

Date:- January 20, 2025

Email ID: rohan.gavas@gmrgroup.in

BSE Limited
1st Floor, New Trading Ring,
P.J. Towers, Dalal Street,
Mumbai - 400 001.

BSE Scrip Code: 975201
BSE Scrip ID: 10GGIAL43

Dear Sir,

Sub: Submission of Corporate Governance Report for the quarter ended December 31, 2024 pursuant to Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Please find enclosed herewith the Corporate Governance Report of the Company for the quarter ended December 31, 2024 in terms of the provisions of Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

This is for your information and records please.

Thanking you.

Yours truly,

For **GMR Goa International Airport Limited**

Rohan Ramchandra Gavas

Company Secretary & Compliance officer

Encl.: As above

General information about company

Scrip code	975201
NSE Symbol	Not Listed
MSEI Symbol	Not Listed
ISIN	INE735X08051
Name of the entity	GMR Goa International Airport Ltd
Date of start of financial year	01-04-2024
Date of end of financial year	31-03-2025
Reporting Quarter	Quarterly
Date of Report	31-12-2024
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Any other

Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory								Textual Information(1)
Whether the listed entity has a Regular Chairperson								Yes
Whether Chairperson is related to MD or CEO								No
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth
1	Mr	MALLIKARJUNA RAO GRANDHI	AAUPG5856C	00574243	Non-Executive - Non Independent Director	Chairperson		01-07-1949
2	Mr	MADHU RAMACHANDRA RAO	AHBPR5255Q	02683483	Non-Executive - Independent Director	Not Applicable		23-12-1951
3	Mr	MUNDAYAT RAMACHANDRAN RAMACHANDRAN	ADQPR7207R	01573258	Non-Executive - Independent Director	Not Applicable		14-06-1950
4	Mr	INDANA PRABHAKARA RAO	AACPI8630E	03482239	Non-Executive - Non Independent Director	Not Applicable		15-07-1959
5	Mr	SRINIVAS BOMMIDALA	ADAPB2985L	00061464	Non-Executive - Non Independent Director	Not Applicable		01-03-1963
6	Mr	BUCHISANYASI RAJU GRANDHI	AGAPG1105G	00061686	Non-Executive - Non Independent Director	Not Applicable		22-06-1974
7	Mr	KIRAN KUMAR GRANDHI	ADUPG3647G	00061669	Non-Executive - Non Independent Director	Not Applicable		30-09-1975
8	Mr	PUTHALATH SUKUMARAN NAIR	AGJPP6590P	00063118	Non-Executive - Non Independent Director	Not Applicable		10-02-1948
9	Mr	BIMAL JAYANT PAREKH	AFBPP1938G	00060885	Non-Executive - Independent Director	Not Applicable		03-12-1960
10	Mrs	SIVA KAMESWARI VISSA	AAEPV0159M	02336249	Non-Executive - Independent Director	Not Applicable		16-05-1964
11	Mr	THIBAUT REBET	FJFPR1825H	10563982	Non-Executive - Non Independent Director	Not Applicable		20-05-1984
12	Mr	ALEXIS BENJAMIN RIOLS	GXHPR9407Q	10497928	Non-Executive - Non Independent Director	Not Applicable		08-11-1986
13	Mr	NARAYANA RAO KADA	AFMPK7052H	00016262	Non-Executive - Non Independent Director	Not Applicable		01-04-1955
14	Mr	RAGHURAMAN PARTHASARATHY	AAEPP7277J	03415817	Non-Executive - Nominee Director	Not Applicable		13-05-1962

15	Mr	AMARSEN WAMANRAO RANE	AHTPR2630P	02841094	Non-Executive - Nominee Director	Not Applicable		12- 04- 1968
16	Mr	PIERRE ETIENNE MATHELY	ZZZZZ9999Z	10360054	Alternate Director	Not Applicable		11- 05- 1988

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

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

I. Composition of Board of Directors

Sr	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity [with reference to proviso to regulation 17A(1) & 17A(2)]	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Reason for Cessation	Notes for not providing PAN	Notes for not providing DIN
1	Yes	04-07-2024	14-10-2016			95	3	0	0	0			
2	NA		09-08-2023			17	2	2	8	4			
3	NA		22-04-2021			92	1	1	2	2			
4	NA		06-02-2018			83	0	0	4	0			
5	NA		14-10-2016			98	3	0	1	0			
6	NA		14-10-2016			98	3	0	1	1			
7	NA		14-10-2016			98	3	0	1	1			
8	Yes	21-03-2024	14-10-2016			98	0	0	0	0			
9	NA		06-12-2016			93	1	1	2	1			
10	NA		15-05-2020			53	4	4	5	2			
11	NA		17-04-2024			8	0	0	1	0			
12	NA		17-04-2024			8	0	0	0	0			
13	NA		06-12-2016			93	1	0	2	0			
14	NA		09-08-2023			17	1	1	0	0			
15	NA		22-05-2023			19	0	0	2	0			
16	NA		17-04-2024			8	0	0	0	0		Textual Information(2)	

Text Block

Textual Information(1)	<p>Notes:</p> <ol style="list-style-type: none">1. Kindly note that as per the explanation given under Regulation 17A of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), only the directorship in equity listed entities has been considered for the purpose counting the number of directorship.2. The category of Non-Executive directors who are not independent directors as per the provisions of the Companies Act, 2013 and Regulation 16 of Listing Regulations, are mentioned as "Non-Executive Non-Independent Director". <p>However, as per the explanation provided under Regulation 16, In case of a high value debt listed entity: (a) which is a body corporate, mandated to constitute its board of directors in a specific manner in accordance with the law under which it is established, the non-executive directors on its board shall be treated as independent directors.</p> <ol style="list-style-type: none">3. Accordingly, the following Non-Executive directors of the Company would be considered as Independent Directors:<ol style="list-style-type: none">1. Mr. Mallikarjuna Rao Grandhi2. Mr. Indana Prabhakara Rao3. Mr. Srinivas Bommidala4. Mr. Buchisanyasi Raju Grandhi5. Mr. Kiran Kumar Grandhi6. Mr. Puthalath Sukumaran Nair7. Mr. Alexis Riols8. Mr. Thibaut Rebet9. Mr. Narayana Rao Kada10. Mr. Raghuraman Parthasarathy11. Mr. Pierre Etienne Mathely Alternate Director to Mr. Alexis Riols.4. As per Regulation 26(1) of Listing Regulations, all public limited companies, whether listed or not, shall be included and all other companies including private limited companies, foreign companies, high value debt listed entities and companies under Section 8 of the Companies Act, 2013 shall be excluded. <p>However, the column states that "No. of Memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)", the memberships in the Company which is filing the Corporate Governance Report is to be included while calculating the number of Memberships in Audit/ Stakeholder Committee(s).</p> <p>Further, the Private Limited Companies which are subsidiaries of Public Limited Companies are also included in the list of number of Audit/ Stakeholder Committee, since they are also categorized as deemed public company as per the provisions of Companies Act, 2013. Further, public companies which are high value debt listed entities are also included.</p> <ol style="list-style-type: none">5. While calculating the number of Memberships in Audit/ Stakeholders Relationship Committee(s) for Alternate Director, we have considered it as it is held by Original Director.
Textual Information(2)	Being a Foreign Director Mr. Pierre is not having PAN number

Annexure 1

II. Composition of Committees

Disclosure of notes on composition of committees explanatory	Textual Information(1)
--	------------------------

Annexure 1 Text Block

Textual Information(1)	<p>Notes:</p> <ol style="list-style-type: none">1. We have considered Regular Chairperson as the person who has been specifically designated for the specific committee(s).2. The category of Non-Executive directors who are not independent directors as per the provisions of the Companies Act, 2013 and definition of Independent Director under Regulation 16 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), is mentioned as "Non-Executive Non-Independent Director". <p>However, as per the explanation provided under Regulation 16, In case of a high value debt listed entity: (a) which is a body corporate, mandated to constitute its board of directors in a specific manner in accordance with the law under which it is established, the non- executive directors on its board shall be treated as independent directors.</p> <p>Accordingly, the following Non-Executive directors of the Company would be considered as Independent Directors:</p> <ol style="list-style-type: none">1. Mr. Mallikarjuna Rao Grandhi2. Mr. Indana Prabhakara Rao3. Mr. Srinivas Bommidala4. Mr. Buchisanyasi Raju Grandhi5. Mr. Kiran Kumar Grandhi6. Mr. Puthalath Sukumaran Nair7. Mr. Alexis Riols8. Mr. Thibaut Rebet9. Mr. Narayana Rao Kada10. Mr. Raghuraman Parthasarathy11. Mr. Pierre Etienne Mathely Alternate Director to Mr. Alexis Riols.
------------------------	--

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00060885	BIMAL JAYANT PAREKH	Non-Executive - Independent Director	Chairperson	06-12-2016		
2	02683483	MADHU RAMACHANDRA RAO	Non-Executive - Independent Director	Member	09-08-2023		
3	01573258	MUNDAYAT RAMACHANDRAN RAMACHANDRAN	Non-Executive - Independent Director	Member	22-04-2021		
4	10563982	THIBAUT REBET	Non-Executive - Non Independent Director	Member	17-04-2024		
5	00016262	NARAYANA RAO KADA	Non-Executive - Non Independent Director	Member	06-12-2016		
6	02841094	AMARSEN WAMANRAO RANE	Non-Executive - Nominee Director	Member	22-04-2023		
7	02336249	SIVA KAMESWARI VISSA	Non-Executive - Independent Director	Member	15-05-2020		

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	01573258	MUNDAYAT RAMACHANDRAN RAMACHANDRAN	Non-Executive - Independent Director	Chairperson	22-04-2021		
2	00060885	BIMAL JAYANT PAREKH	Non-Executive - Independent Director	Member	06-12-2016		
3	02336249	SIVA KAMESWARI VISSA	Non-Executive - Independent Director	Member	15-05-2020		
4	02841094	AMARSEN WAMANRAO RANE	Non-Executive - Nominee Director	Member	22-04-2023		
5	10497928	ALEXIS BENJAMIN RIOLS	Non-Executive - Non Independent Director	Member	17-04-2024		

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00063118	PUTHALATH SUKUMARAN NAIR	Non-Executive - Non Independent Director	Chairperson	14-10-2016		
2	03482239	INDANA PRABHAKARA RAO	Non-Executive - Non Independent Director	Member	06-02-2018		
3	02683483	MADHU RAMACHANDRA RAO	Non-Executive - Independent Director	Member	09-08-2023		
4	02841094	AMARSEN WAMANRAO RANE	Non-Executive - Nominee Director	Member	22-04-2023		

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00016262	NARAYANA RAO KADA	Non-Executive - Non Independent Director	Chairperson	06-12-2016		
2	02683483	MADHU RAMACHANDRA RAO	Non-Executive - Independent Director	Member	09-08-2023		
3	02841094	AMARSEN WAMANRAO RANE	Non-Executive - Nominee Director	Member	22-04-2023		
4	10497928	ALEXIS BENJAMIN RIOLS	Non-Executive - Non Independent Director	Member	17-04-2024		

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	02683483	MADHU RAMACHANDRA RAO	Non-Executive - Independent Director	Chairperson	22-04-2024		
2	00063118	PUTHALATH SUKUMARAN NAIR	Non-Executive - Non Independent Director	Member	22-04-2024		
3	00016262	NARAYANA RAO KADA	Non-Executive - Non Independent Director	Member	22-04-2024		
4	02841094	AMARSEN WAMANRAO RANE	Non-Executive - Nominee Director	Member	22-04-2024		

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

Annexure 1

Annexure 1

III. Meeting of Board of Directors

Disclosure of notes on meeting of board of directors explanatory							Textual Information(1)	
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	31-07-2024				Yes	15	13	4
2		18-10-2024	78		Yes	15	11	3

Text Block

Textual Information(1)

Notes:

1. Kindly note that as per the explanation given under Regulation 17A of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), only the directorship in equity listed entities has been considered for the purpose counting the number of directorship.

2. The category of Non-Executive directors who are not independent directors as per the provisions of the Companies Act, 2013 and Regulation 16 of Listing Regulations, are mentioned as "Non-Executive Non-Independent Director".

However, as per the explanation provided under Regulation 16, In case of a high value debt listed entity: (a) which is a body corporate, mandated to constitute its board of directors in a specific manner in accordance with the law under which it is established, the non-executive directors on its board shall be treated as independent directors.

3. Accordingly, the following Non-Executive directors of the Company would be considered as Independent Directors:

1. Mr. Mallikarjuna Rao Grandhi
2. Mr. Indana Prabhakara Rao
3. Mr. Srinivas Bommidala
4. Mr. Buchisanyasi Raju Grandhi
5. Mr. Kiran Kumar Grandhi
6. Mr. Puthalath Sukumaran Nair
7. Mr. Alexis Riols
8. Mr. Thibaut Rebet
9. Mr. Narayana Rao Kada
10. Mr. Raghuraman Parthasarathy
11. Mr. Pierre Etienne Mathely Alternate Director to Mr. Alexis Riols.

4. As per Regulation 26(1) of Listing Regulations, all public limited companies, whether listed or not, shall be included and all other companies including private limited companies, foreign companies, high value debt listed entities and companies under Section 8 of the Companies Act, 2013 shall be excluded.

However, the column states that "No. of Memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)", the memberships in the Company which is filing the Corporate Governance Report is to be included while calculating the number of Memberships in Audit/ Stakeholder Committee(s).

Further, the Private Limited Companies which are subsidiaries of Public Limited Companies are also included in the list of number of Audit/ Stakeholder Committee, since they are also categorized as deemed public company as per the provisions of Companies Act, 2013. Further, public companies which are high value debt listed entities are also included.

5. While calculating the number of Memberships in Audit/ Stakeholders Relationship Committee(s) for Alternate Director, we have considered it as it is held by Original Director.

Annexure 1

IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory							Textual Information(1)				
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)	
1	Audit Committee	31-07-2024				Yes	7	6	4	0	
2	Audit Committee	17-10-2024	77			Yes	7	6	3	0	
3	Nomination and remuneration committee	30-07-2024				Yes	5	3	3	0	
4	Risk Management Committee	30-07-2024				Yes	6	6	1	2	
5	Stakeholders Relationship Committee	26-07-2024				Yes	4	4	1	0	
6	Corporate Social Responsibility Committee	30-07-2024	3			Yes	4	4	1	0	

Text Block

Textual Information(1)

Notes:

1. Kindly note that as per the explanation given under Regulation 17A of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), only the directorship in equity listed entities has been considered for the purpose counting the number of directorship.

2. The category of Non-Executive directors who are not independent directors as per the provisions of the Companies Act, 2013 and Regulation 16 of Listing Regulations, are mentioned as "Non-Executive Non-Independent Director".

However, as per the explanation provided under Regulation 16, In case of a high value debt listed entity: (a) which is a body corporate, mandated to constitute its board of directors in a specific manner in accordance with the law under which it is established, the non-executive directors on its board shall be treated as independent directors.

3. Accordingly, the following Non-Executive directors of the Company would be considered as Independent Directors:

1. Mr. Mallikarjuna Rao Grandhi
2. Mr. Indana Prabhakara Rao
3. Mr. Srinivas Bommidala
4. Mr. Buchisanyasi Raju Grandhi
5. Mr. Kiran Kumar Grandhi
6. Mr. Puthalath Sukumaran Nair
7. Mr. Alexis Riols
8. Mr. Thibaut Rebet
9. Mr. Narayana Rao Kada
10. Mr. Raghuraman Parthasarathy
11. Mr. Pierre Etienne Mathely Alternate Director to Mr. Alexis Riols.

4. As per Regulation 26(1) of Listing Regulations, all public limited companies, whether listed or not, shall be included and all other companies including private limited companies, foreign companies, high value debt listed entities and companies under Section 8 of the Companies Act, 2013 shall be excluded.

However, the column states that "No. of Memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)", the memberships in the Company which is filing the Corporate Governance Report is to be included while calculating the number of Memberships in Audit/ Stakeholder Committee(s).

Further, the Private Limited Companies which are subsidiaries of Public Limited Companies are also included in the list of number of Audit/ Stakeholder Committee, since they are also categorized as deemed public company as per the provisions of Companies Act, 2013. Further, public companies which are high value debt listed entities are also included.

5. While calculating the number of Memberships in Audit/ Stakeholders Relationship Committee(s) for Alternate Director, we have considered it as it is held by Original Director.

Annexure 1

V. Related Party Transactions

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

Text Block

Textual Information(1)	No material RPT was entered during the quarter ended 31.12.2024
Textual Information(2)	No material RPT was entered during the quarter ended 31.12.2024

Annexure 1

VI. Affirmations

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

Annexure 1

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

Details of Cyber security incidence

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

Signatory Details

Name of signatory	Rohan Ramchandra Gavas
Designation of person	Company Secretary and Compliance Officer
Place	North Goa
Date	20-01-2025

