

April 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 March 31, 2024 pursuant to Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Ref.: BSE Scrip code: 973084, 973145, 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 March 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

[Home](#)[Validate](#)

General information about company

Scrip code	973145
NSE Symbol	NOTLISTED
MSEI Symbol	NOTLISTED
ISIN	INE908I07255
Name of the entity	GMR Enterprises Private Limited
Date of start of financial year	01-01-2024
Date of end of financial year	31-03-2024
Reporting Quarter	Quarterly
Date of Report	31-03-2024
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Any other

Enter the quarter ended date only

[Prev](#)[Next](#)

Annexure 1

Annexure 1 to be submitted by listed entity on quarterly basis

1. Composition of Board of Directors

Disclosure of roles on composition of board of directors representing		AC/Non-AC		Disqualification of Directors under section 163 of the Companies Act, 2013																						
Whether the listed entity has a Regular Chairperson																										
Whether Chairperson is related to MD or CEO																										
Sr	TD/ MD/ M2	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? (Under Reg. 173A of Listing Regulations)	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of creation	Term of director (in months)	No of Directorship in listed entities including this listed entity (Under Listing Regulations)	No of independent Directorship in listed entities including this listed entity (Under Listing Regulations)	Number of memberships in other listed entities (Under Regulation 173A of Listing Regulations)	No of past Chairperson in listed entities (Under Listing Regulations)	Reason for Cessation	Notes for not providing PAN	Notes for not providing DIN
1	Mr	MAHESHKANTH KANAKARAJU	ANUPD656C	00172434	Non-Executive - Non-Independent Director	Chairperson related to Director		31.01.1949	No				Active	NA		15-09-2011				78.04	2	0	0			
2	Mr	SRINIVAS MOHNRUDRA	ANUP9280G	00014864	Independent Director			31.03.1961	No				Active	NA		15-09-2011				78.04	2	0	1			
3	Mr	RAJIVANAND KANAKARAJU	ANUP4110G	00014865	Independent Director			29.06.1970	No				Active	NA		15-09-2011				78.04	2	0	1			
4	Mr	DEVA KUMAR SHANMUKH	ANUP5649G	00014869	Independent Director			15.01.1974	No				Active	NA		15-09-2011				78.04	2	0	1			
5	Mr	POONANATHA NAGESHARAO BAO	ANUP9949G	00011902	Non-Executive - Non-Independent Director	Not applicable		16.01.1954	No				Active	NA		15-09-2012				78.04	2	0	1			
6	Mr	RAMANUJ SUNDARAJA	ANUP9421BN	00275951	Non-Executive - Non-Independent Director	Not applicable		28.01.1973	No				Active	NA		01-08-2009				44.00	0	0	0			
7	Mr	RAJESHKANTH CHANDRANANDHULU SURESH	ANUP1517N	00187390	Non-Executive - Independent Director			22.05.1988	No				Active	NA	29-08-2012					34.00	0	0	0			
8	Mr	RAMANESWARAN KUSUMANCHI	ANUP9135P	02704864	Non-Executive - Independent Director	Not applicable		01-08-1969	No				Active	NA		10-05-2012				22.00	0	0	1			

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						

[Home](#)[Validate](#)**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	13-11-2023			Yes	8	7	2
2	13-02-2024	91		Yes	8	7	2

[Prev](#)[Next](#)

* to be filled in only for the current quarter meetings

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	13-11-2023				Yes	4	4	2	0	
2	Audit Committee	13-02-2024	91			Yes	4	4	2	0	
3	Nomination and Remuneration committee	13-02-2024				Yes	4	4	2	0	
4	Risk Management Committee	23-10-2023				Yes	4	3	2	3	
5	Risk Management Committee	06-02-2024				Yes	4	3	2	2	
6	Stakeholders Relationship Committee	06-02-2024				Yes	3	2	1	0	
7	Corporate Social Responsibility Committee	06-02-2024				Yes	3	2	1	0	

Prev

Next

* to be filled in only for the current quarter meetings

[Home](#)[Validate](#)

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

[Home](#)[Validate](#)**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	
Disclosure of notes on related party transactions			Add Notes
Disclosure of notes of material transaction with related party			Add Notes

[Prev](#)[Next](#)

[Home](#)[Validate](#)

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

[Prev](#)[Next](#)

Annexure 1

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

[Home](#)[Validate](#)

Signatory Details

Name of signatory	Yogindu Khajuria
Designation of person	Company Secretary and Compliance Officer
Place	New Delhi
Date	20-04-2024

[Prev](#)

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

The Company has fifteen Listed Non-convertible Debentures with BSE Scrip Codes: 973084, 973145, 973724, 973725, 973726, 973774, 973775, 973777, 974486, 974488, 974489, 974490, 974492, 974494, 974496. However, in the format of Corporate Governance report (CGR) only one Scrip Code 973145 can be filled. Hence, only one scrip code is mentioned and fifteen scrip codes are mentioned herein above and in the covering letter.

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) 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 Reporting Company is not counted being a Private Limited Company and (high value debt listed entity).
3. In terms of Regulation 16 of SEBI LODR Regulations, all the non-executive directors of the Company have been treated as Independent Directors. Accordingly, the following have been categorised as Independent Directors:
 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

Constitution of Risk Management Committee as on March 31, 2024 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.	Mr. Yogesh Malhotra	Member	Chief Risk Officer

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

While calculating “No. of Independent Directors attending the meeting”, the Reporting Company has not considered all the Non-Executive Directors, but have only considered Non-Executive Independent Directors who are meeting the independence criteria as per the provisions of the Companies Act, 2013.

Annexure-1 (VI) Affirmations

The previous Corporate Governance Report (CGR) for the quarter ended December 31, 2023 was placed before the Board of Directors of the Company at its meeting held on February 13, 2024. The CGR for quarter ended March 31, 2024 will be placed in the next Board Meeting.