

May 30, 2024

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

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

Dear Sir/Madam,

**Sub: Annual Secretarial Compliance Report as per Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015**

Pursuant to Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith a copy of Annual Secretarial Compliance Report for the financial year ended March 31, 2024, received from M/s. V. Sreedharan & Associates, Practicing Company Secretaries

We request you to kindly place the same on record.

Thanking You

Yours Faithfully  
**For GMR Enterprises Private Limited**



**Yogindu Khajuria**  
**Company Secretary and Compliance Officer**  
**M. No. F6232**

Encl: A/a



**Secretarial Compliance Report of GMR Enterprises Private Limited for the year  
ended March 31, 2024.**

[Pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing  
Obligations and Disclosure Requirements) Regulations, 2015]

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **GMR Enterprises Private Limited** (hereinafter referred as “the listed entity / the company”), having its Registered Office at Third Floor, Old No. 248/New No. 114 Royapettah High Road, Royapettah, Chennai -600014.

Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the listed entity’s books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that in our opinion, the listed entity has, during the review period covering the financial year ended on March 31, 2024, complied with the statutory provisions listed hereunder and also that the listed entity has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:



We have examined:

- (a) all the documents and records made available to us, and explanation provided the by **GMR Enterprises Private Limited** ("the listed entity").
- (b) the filings/ submissions made by the listed entity to the stock exchanges.
- (c) website of the listed entity.
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification.

for the year ended March 31, 2024 ("Review Period") in respect of compliance with the provisions of:

- (a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI").

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

- (a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015





- (b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 **(Not Applicable to the Company during the Review Period)**.
- (c) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
- (d) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 **(Not Applicable to the Company during the Review Period)**.
- (e) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 **(Not Applicable to the Company during the Review Period)**.
- (f) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.
- (g) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 **(Not Applicable to the Company during the Review Period)**.
- (h) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with the client **(Not Applicable to the Company during the Review Period)**.

And circulars/ guidelines issued thereunder.



Based on the above examination, we hereby report that, during the Review Period:

I.(a) The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder except in respect of matters specified below - **Not Applicable**

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
Not Applicable										

(b) The listed entity has taken the following actions to comply with the observations made in previous reports -

Sr. No.	Observations/ Remarks of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended March 2023	Compliance Requirement (Regulations/circulars / guidelines including specific clause)	Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
No actions pending on previous report. Refer Annexure-1.						



II. We hereby report that, during the audit period the compliance status of the Listed entity with the following requirements is as under:

[illegible]



3.	<b>Maintenance and disclosures on Website:</b> <ul style="list-style-type: none"> <li>• The Listed entity is maintaining a functional website.</li> <li>• Timely dissemination of the documents/ information under a separate section on the website.</li> <li>• Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website.</li> </ul>	<p>Yes</p> <p>Yes</p> <p>Yes</p>	<p>--</p> <p>--</p> <p>--</p>
4.	<b>Disqualification of Director:</b> <p>None of the Directors of the Company are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.</p>	<p>Yes</p>	<p>--</p>
5.	<b>Details related to Subsidiaries of listed entities have been examined w.r.t:</b> <p>(a) Identification of material subsidiary companies.</p>	<p>Yes</p>	<p>--</p>



	(b) Disclosure requirement of material as well as other subsidiaries.	Yes	--
6.	<b>Preservation of Documents:</b>  The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	--
7.	<b>Performance Evaluation:</b>  The listed entity has conducted performance evaluation of the Board, Independent Directors, and the Committees at the start of every financial year/ during the financial year as prescribed in SEBI Regulations.	Yes	--
8.	<b>Related Party Transactions:</b>  (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions.	Yes	--





	(b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved / ratified / rejected by the Audit committee.	Not Applicable	The Company has obtained prior approval from the Audit Committee for all the Related Party Transactions entered during the year.
9.	<b>Disclosure of events or information:</b>  The listed entity has provided all the required disclosure(s) under Regulation 51 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	--
10.	<b>Prohibition of Insider Trading:</b>  The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	--
11.	<b>Actions taken by SEBI or Stock Exchange(s), if any:</b>  No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.	Yes	No action has been initiated against the listed entity/its promoters/directors / subsidiaries either by SEBI or by Stock Exchanges during the review period.



12.	<b>Resignation of the statutory auditors from the listed entity or its material subsidiaries</b>  In case any resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary (ies) has / have complied with paragraph 6.1 and 6.2 of Section V-D of Chapter V of the Master Circular SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 on compliance with the provisions of the LODR Regulations by the listed entity.	Not Applicable	No resignation of statutory auditors from listed entities or its material subsidiaries took place during the review period.
13.	<b>Additional Non-compliances, if any:</b>  No Additional non-compliance observed for all SEBI regulation / circular / guidance note etc.	Yes	--



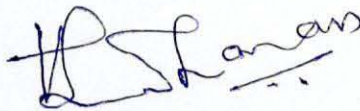


**Assumptions & Limitation of scope and Review:**

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished are the responsibilities of the management of the listed entity.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

**For V. SREEDHARAN & ASSOCIATES**

**Company Secretaries**



**(V. Sreedharan)**

**Partner**

**FCS: 2347; CP No. 833**



**Place: Bengaluru**

**Date: May 21, 2024**

**UDIN: F002347F000413219**

**Peer Review Certificate No. 5543/2024**



## Annexure 1

The listed entity has taken the following actions to comply with the observations made in the previous reports ;

Sr. No	Compliance (Regulations/ circulars/ guidelines including specific clause)	Requirement	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations / Remarks of Practicing Secretary of the Listed entity	Management Response	Remarks
1.	Clause 10.1(a) of Chapter VII of SEBI Circular No.: SEBI/HO/DDHS/P/CIR/2021/613 dated April 13,2022 read with Regulation 46 of SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021 - The issuer shall within fifteen days from the end of every half year (i.e. April 15 and October 15),submit a statement, to the stock exchange, where its debt securities are listed, as well as to the depository containing data in the format as prescribed.		SEBI Circular No.: SEBI/HO/DDHS/P/CIR/2021/613 dated April 13,2022.	The listed entity has submitted the statement for the half year ended September 30,2022 on October 25, 2022.	NIL	NIL	Refer to our comments mentioned under 'deviations'.	NIL	The listed entity has submitted the statement for the half year ended September 30,2022 on October 25, 2022, which is beyond the due date.	Process has been strengthened and subsequent statements for FY 2023-24 were submitted within the prescribed timelines.	NIL



2.	Regulation 57(4) read with SEBI Circular No.: SEBI/HO/DDHS/DDHS_Div1/P/CIR/2022/0000000103 dated July 29,2022 - The listed entity shall within five working days prior to the beginning of the quarter provide details for all the non-convertible securities for which interest/dividend/principal obligations shall be payable during the quarter.	Regulation 57(4) of SEBI (LODR) Regulations, 2015 read with SEBI Circular No.: SEBI/HO/DDHS/DDHS_Div1/P/CIR/2022/0000000103 dated July 29,2022 which was effective from August 01,2022.	Intimation to the stock exchange under the provisions of the regulation was not in the prescribed format for the quarter ended December 31,2022 and March 31,2023.	NIL	NIL	Refer to our comments mentioned under 'deviations'.	NIL	Though prior intimation was given to the stock exchange for the quarters ended December 31,2022 and March 31, 2023, it was not given in the revised format.	Subsequent intimations were given in the prescribed formats however, this requirement has been omitted by SEBI w.e.f. June 15, 2023 hence, not applicable.	NIL
3.	Regulation 57(5) read with SEBI Circular No.: SEBI/HO/DDHS/DDHS_Div1/P/CIR/2022/0000000103 dated July 29,2022- The listed entity shall within seven working days from the end of the quarter provide:  (a) a certificate confirming the payment of interest/dividend/principal obligations for non-convertible securities which were due in that quarter; and  (b) the details of all unpaid interest/dividend/principal	Regulation 57(5) of SEBI (LODR) Regulations, 2015 read with SEBI Circular No.: SEBI/HO/DDHS/DDHS_Div1/P/CIR/2022/0000000103 dated July 29,2022 which was effective from August 01,2022.	Intimation to the stock exchange under the provisions of the regulation was not in the prescribed format for the quarter ended September 30,2022; December 31,2022 and	NIL	NIL	NIL	NIL	Though intimation was given to the stock exchange for the quarters ended September 30, 2022, December 31,2022 and March 31, 2023, it was not given in the revised format.	Subsequent intimations were given in the prescribed formats however, this requirement has been omitted by SEBI w.e.f. June 15, 2023, hence, not applicable.	NIL





	obligations in relation to non-convertible securities at the end of the quarter.		March 31, 2023.							
4.	Regulation 52(7) of SEBI (LODR) Regulations, 2015- The listed entity shall submit to the stock exchange(s), along with the quarterly financial results, a statement indicating the utilisation of the issue proceeds of non-convertible securities, in such format as may be specified by the Board, till such proceeds of issue have been fully utilised or the purpose for which the proceeds were raised has been achieved.	Regulation 52(7) of SEBI (LODR) Regulations, 2015	Refer to our comments mentioned under 'details of violations'.	NIL	NIL	The listed entity has not submitted a statement of utilisation of proceeds of issue of non-convertible securities to the stock exchange during the FY 22-23.	NIL	The listed entity has not submitted a statement of utilisation of proceeds of issue of non-convertible securities to the stock exchange during the FY 22-23.	Separate statements were submitted in subsequent intimations.	
5.	Regulation 52(7A) of SEBI (LODR) Regulations, 2015 read with sub-clause 2 of Chapter IV of SEBI Circular No.: SEBI/HO/DDHS/DDHS_Div1/P /CIR/2022/0000000103 dated July 29, 2022- The listed entity shall submit to the stock exchange(s), along with	Regulation 52(7A) of SEBI (LODR) Regulations, 2015 read with sub-clause 2 of Chapter IV of SEBI Circular No.:	The listed entity has submitted a declaration along with the quarterly financial statements that there are no	NIL	NIL	Refer to our comments mentioned under 'deviations'.	NIL	The listed entity has submitted a declaration along with the quarterly financial statements that there are no	Separate declarations were submitted in subsequent intimations.	NIL





<p>the quarterly financial results, a statement disclosing material deviation(s) (if any) in the use of issue proceeds of non-convertible securities from the objects of the issue, in such format as may be specified by the Board, till such proceeds have been fully utilised or the purpose for which the proceeds were raised has been achieved.</p> <p>Sub-clause 2 of Chapter IV of SEBI Circular No.: SEBI/HO/DDHS/DDHS_Div1/P/CIR/2022/0000000103 dated July 29,2022- A statement indicating utilisation and a statement indicating deviation/ variation, shall be submitted to the Stock Exchange(s), on quarterly basis, within 45 days of end of the quarter, until such funds are fully utilised or the purpose for which these proceeds were raised has been achieved. In case there are no deviations, a 'nil' report shall be filed.</p>	<p>SEBI/HO/DDHS/DDHS_Div1/P/CIR/2022/0000000103 dated July 29,2022 which was effective from August 01,2022.</p>	<p>material deviations in the use of issue proceeds of non-convertible securities from the objects of the issue; However, no separate 'nil' report was submitted to the stock exchange.</p>					<p>material deviations in the use of issue proceeds of non-convertible securities from the objects of the issue.</p> <p>However, no separate 'nil' report was submitted to the stock exchange.</p>		
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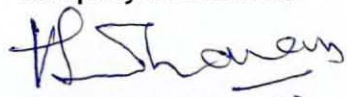
6.	<p>Regulation 60 of SEBI (LODR) Regulations, 2015:</p> <p>the listed entity shall intimate the stock exchange at least seven working days (excluding the date of intimation and the record date) to the recognised stock exchange(s) of the record date for payment of interest or redemption of debt securities.</p>	<p>Regulation 60 of SEBI (LODR) Regulations, 2015</p>	<p>Refer to our comments mentioned under 'details of violation'.</p>	NIL	NIL	<p>The listed entity has informed the stock exchange about payment of interest or redemption of debt securities in the intimation of outcome of Board meeting under Regulation 51(2) of SEBI (LODR) Regulations, 2015. No separate intimation on record date has been submitted to the stock exchange as per the provisions of Regulation 60 of SEBI (LODR) Regulations, 2015. Also, intimation of record date for</p>	NIL	<p>No separate intimation on the record date has been submitted to the stock exchange as per the provisions of Regulation 60 of SEBI(LODR) Regulations, 2015. Also, intimation of record date for payment of interest due on September 16,2022 was not given seven working days before the record date.</p> <p>According to the management of the listed entity, the debenture holders for all class of</p>	<p>Since terms of few debentures of that class was amended hence, the disclosure was given as part of outcome of the Board meeting where this item was taken. For other debentures separate intimations are being sent.</p>	NIL
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						payment of interest due on September 16, 2022 was not given seven working days before the record date.		debt securities are the same and therefore intimating the stock exchange of the record date for payment of interest or redemption of debt securities on different dates does not arise.		
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For V. SREEDHARAN & ASSOCIATES  
Company Secretaries



(V Sreedharan)  
Partner  
FCS: 2347; CP No. 833  
Place: Bengaluru



Date: May 21, 2024  
UDIN: F002347F000413219  
Peer Review Certificate No. 5543/2024