

January 27, 2025

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Kala Ghoda, Fort
Mumbai- 400001

Dear Sir/Madam,

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.

Ref.: BSE Scrip code: 973145, 973725, 973726, 973775, 973777, 974488, 974489, 974490, 974492, 974496

With reference to the captioned subject, we hereby submit the 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 read with other applicable provisions, for your kind perusal.

This is for your information and records.

Thanking you

Yours faithfully

For GMR Enterprises Private Limited

Yogindu Khajuria
Company Secretary & Compliance Officer
M.No. F6232

Encl: as above

General information about company

Scrip code	952063
NSE Symbol	N.A.
MSEI Symbol	N.A.
ISIN	INE908I07537
Name of the entity	GMR Enterprises Private Limited
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	GRANDHI MALLIKARJUNA RAO	AAUPG5856C	00574243	Non-Executive - Non Independent Director	Chairperson related to Promoter		01-07-1949
2	Mr	SRINIVAS BOMMIDALA	ADAPB2985L	00061464	Non-Executive - Non Independent Director	Not Applicable		01-03-1963
3	Mr	GRANDHI BUCHI SANYASI RAJU	AGAPG1105G	00061686	Non-Executive - Non Independent Director	Not Applicable		22-06-1974
4	Mr	GRANDHI KIRAN KUMAR	ADUPG3647G	00061669	Non-Executive - Non Independent Director	Not Applicable		13-09-1975
5	Mr	BODA VENKATA NAGESWARA RAO	ACUPB0549D	00051167	Non-Executive - Non Independent Director	Not Applicable		16-01-1954
6	Ms	RAMADEVI BOMMIDALA	AGLPB4218N	00575031	Non-Executive - Non Independent Director	Not Applicable		08-01-1973
7	Mr	NANGAVARAM CHANDRAMOULI SARABESVARAN	AFJPS1577A	00167868	Non-Executive - Independent Director	Not Applicable		07-05-1944
8	Mr	PARAMESWARARAO KUSUMANCHI	ADHPK1356P	02780484	Non-Executive - Independent Director	Not Applicable		01-08-1949

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

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	28-05-2024	25-09-2017			87.07	2	0	0	0			
2	NA		25-09-2017			87.07	2	0	1	0			
3	NA		25-09-2017			87.07	1	0	1	0			
4	NA		25-09-2017			87.07	2	0	1	1			
5	NA		25-09-2017			87.07	1	0	1	0			
6	NA		01-08-2020			53	0	0	0	0			
7	Yes	29-04-2022	25-03-2022			33.07	0	0	0	0			
8	Yes	28-05-2024	30-05-2022			31.02	0	0	1	0			

Text Block

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

1. As per the explanation given under Regulation 17A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [SEBI LODR Regulations], only the directorship in equity-listed companies should be considered for the purpose of counting the number of directorships. Accordingly, GMR Enterprises Private Limited (Reporting Company), which is a High Value Debt Listed entity (Not an Equity Listed Company)(HVDLE) is NOT considered for calculating the number of directorships for all the directors.

2. While mentioning number of memberships/ post of chairman in Audit/ Stakeholder Committee(s) including this listed entity (refer Regulation 26(1) of SEBI LODR Regulations), the limit of the committees on which a directors/Committee members serves in all public limited companies (listed or not) has been considered.

3. In terms of Regulation 16 of SEBI LODR Regulations, all the non-executive directors of the Company have been treated as Independent Directors.

However, for the purpose of disclosure we have mentioned directorship in only equity listed entities.

Annexure-1 (II) Composition of Committees

Constitution of Risk Management Committee as on December 31, 2024 is given as below:-

S. No.	Name of Director	Designation	Category
	Mr. Kiran Kumar Grandhi	Chairperson	Non-Executive Non-Independent Director
	Mr. Nangavaram Chandramouli Sarabeswaran	Member	Non-Executive Independent Director
	Mr. Paramaswara Rao Kusumanchi	Member	Non-Executive Independent Director
	Mr. Boda Venkata Nageswara Rao	Member	Non-Executive Non-Independent Director
	Mr. Bodapati Bhaskar	Member	Chief Executive Officer
	Mr. Vishal Kumar Sinha	Member	Chief Financial Officer
	Mr. Yogesh Malhotra	Member	Chief Risk Officer

Textual Information(1)

Annexure 1	
II. Composition of Committees	
Disclosure of notes on composition of committees explanatory	Textual Information(1)

Annexure 1 Text Block

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

1. As per the explanation given under Regulation 17A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [SEBI LODR Regulations], only the directorship in equity-listed companies should be considered for the purpose of counting the number of directorships. Accordingly, GMR Enterprises Private Limited (Reporting Company), which is a High Value Debt Listed entity (Not an Equity Listed Company)(HVDLE) is NOT considered for calculating the number of directorships for all the directors.

2. While mentioning number of memberships/ post of chairman in Audit/ Stakeholder Committee(s) including this listed entity (refer Regulation 26(1) of SEBI LODR Regulations), the limit of the committees on which a directors/Committee members serves in all public limited companies (listed or not) has been considered.

3. In terms of Regulation 16 of SEBI LODR Regulations, all the non-executive directors of the Company have been treated as Independent Directors.

However, for the purpose of disclosure we have mentioned directorship in only equity listed entities.

Annexure-1 (II) Composition of Committees

Constitution of Risk Management Committee as on December 31, 2024 is given as below:-

S. No.	Name of Director	Designation	Category
	Mr. Kiran Kumar Grandhi	Chairperson	Non-Executive Non-Independent Director
	Mr. Nangavaram Chandramouli Sarabeswaran	Member	Non-Executive Independent Director
	Mr. Paramaswara Rao Kusumanchi	Member	Non-Executive Independent Director
	Mr. Boda Venkata Nageswara Rao	Member	Non-Executive Non-Independent Director
	Mr. Bodapati Bhaskar	Member	Chief Executive Officer
	Mr. Vishal Kumar Sinha	Member	Chief Financial Officer
	Mr. Yogesh Malhotra	Member	Chief Risk Officer

Textual Information(1)

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	00167868	NANGAVARAM CHANDRAMOULI SARABESVARAN	Non-Executive - Independent Director	Chairperson	25-03-2022		
2	02780484	PARAMESWARARAO KUSUMANCHI	Non-Executive - Independent Director	Member	30-05-2022		
3	00061669	GRANDHI KIRAN KUMAR	Non-Executive - Non Independent Director	Member	26-09-2017		
4	00051167	BODA VENKATA NAGESWARA RAO	Non-Executive - Non Independent Director	Member	26-09-2017		

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	00167868	NANGAVARAM CHANDRAMOULI SARABESVARAN	Non-Executive - Independent Director	Chairperson	25-03-2022		
2	02780484	PARAMESWARARAO KUSUMANCHI	Non-Executive - Independent Director	Member	30-05-2022		
3	00061669	GRANDHI KIRAN KUMAR	Non-Executive - Non Independent Director	Member	26-09-2017		
4	00051167	BODA VENKATA NAGESWARA RAO	Non-Executive - Non Independent Director	Member	15-02-2020		

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	00051167	BODA VENKATA NAGESWARA RAO	Non-Executive - Non Independent Director	Chairperson	01-01-2022		
2	02780484	PARAMESWARARAO KUSUMANCHI	Non-Executive - Independent Director	Member	30-05-2022		
3	00061669	GRANDHI KIRAN KUMAR	Non-Executive - Non Independent Director	Member	01-01-2022		

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	00061669	GRANDHI KIRAN KUMAR	Non-Executive - Non Independent Director	Chairperson	01-01-2022		
2	00167868	NANGAVARAM CHANDRAMOULI SARABESVARAN	Non-Executive - Independent Director	Member	25-03-2022		
3	00051167	BODA VENKATA NAGESWARA RAO	Non-Executive - Non Independent Director	Member	07-02-2023		
4	02780484	PARAMESWARARAO KUSUMANCHI	Non-Executive - Independent Director	Member	07-02-2023		

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	02780484	PARAMESWARARAO KUSUMANCHI	Non-Executive - Independent Director	Chairperson	30-05-2022		
2	00051167	BODA VENKATA NAGESWARA RAO	Non-Executive - Non Independent Director	Member	26-09-2017		
3	00061669	GRANDHI KIRAN KUMAR	Non-Executive - Non Independent Director	Member	26-09-2017		

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)	No. of Independent Directors attending the meeting*
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	
1	12-08-2024				Yes	8	8	2
2		09-10-2024	57		Yes	8	7	2
3		11-11-2024	32		Yes	8	3	2

Text Block

Textual Information(1)

Annexure-1 (III) Meeting of Board of Directors and (IV) Meeting of Committees

While calculating No. of Independent Directors attending the meeting, we have not considered all the Non-Executive Directors, but have only considered Independent Directors of this HVDLE who are meeting the independence criteria as per the provisions of the Companies Act, 2013.

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	12-08-2024				Yes	4	3	2	0
2	Audit Committee	11-11-2024	90			Yes	4	3	2	0

Text Block

Textual Information(1)	Annexure-1 (III) Meeting of Board of Directors and (IV) Meeting of Committees While calculating No. of Independent Directors attending the meeting, we have not considered all the Non-Executive Directors, but have only considered Independent Directors of this HVDLE who are meeting the independence criteria as per the provisions of the Companies Act, 2013.
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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	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

Annexure 1

VI. Affirmations

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

Annexure 1

Sr	Subject	Compliance status
1	Name of signatory	Yogindu Khajuria
2	Designation	Company Secretary and Compliance Officer

Text Block

Textual Information(1)

The previous Corporate Governance Report (CGR) for the quarter and half year ended Sep 30, 2024 was placed before the Board of Directors of the Company at its meeting held on November 11, 2024. The CGR for quarter ended December 31, 2024 will be placed in the next Board Meeting.

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	Yogindu Khajuria
Designation of person	Company Secretary and Compliance Officer
Place	New Delhi
Date	27-01-2025

Notes to Corporate Governance Report for the quarter ended December 31, 2024

The Company has Ten series of NCDs with BSE Scrip Codes: 973145, 973725, 973726, 973775, 973777, 974488, 974489, 974490, 974492, 974496. However, in the format of Corporate Governance report (CGR) only one Scrip Code can be filled. Hence, the Ten scrip codes of the Company are mentioned in the covering letter.

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

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Annexure-1 (III) Meeting of Board of Directors and (IV) Meeting of Committees

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Annexure-1 (VI) Affirmations

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