Company Secretary]**

## DIRECTORS' REPORT

**Dear Shareholders,**

Your Directors are happy to present the 3<sup>rd</sup> annual report of your Company together with the audited financial statements for the year ended March 31, 2023.

**FINANCIAL RESULTS AND STATE OF THE COMPANY'S AFFAIRS:** A snapshot of your Company's 3<sup>rd</sup> year financial performance for the year ended March 31, 2023 is given below:

Particulars	(In Rs. Lakhs) Mar'31, 2023
Revenue from Operations	-
Other Income	38.06
<b>Total Revenue</b>	<b>38.06</b>
Less: Total Expenses	38.40
<b>Loss before Interest, Depreciation &amp; Tax</b>	<b>(0.34)</b>
Less: Depreciation & Amortization	0.91
Less: Finance Cost	0.74
<b>Profit/Loss before Tax &amp; Exceptional Item</b>	<b>(1.99)</b>
Tax Expenses	-
Profit/Loss After Tax	<b>(1.99)</b>
Other Comprehensive Income	-
Total Comprehensive Income for the Year	<b>(1.99)</b>

## PROJECT UPDATES

Various requirements for commencement of construction of the project are underway. During the year under report, the details of land acquired, status of R&R and financial closure are given as under:

- 1. Land Acquisition:** Entire land for the project has been acquired by GoAP and the District Administration is in the process of alienating the same to Andhra Pradesh Airports Development Corporation Limited (APADCL/ Authority). Authority will in turn grant the right of way over the airport land to GVIAL.
- 2. Rehabilitation & Resettlement:** R&R process for the project has been completed and all the project displaced families (PDFs) have voluntarily vacated the land and shifted to their newly constructed houses in two R&R colonies in Gudepuvalasa and Polipalli villages. These R&R colonies were built with all required community and social amenities. Each PDF received compensation of 240 square yards of land, financial support for construction of new houses and relocation and compensation towards structural value of old houses from the State Government.
- 3. Financial Closure:** The Company is in active dialogue with the prospective lenders to achieve financial close of the phase I development at an optimal debt equity ratio. The sanction has already been received from IIFCL (Lead Lender) and REC Limited.
- 4. Ground-Breaking Ceremony:** Foundation stone for Bhogapuram international Airport Project was laid by Honourable Chief Minister of Andhra Pradesh Shri. Y.S. Jagan Mohan

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Reddy in the presence of Group Chairman, Business Chairman and senior leadership from GMR Group, Ministers and officials from GoAP on 3rd of May'2023 at the Airport Site.



**5. Status of various approvals w.r.t the project:** Both the parties to the Concession Agreement are in the process of fulfilment of Conditions Precedent (CPs) required to start the construction for Phase-I of Bhogapuram Airport project.

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

**Change in the nature of business, if any:** There is no change in the nature of business of your Company.

**Change in Capital Structure:** During the year under report, the capital structure of your Company was as under:

Nature of Capital	Mar'31, 2023	Mar'31, 2022	Increase/ (Decrease)
<b>Authorized Capital</b>	Rs. 750,000,000 divided into 75,000,000 Equity Shares of Rs. 10/- each	Rs. 500,000,000 divided into 50,000,000 Equity Shares of Rs. 10/- each	Rs. 250,000,000 divided into 25,000,000 equity shares of Rs. 10/- each.
<b>Paid-up Capital</b>	Rs. 605,900,000 divided into 60,590,000 Equity Shares of Rs. 10/- each.	Rs. 317,500,000 divided into 31,750,000 Equity Shares of Rs. 10/- each.	Rs. 288,400,000 divided into 28,840,000 Equity Shares of Rs. 10/- each.

**Dividend:** Since the Company is yet to commence operations and there being no revenue, the directors do not recommend any dividend for the financial year 2022-23.

**Reserves & Provisions:** Since the Company is yet to commence operations, transfer of any amount to the General Reserve for the financial year 2022-23 is not proposed.

**Insurance:** Appropriate insurance for assets against foreseeable perils shall be in place on or before commencement of construction works.



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**Events subsequent to the date of financial statements / Material changes and commitments post the end of financial year:** There are no material changes and commitments of Company which can affect the financial positions of the Company which have occurred between the end of the financial year of the company to which the financial statements relate and the date of the report.

**DIRECTORS AND KEY MANAGERIAL PERSONNEL:** The Board of Directors of your Company, as on the date of this report comprises the following:

Serial No	Name of the Director	DIN	Designation
1.	Mr. G.M. Rao	00574243	Non-Executive Chairman
3.	Mr. G.B.S. Raju	00061686	Non-Executive Director
7.	Mr. I. Prabhakara Rao	03482239	Non-Executive Director
4.	Mr. S.G.K Kishore	02916539	Non-Executive Director
5.	Mrs. V.S. Kameswari	02336249	Independent Director
6.	Dr. M. Ramachandran	01573258	Independent Director
7.	Mr. Regis Lacote	09135168	Non-Executive Director
8.	Mr. Goker Kose	08732217	Non-Executive Director
9.	Mr. Bimal Parekh	00060885	Independent Director

**Particulars of 'Key Managerial Personnel' (KMP):** Pursuant to Section 203 of the Companies Act, 2013, the following officials continue to be the Key Managerial Personnel (KMP) of the Company during the year under report. The details of KMPs during the year are as under:

Serial No	Name of KMP	Designation	Date of Appointment
1.	Mr. Manomay Rai	Chief Executive Officer	June 02, 2020
2.	Mr. Sandip Sinha Ray	Chief Financial Officer	February 26, 2021
3.	Mr. Dibyaranjan Mishra	Company Secretary	July 29, 2021

**Changes in the composition of the Board of Directors and Key Managerial Personnel (KMP):** During the year under report, there were no change in the composition of the Board of Directors and Key Managerial Personnel (KMP).

**Retirement by Rotation:** Pursuant to the provisions of Section 152(6) of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Articles of Association of the Company, Mr. Goker Kose [DIN: 08732217] and Mr. Regis Lacote [DIN: 09135168] being longest in office, are liable to retire by rotation at the ensuing annual general meeting and being eligible have offered themselves for reappointment. Appropriate resolutions for their re-appointment have been included in the notice of the annual general meeting for seeking approval of members.

**Number of Meetings of the Board held during the Financial Year 2022-23:** Four meetings of the Board of Directors were held during the financial year 2022-23 and the details of attendance of Directors are as under:

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Sl. No	Name of Director	DIN	Board Meetings Held on			
			May'04 2022	Aug'24 2022	Oct'17 2022	Jan'23 2023
1.	Mr. G.M. Rao	00574243	Present	Present	Present	Present
2.	Mr. G.B.S. Raju	00061686	Present	Present	Present	Present
3.	Mr. I. Prabhakara Rao	03482239	Present	Present	Present	Present
4.	Mr. SGK Kishore	02916539	Present	Present	Present	Present
5.	Mrs. V. S. Kameswari	02336249	Present	Present	Present	Present
6.	Dr. M. Ramachandran	01573258	Present	Present	Present	Present
7.	Mr. Regis Lacote	09135168	Present	Present	Present	Absent
8.	Mr. Goker Kose	08732217	Present	Absent	Absent	Present
9.	Mr. Bimal Parekh	00060885	Present	Present	Present	Absent

**COMMITTEES OF THE BOARD**

For ease in Board operations and considering the provisions of the Companies Act, 2013 as may be applicable to the business of the Company, the Board of Directors of the Company in its meeting held on July 29, 2021 had formed the following Board Committees during the year under report:

- 1) The Audit Committee
- 2) The Nomination & Remuneration Committee
- 3) The CSR Committee
- 4) The Share Allotment & Transfer Committee

1. **AUDIT COMMITTEE:** Pursuant to the provisions of Section 177 of the Companies Act, 2013, the Board of Directors of your Company had constituted the Audit Committee. Mrs. V.S. Kameswari-Independent Director was appointed as the Chairperson of the Committee. As per the terms of reference approved by the Board, the Committee reviews reports of the statutory auditors and discusses their findings, suggestions and observations and other related matters as per the scope defined in the Companies Act, 2013. It also reviews the major accounting policies followed by the Company. The composition of the Audit Committee and the details of attendance of various members in the meetings of the Committee held during the year under report are given as under:

Sl. No	DIN	Name of the Member	Audit Committee Meeting held on			
			May'04 2022	Jul'19 2022	Oct'17 2022	Jan'23 2023
1.	02336249	Mrs. V.S. Kameswari	Present	Present	Present	Present
2.	01573258	Dr. M. Ramachandran	Present	Present	Present	Present
3.	00060885	Mr. Bimal Parekh	Present	Present	Absent	Present
4.	02916539	Mr. SGK Kishore	Present	Present	Present	Present
5.	08732217	Mr. Goker Kose	Present	Present	Absent	Present

2. **NOMINATION & REMUNERATION COMMITTEE:** The Nomination and Remuneration Committee plays a key role in identification of persons qualified to become Directors, Key Managerial Personnel and also those, who may be appointed in senior management positions and recommending to the Board for their appointment and removal. Considering the above, the Board of Directors of your Company had constituted the Nomination & Remuneration



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Committee. Dr. M. Ramachandran – Independent Director was appointed as the Chairman of the Committee. The Committee has approved the Nomination & Remuneration Policy proposed to be followed by the Company. The copy of the policy approved by the Committee has been uploaded in the official website of the Company vide the following web link: <https://gmrvisakhapatnamairport.com>. The detail composition of the Committee and the attendance of various members in the meetings of the Committee held during the year under report are given as under:

Sl. No	DIN	Name of the Member	Nomination & Remuneration Committee meeting held on Aug'24 2022
1.	01573258	Dr. M. Ramachandran	Present
2.	00060885	Mr. Bimal Parekh	Present
3.	03482239	Mr. I. Prabhakara Rao	Absent
4.	09135168	Mr. Regis Lacote	Present

3. **CSR COMMITTEE:** Considering the voluntary CSR activities proposed to be undertaken by the Company in the peripheral area of the Bhogapuram Airport project site, the Board of Directors of the Company had constituted the CSR Committee. Dr. M. Ramachandran – Independent Director was appointed as the Chairman of the Committee.

The terms of reference of the CSR Committee includes: (a) formulation and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the projects/activities to be undertaken by the Company in areas or subject, as specified in Schedule VII; (b) recommend the amount of expenditure to be incurred on CSR projects/activities undertaken; (c) to constitute Management Committee for implementation and execution of CSR initiatives/activities; (d) constitution of a transparent monitoring mechanism for implementation of CSR projects/activities undertaken by the company; (e) reviewing the performance of the Company in the areas of CSR; (f) submission of the annual report of CSR projects/activities to the board; and (g) monitoring the CSR Policy from time to time.

The Committee has approved the CSR Policy proposed to be followed by the Company, the copy of which has been uploaded in the official website of the Company vide the following web link: <https://gmrvisakhapatnamairport.com>. The detail composition of the Committee is given as under. As the project works are yet to be commenced, the Committee did not meet during the year under report.

Sl. No	DIN	Name of the Member
1.	01573258	Dr. M. Ramachandran
2.	03482239	Mr. I. Prabhakara Rao
3.	02916539	Mr. SGK Kishore

4. **SHARE ALLOTMENT & TRANSFER COMMITTEE:** For convenience in issue, allotment and transfer of shares of the Company, as may be required from time to time, the Board of Directors of your Company had constituted the 'Share Allotment & Transfer Committee'. Mr. G.B.S. Raju-Director was appointed as the Chairman of the Committee.

The detail composition of the Committee is given as under:

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Sl. No	DIN	Name of the Member
1.	00061686	Mr. G.B.S. Raju
2.	03482239	Mr. I. Prabhakara Rao
3.	02916539	Mr. SGK Kishore

**Independent Directors' Meeting:** The Independent Directors of your Company met on August 22, 2023, without the attendance of non-independent Directors and other members of management. The independent directors reviewed:

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

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

**Secretarial Standards:** Your Company complies with the applicable provisions of the Secretarial Standards issued by the 'Institute of Company Secretaries of India'.

As per the provisions of the Companies Act, 2013 and the Secretarial Standard-I issued by 'The Institute of Company Secretaries of India (ICSI)', Companies are required to hold at least four (4) meetings of its Board every year in such a manner that not more than one hundred and twenty days shall intervene between two consecutive meetings of the Board. Your Board met 4 times during financial year 2022-23 and the gap between two consecutive meetings has not been more than one hundred and twenty days.

**DIRECTORS' RESPONSIBILITY STATEMENT:** To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements in terms of Section 134(3)(c) of the Companies Act, 2013 for the financial year 2022-23:

- (a) That in the preparation of the annual financial statements for the period ended March 31, 2023, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- (b) That such accounting policies as mentioned in the notes to the financial statements have been selected and applied consistently and judgement and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2023 and of the loss of the Company for the period ended on that date;

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- (c) That proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) That the annual financial statements have been prepared on a going concern basis;
- (e) That proper internal financial controls with reference to financial statements have been laid down and that the financial controls are adequate and were operating effectively;
- (f) That proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**Statement of Declaration of Independent Directors:** The Independent Directors, as mentioned below, hold office for a fixed term of 5 (Five) years and are not liable to retire by rotation. The following Independent Directors have given declarations that they meet the criteria of independence as laid down under section 149(6) of the Companies Act, 2013:

Serial No	Name of the Director	Designation	DIN
1.	Dr. M. Ramachandran	Independent Director	01573258
2.	Mrs. V.S. Kameswari	Independent Director	02336249
3.	Mr. Bimal Parekh	Independent Director	00060885

**Internal Financial Control Systems and their Adequacy:** The Company has an internal financial control system, commensurate with the size, scale and complexity of its operations. The Management Assurance Group (MAG) monitors and evaluate the efficacy and adequacy of internal control system in the Company, its compliance with operating system, accounting procedures and policy of the Company.

**PARTICULARS OF LOAN, GUARANTEES AND INVESTMENTS**

The Company during the year under report, has tied-up non-fund based facility (Bank Guarantee) of Rs. 50 crore from HSBC Bank.

**Contracts or Arrangements with Related Parties:** During the year under report, your Company has entered into transactions with related parties. The said transactions were done on arms-length basis and were duly approved by the Audit Committee of the Company.

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

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

- (1) **Conservation of Energy and Research & Development and Technology Absorption, adaptation & Innovation:** The construction of airport project at Bhogapuram, Visakhapatnam is yet to commence. Hence, the details on Conservation of Energy and Research & Development and Technology Absorption, adaptation & Innovation is not applicable for the year under report.

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

Year	FY 2022-23 (In Rs.)
Earnings in Foreign Exchange (INR)	Nil
Expenditure in Foreign Currency (INR)	Nil

**Rights Issue:** During the year under report, your Company has offered 28,840,000 fully paid-up equity shares of Rs. 10/- each aggregating to Rs. 288,400,000 for subscription by the existing shareholders on rights basis pursuant to the provisions of Section 62 of the Companies Act, 2013 read with the Companies (Share Capital and Debenture) Rules, 2014.

The said equity shares rank *pari-passu* with existing equity shares of the Company in all respects.

The details of such issue is given as under:

Nature of Issue	Year of Issue	Date of Issue	No. of Shares Issued	Face Value (In Rs.)	Total Amount (In Rs.)
Right Issue	2022-23	20-May-22	2,000,000	10	20,000,000
		18-Jul-22	6,500,000		65,000,000
		28-Aug-22	7,500,000		75,000,000
		07-Dec-22	6,000,000		60,000,000
		04-Mar-23	6,840,000		68,400,000
Total			28,840,000		288,400,000

**Share Capital/Share Application Money:** The Authorized Capital of your Company as on closure of the financial year 2022-23 was Rs. 750,000,000/- divided into 75,000,000 Equity Shares of Rs. 10/- each. Further, the issued, subscribed and paid-up equity share capital of your company as on March 31, 2023 was Rs. 605,900,000/- divided into 60,590,000 equity shares of Rs. 10/- each. At the end of the financial year, no share application money was pending for allotment in favour of the shareholders of the Company.

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

**Subsidiaries, Associates and Joint Venture Companies:** Your Company does not have any subsidiaries, associates and joint venture companies.

**AUDIT AND AUDITORS**

**Statutory Auditors:** M/s. K.S. Rao & Co., Chartered Accountants, Bengaluru (Firm Registration No. 003109S) were appointed as the statutory auditors of the Company for a continuous period of 5 years i.e. till the conclusion of the 6<sup>th</sup> annual general meeting scheduled during calendar year 2026.

**Internal Auditors:** Management Assurance Group (MAG) was the internal auditor of your Company for FY 2022-23. MAG conducted internal audit as per their defined scope during the

year under report. The audit was conducted based on the verification of documents and evidences and required discussion with the respective personnel. The internal audit report was also presented before the Audit Committee of the Company every quarter.

**Secretarial Auditors:** Pursuant to the provisions of Section 204 of the Companies Act, 2013, the Board of Directors of your Company has appointed M/s. Arun Gupta & Associates, Company Secretaries, New Delhi to undertake the audit of secretarial records of the Company for the Financial Year 2022-23. The firm has undertaken the audit for FY 2022-23 and the audit report for the said period is attached as **Annexure-I** to this report. There were no qualifications, observations, reservations and adverse remarks given by the secretarial auditors of the Company.

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

### **ACKNOWLEDGEMENTS**

Your Directors wish to place on record their appreciation for the continued support received from Government of Andhra Pradesh, other State and Central Government Authorities, the employees of the Company and the confidence reposed by other stakeholders in the Company.

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

**Place : New Delhi  
Date : August 24, 2023**

**G.M. Rao  
[Chairman]**

**ANNEXURE-I TO DIRECTORS' REPORT**

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

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

**To,**

**The Members**

**GMR VISAKHAPATNAM INTERNATIONAL AIRPORT LIMITED  
10-1-43, FLAT NO. 202, SECOND FLOOR,  
SIRIPURAM FORT, SIRIPURAM  
VISAKHAPATNAM, ANDHRA PRADESH – 530 003 IN**

We have conducted the Secretarial Audit of the compliance of all applicable statutory provisions and the adherence to good corporate practices by GMR VISAKHAPATNAM INTERNATIONAL AIRPORT LIMITED (hereinafter called 'the Company') for the Financial Year ended March 31, 2023. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that, in our opinion, the Company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2023, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter. Other material compliances are listed in 'Annexure-A' attached to this report.

We have examined the books, papers, minute books, registers, forms and returns filed and other records maintained by GMR VISAKHAPATNAM INTERNATIONAL AIRPORT LIMITED for the financial year ended on 31<sup>st</sup> March, 2023, according to the provisions of:

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



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- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): **Not applicable** as the shares of the Company are not listed in any stock exchange in India.
- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011: **Not Applicable**
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015: **Not Applicable**
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018: **Not Applicable**
  - (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Guidelines, 2021: **Not Applicable**
  - (e) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client: **Not Applicable**
  - (f) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2016: **Not Applicable**
  - (g) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018: **Not Applicable**; and
  - (h) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021: **Not Applicable**
- vi. The other laws, as informed and certified by the management of the Company which are specifically applicable to the Company based on their sector/industry are:
- (a) The Central Goods and Service Tax Act, 2017
  - (b) The Income Tax Act, 1961 & The Income Tax Rules, 1962
  - (c) The Employees Provident Fund & Miscellaneous Provisions Act, 1952
  - (d) The Gratuity Act, 1972
  - (e) Corporate and Pollution laws, Order rules, Regulations, Guidelines and other legal requirements of the Central and State Government as well as Local Authorities concerning the business and affairs of the Company.

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

A. Secretarial Standards issued by "The Institute of Company Secretaries of India".

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



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

- (a) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Companies Act, 2013.
- (b) Adequate notice was given to all the Directors to schedule Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance (in the case of meeting held on shorter notice, one independent Director was present in the meeting in terms of the compliance of the Act), and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. We further report that the Company has been sending agenda notes to Directors as per the provisions contained in its Articles of Association, which is in compliances with the provisions of the Act. Majority decision is carried through while the dissenting member's views are captured and recorded as part of the minutes.

We further report that during the audit period:

- (a) The Company by way of Circular Resolution passed by the Share Allotment & Transfer Committee of the Board of Directors on June 17, 2022 allotted 20,00,000 equity shares of face value of Rs. 10/- each fully paid up on right issue basis.
- (b) The Company by way of Circular Resolution passed by the Share Allotment & Transfer Committee of the Board of Directors on September 13, 2022 allotted 65,00,000 equity shares of face value of Rs. 10/- each fully paid up on right issue basis.
- (c) The Company by way of Circular Resolution passed by the Share Allotment & Transfer Committee of the Board of Directors on September 13, 2022 allotted 75,00,000 equity shares of face value of Rs. 10/- each fully paid up on right issue basis.
- (d) The Company by way of Circular Resolution passed by the Share Allotment & Transfer Committee of the Board of Directors on February 01, 2023 allotted 60,00,000 equity shares of face value of Rs. 10/- each fully paid up on right issue basis.
- (e) The Company by way of Circular Resolution passed by the Share Allotment & Transfer Committee of the Board of Directors on March 28, 2023 allotted 68,40,000 equity shares of face value of Rs. 10/- each fully paid up on right issue basis.
- (f) The Company has obtained the consent of the members by way of passing of Special Resolutions in its Extra Ordinary General Meeting on the following dates:
  - (1) 02nd Day of December, 2022: Following are the resolutions:
    - 1. Approval of Borrowing Limits for the Company.
    - 2. Approval for the Creation of Lien/Encumbrance over the Assets of the Company.

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

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

**(ARUN KUMAR GUPTA)**

**Proprietor**

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

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

**UDIN:**

**Place: New Delhi**

**Date: August 24, 2023**

**Annexure A'*****Annexure to the Secretarial Audit Report***

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

- (2) Maintenance of various statutory registers and documents and making necessary entries therein;
- (3) Contracts, Common Seal, Registered Office and publication of name of the Company;
- (4) Forms, Returns, Documents and resolutions required to be filed with the Registrar of Companies, Regional Director, Central Government, and such other authorities;
- (5) Service of documents by the Company on its Members, Directors, Auditors and Registrar of Companies;
- (6) Constitution of the Board, Audit Committee, Nomination and Remuneration Committee and Share Allotment and Transfer Committee;
- (7) Disclosure of Interest and Concerns in Contracts and Arrangements, Shareholdings and Directorships in other Companies and interest in other entities by Directors and Key Managerial Personnel;
- (8) Disclosures requirements in respect of their eligibility for appointment, declaration of their independence and other compliances related to their appointment as Directors of GMR Visakhapatnam International Airport Limited;
- (9) Related party transactions which were in the ordinary course of business and at arm's length basis and were placed before the Audit Committee for their review/approval as and when required;
- (10) Appointment and remuneration of Statutory Auditors;
- (11) Notice of the meetings of the Board and Committees thereof;
- (12) Minutes of the meeting of the Board and Committees thereof;
- (13) Minutes of General Meeting(s);
- (14) Approval of the Members, Board of Directors, Committees of the Board of Directors and Government Authorities, wherever required;
- (15) Form of the Balance Sheet as at March 31, 2022 as prescribed under part I of Division II of schedule III of the Companies Act, 2013 and requirements as to Profit & Loss Account for the year ended on that date are as per Part II of Division II of the said schedule and the financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2022 is in conformity with the format prescribed under schedule V of the Act;
- (16) Report of the Board of Directors for the financial year ended March 31, 2022;
- (17) Annual Return as per the provisions of Section 92 of the Companies Act, 2013;
- (18) Borrowings and registration of charges;
- (19) Investment of Company's funds and inter-corporate loans and investments.

\*\*\*\*\*

**Annexure-B****To****The Members****GMR VISAKHAPATNAM INTERNATIONAL AIRPORT LIMITED  
10-1-43, FLAT NO. 202, SECOND FLOOR, SIRIPURAM FORT,  
SIRIPURAM VISAKHAPATNAM AP 530003 IN**

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

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

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

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

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

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

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

**For ARUN KUMAR GUPTA & ASSOCIATES  
COMPANY SECRETARIES****(ARUN KUMAR GUPTA)****Proprietor****FCS No. 5551, CP No. 5086****Peer Review Cer. No. 1658 /2022****Place: New Delhi****Date: August 24, 2023**



## INDEPENDENT AUDITOR'S REPORT

To The Members of GMR Visakhapatnam International Airport Limited

### Report on the Audit of Financial Statements

#### Opinion

1. We have audited the accompanying financial statements of M/s. **GMR Visakhapatnam International Airport Limited** (the "Company"), which comprise the Balance Sheet as at March 31, 2023, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended, and a summary of the significant accounting policies and other explanatory information. (Hereinafter referred to as "financial statements").
2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements for the year ended March 31, 2023 give the information required by the Companies Act, 2013 ('Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including Indian Accounting Standards ('Ind AS') specified under section 133 of the Act, of the state of affairs (financial position) of the company as at March 31, 2023, and its loss (financial performance including other comprehensive income), its cash flows and the changes in equity for the year ended on that date.

#### Basis for Opinion:

3. We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

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

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

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

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

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

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

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

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

8. Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an

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

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



misstatements in the financial statements.

11. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
12. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

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

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

In our opinion and to the best of our information and according to the explanations given to us, the company has not paid any remuneration.

14. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub section (11) of section 143 of the Companies Act, 2013, we give in "Appendix - A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
15. As required by Section 143(3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c) The Balance Sheet, the Statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the books of account.
  - d) In our opinion, the aforesaid financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.
  - e) On the basis of written representations received from the directors as on March 31, 2023 taken on record by the board of directors, none of the directors are disqualified as on March

31, 2023 from being appointed as directors in terms of section 164(2) of the Act.

- f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate report in "Appendix-B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls with reference to financial statements.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
  - i. There are no pending litigation as on the Balance- Sheet date.
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
  - iii. There were no amounts required to be transferred to the Investor Education and Protection Fund by the Company during the year ended March 31, 2023.
  - iv.
    - i. The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or securities premium or any other sources or kind of funds) by the Company to or in any persons or entities, including foreign entities ('the intermediaries'), with the understanding, whether recorded in writing or otherwise, that the intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ('the Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf the Ultimate Beneficiaries;
    - ii. The management has represented that, to the best of its knowledge and belief, no funds have been received by the Company from any persons or entities, including foreign entities ('the Funding Parties'), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
    - iii. Based on such audit procedures performed as considered reasonable and appropriate in the circumstances, nothing has come to our attention that causes us to believe that the management representations under sub-clauses (a) and (b) above contain any material misstatement.

- v. During the year, the Company has not declared any dividend.
- vi. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company with effect from April 1, 2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.

For **K.S. Rao & Co.,**  
Chartered Accountants  
ICAI Firm Registration No: 003109S

Place: New Delhi  
Date: 05<sup>th</sup> May 2023

**Sudarshana Gupta M S**  
Partner  
Membership No. 223060  
UDIN No: 23223060BGXIQF4661

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

The Appendix referred to in Independent Auditor's Report to the members of the Company on the financial statements for the year ended March 31, 2023, we report that:

- (i) In respect of the Company's Property, Plant and Equipment and Intangible Assets
  - (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment ('PPE').  
(B) The Company doesn't hold any Intangible Assets, accordingly, reporting under clause (i) (a)(B) of the order Is not applicable.
  - (b) The Company has a program of physical verification of PPE and right-to-use assets so to cover all the assets once every three years and to deal with material discrepancies identified on such verification which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets.
  - (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company doesn't own any immovable property as on the balance sheet date. However, the properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee.
  - (d) The Company has not revalued any of its Property, Plant and Equipment and intangible assets during the year.
- (ii) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2023 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder..
- (iii) (a) The Company doesn't hold any inventories during the year. Hence, disclosure under clause 3(ii)(a) are not applicable.  
(b) As per the information and explanations provided to us, The Company has not availed loan towards working capital requirements in excess of five Crores on the basis of security of current assets and movable assets. Hence, reporting under clause 3(ii)(b) of the order is not applicable.
- (iv) The Company has not made investments in, companies, firms, Limited Liability partnerships, and granted unsecured loans to other parties and Accordingly, reporting under clause 3(iii) of the Order is not applicable.
- (v) In our opinion and according to the information and explanations given to us, the Company has no loans, investments, guarantee and security which meets the requirements of section 185 and 186 of the Act and Accordingly, reporting under clause 3(iv) of the Order is not applicable.
- (vi) According to the information and explanations given to us, the Company has not accepted

deposits and does not have any unclaimed deposits within the meaning of Section 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of the clause 3 (v) of the Order are not applicable.

- (vii) The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, for any of the services rendered by the Company.
- (viii) a) According to the information and explanations given to us and according to the records as produced and examined by us, in our opinion, the Company is regular in depositing with appropriate authorities the undisputed statutory dues including provident fund, employee's state insurance, income tax, goods and service tax, customs duty, cess and other material statutory dues, as applicable, and there are no arrears of outstanding statutory dues as at March 31, 2023 for a period of more than six months from date they become payable.  
b) According to the information and explanations given to us, there are no dues in respect of income tax, sales tax, service tax, value added tax, goods and service tax, customs duty, excise duty, cess which have not been deposited on account of dispute.
- (ix) There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.
- (x) (a) According to the information and explanations provided to us, the Company has not availed any loan facility, hence reporting under clause 3(ix)(a) is not applicable.  
(b) According to the information and explanations provided to us, the Company has not been declared wilful defaulter by any bank or financial institution or other lender;  
(c) During the year, the Company has not availed any term loan facility, accordingly, disclosure under clause 3(ix) (c) is not applicable.  
(d) During the year, the Company has not raised any funds on short term basis, hence, disclosure under clause 3(ix)(d) is not applicable.  
(e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.  
(f) The Company has not raised any loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies and hence reporting on clause 3(ix)(f) of the Order is not applicable.
- (xi) (a) During the year, the Company has not raised moneys by way of rights issue to the existing shareholders and hence reporting on clause 3(x)(a) of the Order is not applicable.  
(b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence

reporting under clause 3(x)(b) of the Order is not applicable.

- (xii) (a) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, we report that no fraud by the Company or no fraud on the Company by the officers and employees of the Company has been noticed or reported during the period.

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

(c) According to the information and explanations provided to us, during the year the company has not received any whistle blower complaints.

- (xiii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company. Accordingly, the provisions of clause 3(xii) of the order are not applicable to the Company and hence not commented upon.

- (xiv) According to the information and explanations given by the management, transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.

- (xv) According to the information and explanations given to us and on an overall examination of the books of account, provisions with respect to Internal Audit are not applicable to the Company. Accordingly, reporting under clause 3(xiv) is not applicable.

- (xvi) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him as referred to in section 192 of companies Act, 2013. Accordingly, paragraph 3(xv) of the Order is not applicable.

- (xvii) (a) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a) of the Order is not applicable.

(b) In our opinion, the company is not conducting any Non-Banking Financial or Housing Finance activities. Hence, reporting under clause 3(xvi) (b) of the Order is not applicable.

(c) The Company is not a Core investment Company (CIC) as defined in the regulations made by RBI. Accordingly, the provisions stated in paragraph 3(xvi)(c) of the Order are not applicable to the Company.

(d) According to the information explanation provided to us, the group has one CIC as a part of its group.

- (xviii) The Company has incurred cash losses during the financial year amounting to Rs. 1.08 Lakhs and has also incurred cash losses in the immediately preceding financial year

amounting to Rs.27.28 Lakhs.

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

For **K.S. Rao & Co.,**  
Chartered Accountants  
ICAI Firm Registration No: 003109S

Place: New Delhi  
Date: 05<sup>th</sup> May 2023

**Sudarshana Gupta M S**  
Partner  
Membership No. 223060  
UDIN No: 23223060BGXIQF4661



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

We have audited the internal financial controls with reference to financial statements of M/s. GMR Visakhapatnam International Airport Limited ("the Company") as of March 31, 2023 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

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

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

**Auditors' Responsibility**

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

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

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

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

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

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

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

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

**Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2023, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **K.S. Rao & Co.,**  
Chartered Accountants  
ICAI Firm Registration No: 003109S

**Sudarshana Gupta M S**  
Partner  
Membership No. 223060  
UDIN No:23223060BGXIQF4661

Place: New Delhi  
Date: 05<sup>th</sup> May-2023

**GMR Visakhapatnam International Airport Limited**  
**CIN: U74999AP2020PLC114561**  
**Standalone Balance Sheet as at March 31, 2023**  
**(All amounts in Rs. Lakhs, except otherwise stated)**

Particulars	Notes	As at March 31, 2023	As at March 31, 2022
<b>Non-current assets</b>			
Property, plant and equipment	3	7.78	0.48
Capital work in progress	4	4,252.32	2,846.17
Income tax assets (net)	5	2.53	-
<b>Current assets</b>			
Financial Assets			
(i) Investments	6	583.10	197.27
(ii) Trade Receivables		-	-
(iii) Cash and cash equivalents	7	70.00	25.99
(iv) Bank balance other than Cash and cash equivalents	7	920.00	-
(iv) Others	8	15.23	-
Other current assets	9	521.43	337.12
<b>Total Assets</b>		<b>6,372.39</b>	<b>3,407.03</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Equity Share capital	10	6,059.00	3,175.00
Other Equity	11	(47.11)	(45.12)
<b>LIABILITIES</b>			
<b>Non-current liabilities</b>			
Financial Liabilities			
(i) Borrowings		-	-
(ii) Other financial liabilities		-	-
Provisions	12	30.92	46.72
Other non-current liabilities			
Other financial liabilities	14	70.29	-
Deferred tax liabilities (net)		-	-
<b>Current liabilities</b>			
Financial Liabilities			
(i) Borrowings		-	-
(i) Trade Payables	13	-	-
(ii) Other financial liabilities	14	102.64	100.23
Other current liabilities	15	39.52	34.81
Provisions	12	117.13	95.39
<b>Total Equity and Liabilities</b>		<b>6,372.39</b>	<b>3,407.03</b>
Summary of significant accounting policies	2		
The accompanying notes are integral part of the financial statements.			

**For K.S. Rao & Co.**  
Firm Registration Number : 003109S  
Chartered Accountants  
Sudarsana Gupta M S  
Digitally signed by Sudarsana Gupta M S  
Date: 2023.05.05 20:45:50 +05'30'  
Sudarshana Gupta M S  
Partner  
Membership no.: 223060  
Place: New Delhi  
Date : 05th May 2023

**For and on behalf of the board of directors of**  
**GMR Visakhapatnam International Airport Limited**

BUCHISAN  
YASI RAJU  
GRANDHI

GBS Raju  
Director  
DIN- 00061686

MANOMAY  
RAI

Manomay Rai  
Chief Executive Officer  
PAN: AEAPR4669G

DIBYARANJAN  
MISHRA

Dibyaranjan Mishra  
Company Secretary  
PAN: AWQPM3786R

Place: New Delhi  
Date : 05th May 2023

Prabhakara  
Rao Indana  
Prabhakara Indana Rao  
Director  
DIN- 03482239

SANDIP  
SINHA RAY  
Sandip S Ray  
Chief Financial Officer  
PAN: AEFPR3115Q

**GMR Visakhapatnam International Airport Limited**  
**CIN: U74999AP2020PLC114561**  
**Standalone Statement of Profit and Loss for the year ended March 31, 2023**  
**(All amounts in Rs. Lakhs, except otherwise stated)**

Particulars	Notes	Year ended March 31, 2023	Year ended March 31, 2022
<b>I Revenue From Operations</b>		-	-
Other Income	16	38.06	7.61
<b>Total Revenue (I)</b>		<b>38.06</b>	<b>7.61</b>
<b>II EXPENSES</b>			
Employee Benefits Expense		-	-
Finance Costs	17	0.74	-
Depreciation and amortization expense		0.91	-
Other Expenses	18	38.40	34.89
<b>Total expenses (II)</b>		<b>40.05</b>	<b>34.89</b>
<b>III (Loss)/Profit before exceptional items and tax (I-II)</b>		<b>(1.99)</b>	<b>(27.28)</b>
<b>IV Exceptional Items</b>		-	-
<b>V (Loss)/Profit before tax (III-IV)</b>		<b>(1.99)</b>	<b>(27.28)</b>
<b>VI Tax expense:</b>			
(1) Current Tax		-	-
(2) Deferred Tax		-	-
<b>VII (Loss)/Profit for the year (V-VI)</b>		<b>(1.99)</b>	<b>(27.28)</b>
<b>VIII Other Comprehensive Income</b>			
<b>Items that will not be reclassified to profit or loss</b>			
Re-measurement gains (losses) on defined benefit plans		-	-
Income tax effect		-	-
<b>IX Total Comprehensive Loss for the period (VII + VIII)</b> (Comprising Profit (Loss) and Other Comprehensive Income for the period)		<b>(1.99)</b>	<b>(27.28)</b>
<b>X Earnings per equity share:</b>			
(1) Basic (In Rs.)		(0.00)	(0.16)
(2) Diluted (In Rs.)		(0.00)	(0.16)

The accompanying notes are integral part of the financial statements.

In terms of our report attached.

**For K.S. Rao & Co.**

Firm Registration Number : 003109S

Chartered Accountants

Sudarsana  
Gupta M S  
Date: 2023.05.05 20:46:29  
+05'30'

**Sudarshana Gupta M S**

Partner

Membership no.: 223060

Place: New Delhi

Date : 05th May 2023

**For and on behalf of the board of directors of**

**GMR Visakhapatnam International Airport Limited**

BUCHISAN  
YASI RAJU  
GRANDHI  
Date: 2023.05.05 16:23:11 +05'30'

**GBS Raju**

Director

DIN- 00061686

**MANOMAY  
RAI**

**Manomay Rai**

Chief Executive Officer

PAN: AEAPR4669G

**DIBYARANJAN  
MISHRA**

**Dibyaranjan Mishra**

Company Secretary

PAN: AWQPM3786R

Place: New Delhi

Date : 05th May 2023

**Prabhakara  
Rao Indana**

**Prabhakara Indana Rao**

Director

DIN- 03482239

**SANDIP  
SINHA RAY**

**Sandip S Ray**

Chief Financial Officer

PAN: AEFPR3115Q

GMR Visakhapatnam International Airport Limited

CIN: U74999AP2020PLC114561

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

(All amounts in Rs. Lakhs, except otherwise stated)

(All amounts in RS. Lakhs, except otherwise stated)

Particulars	Equity share capital	Other Equity				Total Equity
		Reserves and Surplus		Share Application Money	Total other equity	
		Retained Earnings	Other Reserve			
Opening balances as at 1 Apr 2021	450.00	(17.84)	-	450.00	432.16	882.16
Share Issued	2,725.00	-	-	(2,725.00)	(2,725.00)	-
Application Money received during the period	-	-	-	2,275.00	2,275.00	2,275.00
(Loss) / Profit for the year	-	(27.28)	-	-	(27.28)	(27.28)
<b>Balance as at March 31, 2022</b>	<b>3,175.00</b>	<b>(45.12)</b>	<b>-</b>	<b>-</b>	<b>(45.12)</b>	<b>3,129.88</b>
Opening balances as at 1 Apr 2022	3,175.00	(45.12)	-	-	(45.12)	3,129.88
Application Money received during the period	-	-	-	2,884.00	2,884.00	2,884.00
Share Issued	2,884.00	-	-	(2,884.00)	(2,884.00)	-
(Loss) / Profit for the year	-	(1.99)	-	-	(1.99)	(1.99)
<b>Balance as at March 31, 2023</b>	<b>6,059.00</b>	<b>(47.11)</b>	<b>-</b>	<b>-</b>	<b>(47.11)</b>	<b>6,011.89</b>

The accompanying notes are integral part of the financial statements.

In terms of our report attached.

For K.S. Rao & Co.

Firm Registration Number : 003109S

Chartered Accountants

Sudarsana  
Gupta M S

Sudarshana Gupta M S

Partner

Membership no.: 223060

Place: New Delhi

Date : 05th May 2023

For and on behalf of the board of directors of

GMR Visakhapatnam International Airport Limited

BUCHISANYASI

RAJU GRANDHI

GBS Raju

Director

DIN- 00061686

MANOMAY

RAI

Manomay Rai

Chief Executive Officer

PAN: AEAPR4669G

DIBYARANJ

AN MISHRA

Dibyaranjan Mishra

Company Secretary

PAN: AWQPM3786R

Place: New Delhi

Date : 05th May 2023

Prabhakara

Rao Indana

Prabhakara Indana Rao

Director

DIN- 03482239

SANDIP SINHA

RAY

Sandip S Ray

Chief Financial Officer

PAN: AEFPR3115Q

**GMR Visakhapatnam International Airport Limited**  
**CIN: U74999AP2020PLC114561**  
**Standalone Cash Flow Statement for the year ended March 31, 2023**  
(All amounts in Rs. Lakhs, except otherwise stated)

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
<b>I. Cash flow from operating activities:</b>		
A. Profit before tax (including OCI component)	(1.99)	(27.28)
B. Adjustment for income/expense to be adjusted under other heads :		
Profit on sale of Mutual Funds	(19.80)	(5.92)
Depreciation	0.91	
Interest income on security deposits measured at amortised cost	(2.21)	
Amortisation of non-current security deposits measured at amortised cost	0.74	
MTM gain and loss on Mutual Funds	(0.82)	(1.70)
C. Adjustment for Working capital requirement:		
(Increase)/decrease in other current assets	(199.54)	(213.07)
Increase/(decrease) in provisions	5.94	3.12
Increase/(decrease) in Other current Liabilities	4.71	(1.15)
Increase/(decrease) in Trade Payables	-	(0.30)
Increase/(decrease) in Other Financial Liabilities	84.99	(78.31)
<b>Cash Flow used in operations</b>	<b>(127.06)</b>	<b>(324.60)</b>
Direct taxes refund / (Paid)-(net)	(2.53)	
<b>Net cash flow from operating activities (I)</b>	<b>(129.59)</b>	<b>(324.60)</b>
<b>II. Cash flows from investing activities</b>		
A. Purchase/Sale of Mutual Fund (Net)	(365.22)	214.04
B. Project related expenses(CWIP)	(1,416.97)	(2,169.61)
C. Security Deposit Received	-	-
D. Property plant and equipment(PPE)	(8.21)	(0.64)
E. Purchase of fixed deposit to be held as margin money with bank	(920.00)	
<b>Net cash flow from/ (used in) investing activities (II)</b>	<b>(2,710.40)</b>	<b>(1,956.21)</b>
<b>III. Cash flows from financing activities</b>		
A. Increase in Share Capital	2,884.00	2,275.00
Share Application Money / Issued	-	-
<b>Net cash flow (used in) financing activities (III)</b>	<b>2,884.00</b>	<b>2,275.00</b>
<b>IV. Net (decrease) in cash and cash equivalents (I + II + III)</b>	<b>44.01</b>	<b>(5.81)</b>
Cash and cash equivalents at the beginning of the year	25.99	31.80
<b>V. Cash and cash equivalents at the end of the year</b>	<b>70.00</b>	<b>25.99</b>
<b>VI. Components of cash and cash equivalents:</b>		
a. Cash on hand		
b. Cheques, Drafts and Stamps on hand		
c. With banks:		
i. On Current Account	70.00	25.99
ii. Deposits with original maturity of less than three months	-	
<b>Total cash and cash equivalents</b>	<b>70.00</b>	<b>25.99</b>

The accompanying notes are integral part of the financial statements.

In terms of our report attached.

**For K.S. Rao & Co.**

Firm Registration Number : 003109S

Chartered Accountants

Sudarsana Gupta M S Digitally signed by Sudarsana Gupta  
M S  
Date: 2023.05.05 20:47:41 +05'30'

**Sudarshana Gupta M S**

Partner

Membership no.: 223060

**Place: New Delhi**

**Date : 05th May 2023**

**For and on behalf of the board of directors of**

**GMR Visakhapatnam International Airport Limited**

BUCHISANYASI Digitally signed by BUCHISANYASI  
RAJU GRANDHI  
Date: 2023.05.05 12:00:00 +05'30'

**RAJU GRANDHI**

**GBS Raju**

Director

DIN- 00061686

**MANOMAY** Digitally signed by MANOMAY  
RAI  
Date: 2023.05.05 12:00:00 +05'30'

**RAI**

**Manomay Rai**

Chief Executive Officer

PAN: AEAPR4669G

**DIBYARANJ** Digitally signed by DIBYARANJ  
AN MISHRA  
Date: 2023.05.05 12:00:00 +05'30'

**AN MISHRA**

**Dibyaranjan Mishra**

Company Secretary

PAN: AWQPM3786R

**Place: New Delhi**

**Date : 05th May 2023**

**Prabhakara** Digitally signed by Prabhakara  
Rao Indana  
Date: 2023.05.05 12:00:00 +05'30'

**Rao Indana**

**Prabhakara Indana Rao**

Director

DIN- 03482239

**SANDIP** Digitally signed by SANDIP  
SINHA RAY  
Date: 2023.05.05 12:00:00 +05'30'

**SINHA RAY**

**Sandip S Ray**

Chief Financial Officer

PAN: AEFPR3115Q

**GMR Visakhapatnam International Airport Limited**

CIN: U74999AP2020PLC114561

**Notes forming part of the Financial Statements for the year ended Mar 31, 2023****1. Corporate Information**

GMR Visakhapatnam International Airport Limited ('GVIAL' or 'the Company') is a Company domiciled in India and was incorporated on May 19, 2020 under the provisions of the Companies Act, 2013, for Development, Operation and Maintenance on DBFOT basis (Design, Build, Finance, Operate and Transfer) a greenfield international airport at Bhogapuram, Vizianagaram. GMR Airports Limited ('GAL'), a subsidiary of GMR Airport Infrastructure Limited ('GAIL'), holds majority shareholding in the Company.

**2. Significant Accounting Policies****Statement of compliance**

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

**Basis of preparation and presentation:**

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

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

**Use of estimates and judgements**

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

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

**Current versus non-current classification**

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

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

A liability is current when:

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

The company classifies all other liabilities as non-current.

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

**Property, plant and equipment**

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

Assets under installation or under construction as at the balance sheet date are shown as "Capital work-in-progress (CWIP)". However, CWIP relating to the development fund are being net off from the Development fee accrued (to the extent not utilized) and are not included in CWIP. Expenditure including finance charges directly relating to construction activity is capitalized.

Capital work in progress includes leasehold improvements under development as at the balance sheet date.

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

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

**Depreciation**

Property, plant and equipment are depreciated on straight line basis using the rates arrived at based on the useful lives estimated by the management.

**GMR Visakhapatnam International Airport Limited**

CIN: U74999AP2020PLC114561

Notes forming part of the Financial Statements for the year ended Mar 31, 2023

<b>3 Property, plant and equipment</b>	<b>(Amount in lakhs)</b>	
	<b>Computers</b>	<b>Property, Plant and Equipment Total</b>
<b>Cost</b>		
<b>As at April 1,2021</b>	-	-
Additions	0.64	0.64
Disposals	-	-
<b>As at March 31, 2022</b>	<b>0.64</b>	<b>0.64</b>
Additions	8.21	8.21
Disposals	-	-
<b>As at March 31, 2023</b>	<b>8.85</b>	<b>8.85</b>
<b>Accumulated Amortization</b>		
<b>As at April 1,2021</b>	-	-
Charge for the period	0.16	0.16
Disposals	-	-
<b>As at March 31, 2022</b>	<b>0.16</b>	<b>0.16</b>
Charge for the period	0.91	0.91
Disposals	-	-
<b>As at March 31, 2023</b>	<b>1.07</b>	<b>1.07</b>
<b>Net Book value</b>		
<b>As at March 31, 2023</b>	<b>7.78</b>	<b>7.78</b>
<b>As at March 31, 2022</b>	-	-



GMR Visakhapatnam International Airport Limited  
CIN: U74999AP2020PLC114561  
Notes forming part of the Financial Statements for the year ended Mar 31, 2023  
(All amounts in Rs. Lakhs, except otherwise stated)

**4. Capital Work in Progress**

Particulars	As at March 31, 2023	As at March 31, 2022
CWIP-Project	4,252.32	2,846.17
Total	<b>4,252.32</b>	<b>2,846.17</b>

**5. Income tax assets (net)**

Particulars	As at March 31, 2023	As at March 31, 2022
<b>Advance income tax assets (net)</b>		
Advance payment of tax	2.53	-
Less: Provision for income tax	-	-
	<b>2.53</b>	<b>-</b>

**6. Investment**

Particulars	As at March 31, 2023	As at March 31, 2022
<b>Current Investment in Mutual Fund</b>		
UTI Overnight Fund - Direct Growth Plan (No. of units CY: NIL (PY: 6779.162))	-	197.27
ICICI Prudential Overnight Fund Direct Plan Growth (No. of units CY: 48251.004 (PY: NIL))	583.10	-
Total	<b>583.10</b>	<b>197.27</b>

**7. Cash and Cash Equivalent**

Particulars	As at March 31, 2023	As at March 31, 2022
<b>Current</b>		
-Cash on hand	-	-
-Cheques / drafts on hand	-	-
-Deposits with original maturity of less than three months	-	-
-Balances with Banks		
-In current accounts	70.00	25.99
<b>Total balance cash and cash equivalents</b>	<b>70.00</b>	<b>25.99</b>
<b>Bank balance other than cash and cash equivalents</b>		
Fixed Deposit		
- Others- Fixed deposit with Bank held as Margin Money(12 Months)	920.00	-
Total	<b>920.00</b>	<b>-</b>

**8. Other Financial Assets**

Particulars	As at March 31, 2023	As at March 31, 2022
<b>Current</b>		
Current Fixed deposit held as margin money	-	-
Current interest accrued on Fixed deposit	15.23	-
	<b>15.23</b>	<b>-</b>

**9. Other Current Assets**

Particulars	As at March 31, 2023	As at March 31, 2022
Balances with statutory/ government authorities	490.32	331.21
Other Recoverable	7.35	5.91
Prepaid Expenses	23.76	-
Total	<b>521.43</b>	<b>337.12</b>

GMR Visakhapatnam International Airport Limited  
CIN: U74999AP2020PLC114561  
Notes forming part of the Financial Statements for the year ended Mar 31, 2023  
(All amounts in Rs. Lakhs, except otherwise stated)

#### 10. Share Capital

Particulars	As at March 31, 2023	As at March 31, 2022
Authorised :		
75,0,00,000 equity shares of Rs. 10 each (P.Y. 5,00,00,000 equity shares)	7,500.00	5,000.00
	<b>7,500.00</b>	<b>5,000.00</b>
<u>Shares Issued, Subscribed and Paid up pending Allotment</u>		
60,590,000 equity shares of Rs.10 each (P.Y. 31,750,000 equity shares)	6,059.00	3,175.00
	<b>6,059.00</b>	<b>3,175.00</b>
<u>Issued, subscribed and paid up share capital</u>		
60,590,000 equity shares of Rs.10 each (P.Y. 31,750,000 equity shares)	6,059.00	3,175.00
<b>Total</b>	<b>6,059.00</b>	<b>3,175.00</b>

#### a. Reconciliation of Shares Outstanding at the beginning and end of the reporting year

Equity Shares	As at March 31, 2023		As at March 31, 2022	
	Number	Amounts	Number	Amounts
At the beginning of the year	3,17,50,000	3,175.00	45,00,000	450.00
Issued during the year	2,88,40,000	2,884.00	2,72,50,000	2,725.00
Outstanding at the end of the year	<b>6,05,90,000</b>	<b>6,059.00</b>	<b>3,17,50,000</b>	<b>3,175.00</b>

#### b. Terms/Rights Attached to equity Shares

The Company has only one class of equity shares having a par value of Rs.10/- per share. Each holder of equity share is entitled to one vote per share. In the event of liquidation of the Company the holders of equity shares would be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

#### c. Shares held by holding /ultimate holding company /holding company and/or their subsidiaries/associates.

Name of Shareholder	As at March 31, 2023	
	No. of Shares held	Amounts
GMR Airports Limited 6,05,90,000 equity shares of Rs.10 each*	<b>6,05,90,000</b>	<b>6,059</b>

#### d. Details of Shareholders holding more than 5% of equity shares in the Company

Name of Shareholder	As at March 31, 2023	
	No. of Shares held	% Holding in Class
Equity shares of Rs. 10 each		
GMR Airports Limited*	6,05,90,000	100.00%
	<b>6,05,90,000</b>	<b>100.00%</b>

\*99.99% shares are held by GMR Airports Limited and balance are held by the Company only through nominees.

**GMR Visakhapatnam International Airport Limited**  
**CIN: U74999AP2020PLC114561**  
**Notes forming part of the Financial Statements for the year ended Mar 31, 2023**  
**(All amounts in Rs. Lakhs, except otherwise stated)**

**11. Other Equity**

Particulars	As at March 31, 2023	As at March 31, 2022
<b>Surplus in the statement of profit and loss</b>		
Balance as per last financial statements	(45.12)	(17.84)
Add: Net profit for the year	(1.99)	(27.28)
Net surplus in the statement of profit and loss	(47.11)	(45.12)
<b>Other items of Comprehensive Income</b>		
Re-measurement gains on defined benefit plans	-	-
	-	-
Share Application Money Pending Allotment	-	-
<b>Total</b>	<b>(47.11)</b>	<b>(45.12)</b>

**12. Provisions**

Particulars	As at March 31, 2023	As at March 31, 2022
<b>Non current</b>		
Provision for leave benefit	-	-
Provision for gratuity	30.92	46.72
	<b>30.92</b>	<b>46.72</b>
<b>Current</b>		
Provision for leave benefit	74.46	83.60
Provision for gratuity	-	10.94
Provision for Super Annuation Fund	0.86	0.84
Provision for VPP/SVP	41.82	-
Provision for Tax (Net of advance tax)	-	-
<b>Total</b>	<b>117.13</b>	<b>95.39</b>

**13. Trade Payables**

Particulars	As at March 31, 2023	As at March 31, 2022
Trade Payable		
Due to Micro enterprises and small enterprises		
Trade Payable-Related Party	-	-
Others	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

**GMR Visakhapatnam International Airport Limited**  
**CIN: U74999AP2020PLC114561**  
**Notes forming part of the Financial Statements for the year ended Mar 31, 2023**  
**(All amounts in Rs. Lakhs, except otherwise stated)**

**14. Other Financial Liabilities**

Particulars	As at March 31, 2023	As at March 31, 2022
<b>Non Current</b>		
Security Deposit Received		
Related Party	11.11	
Deferred Income	59.19	
	<b>70.29</b>	<b>-</b>
<b>Current</b>		
Security Deposit Received		
Related Party	1.00	1.00
Deferred Income	3.23	-
Earnest money deposits	10.00	
Payable on purchase of property, plant and equipment including capital work-in-progress		
Related party	29.31	83.00
Others	59.10	16.23
<b>Total</b>	<b>102.64</b>	<b>100.23</b>

**15. Other liabilities**

Particulars	As at March 31, 2023	As at March 31, 2022
<b>Others</b>		
GST Payable	0.44	0.44
Labour Welfare Payable	0.03	0.02
PF Payable	3.01	2.78
Salary & Reimbursement Payable	13.39	15.27
TDS Payable	22.64	16.30
<b>Total</b>	<b>39.52</b>	<b>34.81</b>

**GMR Visakhapatnam International Airport Limited**

CIN: U74999AP2020PLC114561

Notes forming part of the Financial Statements for the year ended Mar 31, 2023

(All amounts in Rs. Lakhs, except otherwise stated)

**16. Other income**

Particulars	For the year ended 31 March 2023	For the period ended 31 Mar 2022
Profit on sale of Mutual funds	19.80	5.92
MTM gain and loss on mutual fund	0.82	1.70
Other Income	-	-
Interest Income	15.23	-
Amortisation of deferred income	2.21	-
<b>Total</b>	<b>38.06</b>	<b>7.61</b>

**17. Finance Cost**

Particulars	For the year ended 31 March 2023	For the period ended 31 Mar 2022
Interest - others	0.74	-
<b>Total</b>	<b>0.74</b>	<b>-</b>

**18. Other expenses**

Particulars	For the year ended 31 March 2023	For the period ended 31 Mar 2022
Payment to auditors	1.00	1.00
Directors Sitting Fees	4.60	3.45
Legal and Professional	2.22	1.83
Rent	7.60	-
Rates And Taxes	22.98	27.09
Miscellaneous Expenses	-	1.52
<b>Total</b>	<b>38.40</b>	<b>34.89</b>

Particulars	For the year ended 31 March 2023	For the period ended 31 Mar 2022
<b>*Payment to Auditors (Included in other expenses above)</b>		
<b>As Auditor</b>		
Audit fee	1.00	1.00
Out of pocket expenses	-	-
<b>Total</b>	<b>1.00</b>	<b>1.00</b>

**GMR Visakhapatnam International Airport Limited**

CIN: U74999AP2020PLC114561

Notes forming part of the Financial Statements for the year ended Mar 31, 2023

(All amounts in Rs. Lakhs, except otherwise stated)

**19. Earnings Per Share (EPS)**

Basic EPS amounts are calculated by dividing the profit for the year attributable to equity holders of the company by the weighted average of Equity shares outstanding during the period.

Diluted EPS amounts are calculated by dividing the profit attributable to equity holders(after adjusting for interest on the convertible preference shares) by the weighted average number of Equity shares outstanding during the period plus the weighted average number of Equity shares that would be issued on conversion of all the dilutive potential Equity shares into Equity shares.

The following reflects the income and share data used in the basic and diluted EPS computations:

Particulars	For the year ended 31 March 2023	For the period ended 31 Mar 2022
Profit available to equity shareholders	(1.99)	(27.28)
<b>Weighted average number of Equity shares (Basic)</b>	5,22,82,022	1,68,22,603
<b>Weighted average number of Equity shares (Weighted)</b>	5,22,82,022	1,68,22,603
Earning Per Share (Basic) (in Rs)	(0.00)	(0.16)
Earning Per Share (Diluted) (in Rs)	(0.00)	(0.16)
Face value per share (in Rs)	10.00	10.00

**GMR Visakhapatnam International Airport Limited**

CIN: U74999AP2020PLC114561

Notes forming part of the Financial Statements for the year ended Mar 31, 2023

(All amounts in Rs. Lakhs, except otherwise stated)

**20. Related Party Transactions:**

In accordance with the Ind AS 24, on related party disclosure, name of the related party, related party

a) Names of the related parties and description of related parties:

S. No.	Description of relationship	Name of the related parties
I	Ultimate Holding Company	GMR Enterprises Private Limited
II	Intermediate Holding Company	GMR Airports Infrastructure Limited (GAIL) (formerly known as GMR Infrastructure Limited)
III	Holding Company	GMR Airports Limited
IV	Fellow subsidiaries (including subsidiary companies of the ultimate/intermediate holding Company) (where transactions have taken place)	Raxa Security Services Limited GeoKno India Private Limited
V	Key management personnel (KMP)	Mallikarjuna Rao Grandhi (Director) Buchisanayasi Raju Grandhi (Director) I P Rao (Director) M Ramachandran (Director) Siva Kameswari Vissa (Director) SGK Kishore (Director) Bimal Parekh (Director) Regis Lacote (Director) Goker Kose (Director) Manomay Rai (Chief Executive Officer) Sandip Sinha Ray (Chief Financial Officer) Dibyaranjan Mishra (Company Secretary)

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

Balances as on Date	As at March 31, 2023	As at March 31, 2022
<b>Balance Recoverable / (Payable)</b>		
<b>Security Deposit Received / (paid)</b>		
Raxa Security Services Limited	1.00	1.00
B Rama Devi	(1.90)	
<b>Concessionaire deposit (non-current) received from:</b>		
GMR Airports Limited	11.11	
<b>Deferred income on financial liabilities (Non-current) carried at amortized cost:</b>		
GMR Airports Limited	59.19	
<b>Deferred income on financial liabilities (current) carried at amortized cost:</b>		
GMR Airports Limited	3.23	
<b>Non-Trade payable</b>		
GMR Airports Limited	29.31	83.00
GeoKno India Private Limited	-	-
<b>Equity share capital issued to:</b>		
GMR Airports Limited	6,059.00	3,175.00



**GMR Visakhapatnam International Airport Limited****CIN: U74999AP2020PLC114561****Notes forming part of the Financial Statements for the year ended Mar 31, 2023****(All amounts in Rs. Lakhs, except otherwise stated)**

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

<b>Transactions during the period</b>	<b>As at March 31, 2023</b>	<b>As at March 31, 2022</b>
<b>Share application money received from:</b>		
GMR Airports Limited		-
<b>Equity share capital issued to:</b>		
GMR Airports Limited	2,884.00	2,725.00
<b>Security Deposit Received</b>		
Raxa Security Services Limited	-	-
GMR Airports Limited	75.00	
<b>Security Deposit paid</b>		
B Rama Devi	1.90	
<b>Land/Lease Rental paid</b>		
B Rama Devi	7.60	
<b>Director's Sitting Fees</b>		
G B S Raju	0.60	0.60
M. Ramachandran	1.25	0.85
Mallikarjuna Rao Grandhi	0.60	0.45
Ms. Siva Kameshwari Vissa	1.20	0.75
Bimal Parekh	0.95	0.80
<b>Amortisation of deferred revenue:</b>		
GMR Airports Limited	2.21	
<b>Interest on concessionaire deposits</b>		
GMR Airports Limited	0.74	
<b>Tender Award Fees</b>		
GMR Airports Limited	10.00	
<b>BG Commission</b>		
GMR Airports Limited	31.07	83.00
<b>Arial Lidar Survey Expenses</b>		
GeoKno India Private Limited	-	22.50
<b>Bid processing fee</b>		
GMR Airports Limited	1.00	-

**GMR Visakhapatnam International Airport Limited**

CIN: U74999AP2020PLC114561

Notes forming part of the Financial Statements for the year ended Mar 31, 2023

(All amounts in Rs. Lakhs, except otherwise stated)

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

Particulars	As at March 31, 2023	As at March 31, 2022
i) In respect of Income tax matters	Nil	Nil
ii) In respect of Indirect tax matters	Nil	Nil
iii) Claim against the Company not acknowledged as debt	Nil	Nil
iv) In respect of other matters	Nil	Nil

**22. Capital and Other Commitments:**

As at Mar 31, 2023, the Company has estimated amount of contracts remaining to be executed on capital account not provided for **Rs. 322 lakhs** (31 March 22: 858 lakhs).

**Other Commitments:**

As per the terms of concession agreement with Andhra Pradesh Airports Development Corporation Limited ('authority') following financial commitments are to be complied by the Company:

- The Company is required to pay concession fee of Rs.1/- per annum
- As per the terms of concession agreement with Andhra Pradesh Airports Development Corporation Limited ('authority'), the Company is required to pay per passenger fee of Rs.303 per domestic passenger and Rs.606 per international passenger from 10th anniversary from phase 1 COD on a monthly basis. The company has not yet commenced operations.
- the Company is required to pay project development fee of Rs.11,60,00,000/- within 30 days of the Appointed Date. The Appointed Date is yet to be complied with.
- the Company is liable to pay license fee of Rs.20,000/- per acre per annum increased by 6% every year from the Appointed Date during the subsistence of this agreement. The Appointed Date is yet to be complied with.
- the Company is liable to pay lease rent of Rs.20,000/- per annum during the period of concession.
- The Company has given an irrecoverable and unconditional Bank Guarantee issued by HSBC Bank Limited to APDCL of Rs. 4,600.00 lakhs (March 31, 2022: Rs. NIL lakhs) in respect of security for due and faithful performance of its obligations, under and in accordance with the Concession Agreement (Performance Security).

GMR Visakhapatnam International Airport Limited

CIN: U74999AP2020PLC114561

Notes forming part of the Financial Statements for the year ended Mar 31, 2023

(All amounts in Rs. Lakhs, except otherwise stated)

### 23. Fair Value Measurement

i) The carrying value and fair value of financial instruments by categories as of February 28, 2023 are as under:

Particulars	As at March 31, 2023			
	Financial assets/ (financial liabilities) at fair value through profit or loss (FVTPL)	Financial assets/(financial liabilities) at fair value through other comprehensive income (FVTOCI)	Total carrying value	Total fair value Level 1
<b>Financial assets/(financial liabilities)</b>				
Investment in units of Mutual Fund	583.10	-	583.10	583.10

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

Particulars	As at March 31, 2022	Financial assets/(financial liabilities) at fair value through other comprehensive income (FVTOCI)	Total carrying value	Total fair value Level 1
<b>Financial assets</b>				
Investment in units of Mutual Fund	197.27	-	197.27	197.27

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

Particulars	As at March 31, 2023		As at March 31, 2022	
	Amortised Cost	Fair value	Amortised Cost	Fair value
<b>Financial assets</b>				
Cash and cash equivalent	70.00	70.00	25.99	25.99
Other financial assets	15.23	15.23	-	-
<b>Financial liabilities</b>				
Borrowings	-	-	-	-
Other financial liabilities	172.93	172.93	100.23	100.23
Other current liabilities	39.52	39.52	34.81	34.81
Trade payables	-	-	-	-

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

**GMR Visakhapatnam International Airport Limited**

CIN: U74999AP2020PLC114561

**Notes forming part of the Financial Statements for the year ended Mar 31, 2023**

(All amounts in Rs. Lakhs, except otherwise stated)

**24. Ratios**

Ratio	Numerator	Denominator	As at 31 March 2023	As at 31 March 2022	% Change	Remarks
Current Ratio	Current assets	Current liabilities	8.14	2.43	235%	

Note:

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

**25. Ageing analysis****A) Ageing schedule of capital work-in-progress**

As at 31 March 2023	Less than 1	1-2 years	2-3 years	More than 3	Total
Projects in progress	1,406.15	2,169.76	676.41	-	4,252.32
Projects temporarily suspended	-	-	-	-	-

As at 31 March 2022	Less than 1	1-2 years	2-3 years	More than 3	Total
Projects in progress	2,169.76	676.41	-	-	2,846.17
Projects temporarily suspended	-	-	-	-	-

**B) Ageing schedule of trade payables**

As at 31 March 2023	Outstanding from the due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Un-disputed trade payables					
Micro, small and medium enterprises	-	-	-	-	-
Others	-	-	-	-	-
Total	-	-	-	-	-

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

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

In terms of our report attached.

**For K.S. Rao & Co.****Firm Registration Number : 003109S**

Chartered Accountants

Sudarsana  
Gupta M S

Digitally signed by Sudarsana  
Gupta M S  
Date: 2023.05.05 20:48:46  
+05'30'

**Sudarshana Gupta M S**

Partner

Membership no.: 223060

**Place: New Delhi****Date : 05th May 2023**

**For and on behalf of the board of directors of  
GMR Visakhapatnam International Airport Limited**

**BUCHISANYA  
SI RAJU  
GRANDHI**

**GBS Raju**

Director

DIN- 00061686

**MANOM  
AY RAI**

- **Manomay Rai**  
Chief Executive Officer  
PAN: AEAPR4669G

**DIBYARANJ  
AN MISHRA**

**Dibyaranjan Mishra**

Company Secretary

PAN: AWQPM3786R

**Place: New Delhi****Date : 05th May 2023**

**Prabhakara  
Rao Indana**

**Prabhakara Indana Rao**

Director

DIN- 03482239

**SANDIP  
SINHA RAY**

**Sandip S Ray**  
Chief Financial Officer  
PAN: AEFPR3115Q