

January 20, 2024

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, 2023 pursuant to Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Ref.: BSE Scrip code: 973083, 973084, 973145, 973723, 973724, 973725, 973726, 973774, 973775, 973777, 974486, 974488, 974489, 974490, 974492, 974494, 974496

With reference to the captioned subject, we hereby submit the Corporate Governance Report for the quarter ended December 31, 2023 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

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General information about company	
Scrip code	952063
NSE Symbol	NOTLISTED
MSEI Symbol	NOTLISTED
ISIN	INE908I07255
Name of the entity	GMR Enterprises Private Limited
Date of start of financial year	01-04-2023
Date of end of financial year	31-03-2024
Reporting Quarter	Quarterly
Date of Report	31-12-2023
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 nature on composition of board of directors explanatory		Add Notes		I. Composition of Board of Directors																					
Whether the Board entity has a Regular Chairperson				Yes																					
Whether Chairperson is related to CEO or CFO				No																					
Sl	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. 173(4) 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 Directorships held on listed entities including this listed entity (Other than promoters to Regulation 176 of Listing Regulations)	No. of Independent Directorships held on listed entities including this listed entity (Other than promoters to Regulation 176(c) & 176(2)(i))	Number of memberships in Audit/ Stakeholder Committees including this listed entity (Refer Regulation 34(2) of Listing Regulations)	No. of post of Chairperson in Audit/ Stakeholder Committees held in listed entities including this listed entity (Refer Regulation 24(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
1	Mr	KARUNAKARAN RAO GRAMCHI	AALFD866C	00174243	Non-Executive - Non Independent Director	Chairperson related to Director		21-07-1969	No				Active	NA		25-09-2017			75.56	3	0	0	0		
2	Mr	VENKATESH KONDURU	AQNS2856A	00016168	Non-Executive - Non Independent Director			21-03-1961	No				Active	NA		25-09-2017			75.56	3	0	1	0		
3	Mr	BHICESANTOSH RAJU GRAMCHI	AQNS1335G	00016166	Non-Executive - Non Independent Director			21-06-1974	No				Active	NA		25-09-2017			75.56	2	0	0	0		
4	Mr	URUN KUMAR GRAMCHI	AJLPG347G	00016569	Non-Executive - Non Independent Director			11-06-1975	No				Active	NA		25-09-2017			75.56	3	0	1	1		
5	Mr	RODIA VENKAT NAGARAJA RAO	ACU199049D	00011617	Non-Executive - Non Independent Director			16-01-1954	No				Active	NA		25-09-2017			75.56	3	0	3	2		
6	Ms	RAMADevi SOMMOLLA	AG194238N	00170311	Non-Executive - Non Independent Director			08-01-1973	No				Active	NA		05-09-2020			61.00	1	0	0	0		
7	Mr	RAMAKRISHNA CHANDRASEKHAR SARRANI	AJPS1777A	01647968	Non-Executive - Independent Director			07-05-1984	No				Active	Nil	20-04-2022	25-09-2022			21.07	1	1	1	1		
8	Mr	RAJASEKHAR BABU GUNIMURTHY	AQNP1336P	01780861	Non-Executive - Independent Director			01-08-1989	No				Active	NA		25-09-2022			19.82	1	1	1	1		

Notes:

The category of Non-Executive directors who are not independent directors as per the provisions of the Companies Act, 2013 and Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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.

Accordingly, the following Non-Executive directors of the Company are treated as Independent Directors for the purpose of Listing Regulations:

1. Mr. Mallikarjuna Rao Grandhi
2. Mr. Srinivas Bommidala
3. Mr. Buchisanyasi Raju Grandhi
4. Mr. Kiran Kumar Grandhi
5. Mr. Boda Venkata Nageswara Rao
6. Ms. Ramadevi Bommidala

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 pre-filled 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	00167868	NANGAVARAM CHANDRAMOULI S	Non-Executive - Independent Director	Chairperson	25-03-2022		
2	02780484	PARAMESWARARAO KUSUMANCH	Non-Executive - Independent Director	Member	30-05-2022		
3	00051669	KIRAN KUMAR GRANDHI	Non-Executive - Non Independent Director	Member	26-09-2017		
4	00051167	BODA VENKATA NAGESWARA RAO	Non-Executive - Non Independent Director	Member	26-09-2017		
5							
6							
7							
8							
9							
10							

Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be pre-filled 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	00167868	NANGAVARAM CHANDRAMOULI S	Non-Executive - Independent Director	Chairperson	25-03-2022		
2	02780484	PARAMESWARARAO KUSUMANCH	Non-Executive - Independent Director	Member	30-05-2022		
3	00051167	BODA VENKATA NAGESWARA RAO	Non-Executive - Non Independent Director	Member	15-03-2020		
4	00061669	KIRAN KUMAR GRANDHI	Non-Executive - Non Independent Director	Member	26-09-2017		
5							
6							
7							
8							
9							
10							

Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be pre-filled 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	00051167	BODA VENKATA NAGESWARA RAO	Non-Executive - Non Independent Director	Chairperson	01-01-2022		
2	02780484	PARAMESWARARAO KUSUMANCH	Non-Executive - Independent Director	Member	30-05-2022		
3	00061669	KIRAN KUMAR GRANDHI	Non-Executive - Non Independent Director	Member	01-01-2022		
4							
5							
6							
7							
8							
9							
10							

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	KIRAN KUMAR GRANDHI	Non-Executive - Non Independent Director	Chairperson	01-01-2022		
2	00167868	NANGAVARAM CHANDRAMOULI S	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 KUSUMANCH	Non-Executive - Independent Director	Member	07-02-2023		
5							
6							
7							
8							
9							
10							

Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be pre-filled 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	02780484	PARAMESWARARAO KUSUMANCH	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	KIRAN KUMAR GRANDHI	Non-Executive - Non Independent Director	Member	26-09-2017		
4							
5							
6							
7							
8							
9							
10							

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks
1						
2						
3						
4						
5						
6						
7						
8						
9						
10						

Notes:

1. The category of Non-Executive directors who are not independent directors as per the provisions of the Companies Act, 2013 and Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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.

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3. Mr. Buchisanyasi Raju Grandhi
4. Mr. Kiran Kumar Grandhi
5. Mr. Boda Venkata Nageswara Rao
6. Ms. Ramadevi Bommidala

2. Constitution of Risk Management Committee as on December 31, 2023 is given as below:-

S. No.	Name of Director	Designation	Category
1.	Mr. Kiran Kumar Grandhi	Chairperson	Non-Executive Non-Independent Director
2.	Mr. Nangavaram Chandramouli Sarabeswaran	Member	Non-Executive Independent Director
3.	Mr. Paramaswara Rao Kusumanchi	Member	Non-Executive Independent Director
4.	Mr. Boda Venkata Nageswara Rao	Member	Non-Executive Non-Independent Director
5.	Mr. Bodapati Bhaskar	Member	Chief Executive Officer
6.	Mr. Vishal Kumar Sinha	Member	Chief Financial Officer
7.	Chief Risk Officer (CRO)	Member	CRO resigned effective from November 08, 2023

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	09-08-2023			Yes	8	4	2
2	13-11-2023	95		Yes	8	7	2

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* to be filled in only for the current quarter meetings

Notes:

The category of Non-Executive directors who are not independent directors as per the provisions of the Companies Act, 2013 and Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, are mentioned as "Non-Executive - Non – Independent Director".

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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	09-08-2023				Yes	4	2	2	0
2	Audit Committee Nomination and Remuneration committee	13-11-2023	95			Yes	4	4	2	0
3		09-08-2023				Yes	4	2	2	0
4	Risk Management Committee	23-10-2023	74			Yes	4	3	2	3

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* to be filled in only for the current quarter meetings

Notes:

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5. Mr. Boda Venkata Nageswara Rao
6. Ms. Ramadevi Bommidala

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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	
Disclosure of notes on related party transactions			Add Notes
Disclosure of notes of material transaction with related party			Add Notes

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W: Details of non compliance of prior approval of audit committee obtained
 W: Details of non compliance of shareholder approval obtained for material RPT
 W: Details of non compliance of RPT entered into pursuant to omnibus approval have been reviewed by audit committee
 D: Disclosure notes on quarterly formats for compliance report on corporate governance
 Disclosure of notes of material transaction with related party

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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	
Date of the event		Brief details of the event	

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

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Signatory Details

Name of signatory	Yogindu Khajuria
Designation of person	Company Secretary and Compliance Officer
Place	New Delhi
Date	20-01-2024

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