

# GMR Enterprises Private Limited



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October 21, 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 and half year ended September 30, 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 and half year ended September 30, 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	Half Yearly
Date of Report	30-09-2024
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 related to Promoter		01-07-1949
2	Mr	SRINIVAS BOMMIDALA	ADAPB2985L	00061464	Non-Executive - Non Independent Director	Not Applicable		01-03-1963
3	Mr	BUCHISANYASI RAJU GRANDHI	AGAPG1105G	00061686	Non-Executive - Non Independent Director	Not Applicable		22-06-1974
4	Mr	KIRAN KUMAR GRANDHI	ADUPG3647G	00061669	Non-Executive - Non Independent Director	Not Applicable		13-06-1975
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			84.06	2	0	0	0			
2	NA		25-09-2017			84.06	2	0	1	0			
3	NA		25-09-2017			84.06	1	0	1	0			
4	NA		25-09-2017			84.06	2	0	1	1			
5	NA		25-09-2017			84.06	1	0	0	0			
6	NA		01-08-2020			50	0	0	0	0			
7	Yes	29-04-2022	25-03-2022			30.07	0	0	0	0			
8	Yes	28-05-2024	30-05-2022			28.01	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 September 30, 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)

<b>Annexure 1</b>	
<b>II. Composition of Committees</b>	
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 September 30, 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	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		

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	KIRAN KUMAR GRANDHI	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	KIRAN KUMAR GRANDHI	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	KIRAN KUMAR GRANDHI	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	KIRAN KUMAR GRANDHI	Non-Executive - Non Independent Director	Member	26-09-2017		

<b>Other Committee</b>						
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	18-04-2024				Yes	8	3	1
2	29-05-2024		40		Yes	8	4	1
3		12-08-2024	74		Yes	8	8	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	18-04-2024				Yes	4	2	1	0
2	Audit Committee	29-05-2024	40			Yes	4	3	1	0
3	Audit Committee	12-08-2024	74			Yes	4	3	2	0
4	Risk Management Committee	03-09-2024	21			Yes	4	4	2	3

**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**

**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)

Annexure-1 (VI) Affirmations

The previous Corporate Governance Report (CGR) for the quarter ended June 30, 2024 was placed before the Board of Directors of the Company at its meeting held on August 12, 2024. The CGR for quarter ended September 30, 2024 will be placed in the next Board Meeting.

### Annexure III

#### III. Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	NA	
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
5	Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report	24A(1)	Yes	
6	Submission of Annual Secretarial Compliance Report	24A(2)	Yes	
7	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	NA	
6				

**Annexure III**

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



<b>Additional Half yearly Disclosure</b>			
Applicability of disclosure	Applicable		
Reason for Non Applicability	Textual Information(1)		
<b>I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below</b>			
(A)Any loan or any other form of debt advanced by the listed entity directly or indirectly to			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them	0	0	
Promoter Group or any other entity controlled by them	156000600	0	
Directors (including relatives) or any other entity controlled by them	0	0	
KMPs or any other entity controlled by them	0	0	
<b>(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed By</b>			
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months(taking into account any invocation)
Promoter or any other entity controlled by them	0	0	0
Promoter Group or any other entity controlled by them	Corporate Guarantee & Performance bank Guarantee	10500000000	17975200000
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	0
<b>(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by</b>			
Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	0	0	0
Promoter Group or any other entity controlled by them	Shares	25537290000	67399500000
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	0
(D) Additional Information			Textual Information(2)
<b>II. Affirmations</b>			
Affirmations		Compliance Status	Company Remarks
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.		Yes	Textual Information(3)
Name	Vishal Kumar Sinha		
Designation	CFO		
Place	New Delhi		
Date	21-10-2024		

**Text Block**

Textual Information(2)

Aggregate value of security provided during six month ended included Shares of promoter group company and for determination value Number of shares provided as a security is multiplied by the closing market value of the underlying security as on September 30, 2024.

<b>Details of Cyber security incidence</b>		
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	21-10-2024

## **Notes to Corporate Governance Report for the quarter ended September 30, 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 974496 can be filled. Hence, the Ten scrip codes of the Company are mentioned in the covering letter.

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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
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5.	Mr. Bodapati Bhaskar	Member	Chief Executive Officer

6.	Mr. Vishal Kumar Sinha	Member	Chief Financial Officer
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**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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