

Date: - January 20, 2026

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, 2025 pursuant to Regulation 62 (Q) (2) (a) read with Regulations 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, 2025 in terms of the provisions of Regulation 62 (Q) (2) (a) read with 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**

**Atul
Gupta**  Digitally signed
by Atul Gupta
Date: 2026.01.20
16:22:51 +05'30'

Atul Gupta
Company Secretary & Compliance officer
M. No. F11472
Encl.: As above

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General information about company

Scrip code	975201
NSE Symbol	NOTLISTED
MSEI Symbol	NOTLISTED
ISIN	INE735X08051
Name of the entity	GMR GOA International Airport Limited
Date of start of financial year	01-04-2025
Date of end of financial year	31-03-2026
Reporting Quarter	Quarterly
Date of Report	31-12-2025
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Any other

Enter the quarter
ended date only

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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																			Add Notes									
Whether the listed entity has a Regular Chairperson																			Yes									
Whether Chairperson is related to MD or CEO																			No									
Disqualification of Directors under section 164 of the Companies Act, 2013																												
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	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? (Refer Reg. 17(A) 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 provision to regulation 17A(I))	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(I) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(I) of Listing Regulations)	Reason for Cessation	Notes for not providing PAN	Notes for not providing DIN		
Add		Delete																										
1	Mr	SRANDH MALLIKARJUNA RAO	AAUPG3856C	00574243	Non-Executive - Non Independent Director	Chairperson		01-07-1949	No				Active	Yes	04-07-2024	04-10-2016					5	0	0	0		Add Notes	Add Notes	
2	Mr	WADHU NAMACHANDRA RAO	AHBP62355Q	02680483	Non-Executive - Independent Director	Not Applicable		23-12-1951	No				Active	NA		09-09-2023				28.22	4	4	9	4		Add Notes	Add Notes	
3	Mr	MUNDHAT RAMACHANDRAN	ADQP7207R	01573238	Non-Executive - Independent Director	Not Applicable		14-06-1950	No				Active	Yes	13-07-2025	02-04-2021				56.09	4	4	8	3		Add Notes	Add Notes	
4	Mr	PRABHAKARA RAO INDANA	AACP8630E	03482239	Non-Executive - Non Independent Director	Not Applicable		15-07-1959	No				Active	NA		06-02-2018					3	0	4	0		Add Notes	Add Notes	
5	Mr	SRINIVAS SOMMIDALA	ADAP6286L	00061464	Non-Executive - Non Independent Director	Not Applicable		01-02-1963	No				Active	NA		04-10-2016					5	0	0	0		Add Notes	Add Notes	
6	Mr	SRANDH BUCHSANVISSA RAJU	AGAP61005G	00061686	Non-Executive - Non Independent Director	Not Applicable		22-09-1974	No				Active	NA		04-10-2016					4	0	1	0		Add Notes	Add Notes	
7	Mr	SRANDH KIRAN KUMAR	ADUPG384TG	00061699	Non-Executive - Non Independent Director	Not Applicable		13-09-1975	No				Active	NA		04-10-2016					5	0	2	1		Add Notes	Add Notes	
8	Mr	PUTHALATH SUDHAKARAN NAR	AGPP6390P	00062118	Non-Executive - Non Independent Director	Not Applicable		09-02-1948	No				Active	Yes	01-09-2024	06-12-2016					1	0	1	1		Add Notes	Add Notes	
9	Mr	BIMAL LAVANT PAREKH	BAF8PP1938G	00062685	Non-Executive - Independent Director	Not Applicable		09-12-1960	No				Active	NA		06-12-2016				108.25	1	0	2	1		Add Notes	Add Notes	
10	Ms	SIVA KAMESWAR VISSA	BAEPV0159M	02396149	Non-Executive - Independent Director	Not Applicable		16-05-1964	No				Active	NA		15-05-2020	22-07-2025				67.68	3	3	6	3		Add Notes	Add Notes
11	Mr	THIBAUT GEORGES JEAN LOUIS ROBERT	FJFR0325H	02662692	Non-Executive - Non Independent Director	Not Applicable		20-05-1984	No				Active	NA		07-04-2024					1	0	1	0		Add Notes	Add Notes	
12	Mr	ALEXIS BENJAMIN ROLS	GN4PP840TQ	02487928	Non-Executive - Non Independent Director	Not Applicable		08-11-1986	No				Active	NA		07-04-2024					3	0	1	0		Add Notes	Add Notes	
13	Mr	NARAYANA RAO KADA	AFNPK7052H	00016262	Non-Executive - Non Independent Director	Not Applicable		01-04-1955	No				Active	NA		06-12-2016					2	0	2	0		Add Notes	Add Notes	
14	Mr	RAGHURAMAN PARTHASARATHY	AAEP7727TJ	03415267	Non-Executive - Nominee Director	Not Applicable		13-05-1962	No				Active	NA		09-09-2023					1	0	0	0		Add Notes	Add Notes	
15	Mr	PIERRE ETIENNE MATHIEY	ZZZZ29999Z	01380054	Alternate Director	Not Applicable		11-05-1988	No				Active	NA		07-04-2024					3	0	1	0		Add Notes	Add Notes	
16	Ms	SODHI T. HALARNAKAR	AAHP0254F	11367667	Non-Executive - Nominee Director	Not Applicable		18-05-1977	No				Active	NA		07-11-2025					0	0	1	0		Add Notes	Add Notes	

Annexure 1	
II. Composition of Committees	
Disclosure of notes on composition of committees explanatory	Add Notes

For this quarter kindly note the following points:

1. Date of Appointment and Date of Cessation (if applicable) must be mandatorily filled for every Committee.
2. Date of Appointment can be any day upto September 30, 2022.
3. Date of Cessation must be for the current quarter only, i.e. July 1,2022 to September 30,2022

Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be prefilled automatically

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	06-02-2016		Add Notes
2	02683483	MADHU RAMACHANDRA RAO	Non-Executive - Independent Director	Member	09-08-2023		Add Notes
3	01573258	MUNDAYAT RAMACHANDRAN	Non-Executive - Independent Director	Member	22-04-2021		Add Notes
4	10563982	THIBAUT GEORGES JEAN LOUIS R	Non-Executive - Non Independent Director	Member	17-04-2024		Add Notes
5	00016262	NARAYANA RAO KADA	Non-Executive - Non Independent Director	Member	06-12-2016		Add Notes
6	02336249	SIVA KAMESWARI VISSA	Non-Executive - Independent Director	Member	15-05-2020		Add Notes
7	11367667	SIDDHI T. HALARNAKAR	Non-Executive - Nominee Director	Member	07-11-2025		Add Notes
8							Add Notes
9							Add Notes
10							Add Notes

Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be prefilled automatically

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	Non-Executive - Independent Director	Chairperson	22-04-2021		Add Notes
2	00060885	BIMAL JAYANT PAREKH	Non-Executive - Independent Director	Member	06-12-2016		Add Notes
3	02336249	SIVA KAMESWARI VISSA	Non-Executive - Independent Director	Member	15-05-2020		Add Notes
4	10497928	ALEXIS BENJAMIN RIOLS	Non-Executive - Non Independent Director	Member	17-04-2024		Add Notes
5	00061464	SRINIVAS BOMMIDALA	Non-Executive - Non Independent Director	Member	06-12-2016		Add Notes
6	00063118	PUTHALATH SUKUMARAN NAIR	Non-Executive - Non Independent Director	Member	24-07-2025		Add Notes
7	11367667	SIDDHI T. HALARNAKAR	Non-Executive - Nominee Director	Member	07-11-2025		Add Notes
8							Add Notes
9							Add Notes
10							Add Notes

Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be prefilled automatically

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		<input type="text" value="Add Notes"/>
2	03482239	PRABHAKARA RAO INDANA	Non-Executive - Non Independent Director	Member	06-02-2018		<input type="text" value="Add Notes"/>
3	02683483	MADHU RAMACHANDRA RAO	Non-Executive - Independent Director	Member	09-08-2023		<input type="text" value="Add Notes"/>
4	11367667	SIDDHI T. HALARNAKAR	Non-Executive - Nominee Director	Member	07-11-2025		<input type="text" value="Add Notes"/>
5							<input type="text" value="Add Notes"/>
6							<input type="text" value="Add Notes"/>
7							<input type="text" value="Add Notes"/>
8							<input type="text" value="Add Notes"/>
9							<input type="text" value="Add Notes"/>
10							<input type="text" value="Add Notes"/>

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	19-01-2024		<input type="text" value="Add Notes"/>
2	02683483	MADHU RAMACHANDRA RAO	Non-Executive - Independent Director	Member	19-01-2024		<input type="text" value="Add Notes"/>
3	10497928	ALEXIS BENJAMIN RIOLS	Non-Executive - Non Independent Director	Member	19-04-2024		<input type="text" value="Add Notes"/>
4	99999999	RANGANATHAN VENKATA SHES	Chief Executive Officer	Member	19-04-2024		<input type="text" value="Add Notes"/>
5	99999999	Anand Ramchandran	Deputy Chief Executive Officer	Member	24-07-2025		<input type="text" value="Add Notes"/>
6	11367667	SIDDHI T. HALARNAKAR	Non-Executive - Nominee Director	Member	07-11-2025		<input type="text" value="Add Notes"/>
7							<input type="text" value="Add Notes"/>
8							<input type="text" value="Add Notes"/>
9							<input type="text" value="Add Notes"/>
10							<input type="text" value="Add Notes"/>

Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be prefilled automatically

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		<input type="button" value="Add Notes"/>
2	00063118	PUTHALATH SUKUMARAN NAIR	Non-Executive - Non Independent Director	Member	22-04-2024		<input type="button" value="Add Notes"/>
3	00016262	NARAYANA RAO KADA	Non-Executive - Non Independent Director	Member	22-04-2024		<input type="button" value="Add Notes"/>
4	11367667	SIDDHI T. HALARNAKAR	Non-Executive - Nominee Director	Member	07-11-2025		<input type="button" value="Add Notes"/>
5							<input type="button" value="Add Notes"/>
6							<input type="button" value="Add Notes"/>
7							<input type="button" value="Add Notes"/>
8							<input type="button" value="Add Notes"/>
9							<input type="button" value="Add Notes"/>
10							<input type="button" value="Add Notes"/>

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks
1						<input type="button" value="Add Notes"/>
2						<input type="button" value="Add Notes"/>
3						<input type="button" value="Add Notes"/>
4						<input type="button" value="Add Notes"/>
5						<input type="button" value="Add Notes"/>
6						<input type="button" value="Add Notes"/>
7						<input type="button" value="Add Notes"/>
8						<input type="button" value="Add Notes"/>
9						<input type="button" value="Add Notes"/>
10						<input type="button" value="Add Notes"/>

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Annexure 1							
III. Meeting of Board of Directors							
Disclosure of notes on meeting of board of directors explanatory				Add Notes			
Sr	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)	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*
Add		Delete					
1	24-07-2025		Add Notes	Yes	15	12	4
2	10-11-2025	108	Add Notes	Yes	15	13	4

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* to be filled in only for the current quarter meetings

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Annexure 1										
IV. Meeting of Committees										
Disclosure of notes on meeting of committees explanatory							Add Notes			
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)
Add		Delete								
1	Audit Committee	23-07-2025			Add Notes	Yes	6	6	4	0
2	Audit Committee	29-10-2025	97		Add Notes	Yes	7	7	4	0
3	Audit Committee	10-11-2025	11		Add Notes	Yes	6	6	4	0

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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

Other details of cyber security incidence or breaches or loss of data event

[Add Notes](#)

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

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Annexure 1

V. Related Party Transactions

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

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

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Annexure 1		
Sr	Subject	Compliance status
1	Name of signatory	Atul Gupta
2	Designation	Company Secretary and Compliance Officer

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Signatory Details

Name of signatory	Atul Gupta
Designation of person	Company Secretary and Compliance Officer
Place	Goa
Date	19-01-2026

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Notes to Corporate Governance Report for the quarter ended December 31, 2025

Annexure-1 (I). Composition of the Board of Directors and (II) Composition of Committees

Notes:

1. Kindly note that as per the explanation given under Regulation 62E read with Regulation 17A of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), with respect to the maximum number of directorships equity listed entities and high value debt listed entities has been considered for the purpose counting the number of directorships.

In terms of Regulation 62B (1)(b) of SEBI LODR Regulations, the Company being a Public Private Partnership Entity, all the non-executive directors other than a nominee director of the Company have been treated as Independent Directors. Accordingly, the following Non-Executive Directors have been categorized as Independent Directors:

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

2. As per Regulation 62(O)(1)(b) read with Regulation 26(1) of Listing Regulations, all public limited companies, whether listed or not and High Value Debt Listed Entities, has been included and all other companies including private limited companies, foreign companies and companies under Section 8 of the Companies Act, 2013 has been excluded.

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 to be public company as per the provisions of Companies Act, 2013.

3. 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.

Notes for not providing PAN of Mr. Pierre Etienne Mathely

Mr. Pierre Etienne Mathely is a Foreign National, hence he is not required to obtain a Permanent Account Number under the applicable laws of India.

Mr. Pierre Etienne Mathely, Alternate director to Mr. Thibaut Georges Jean Louis Rebet

Notes for not providing DIN of Mr. Ranganathan Venkata Sheshan

Mr. Ranganathan Venkata Sheshan is Chief Executive Officer of the Company and not a member of Board of Directors. As such, DIN number is not required to be mentioned. Therefore, dummy DIN is mentioned as 99999999.

Notes for not providing DIN of Mr. Anand Ramachandran

Mr. Anand Ramachandran is Deputy Chief Executive Officer of the Company and not a member of Board of Directors. As such, DIN number is not required to be mentioned. Therefore, dummy DIN is mentioned as 99999999.

Digitally signed by
Atul Gupta
Atul Gupta
Date: 2026.01.20
16:23:27 +05'30'