

Name of Listed Entity: L&T Metro Rail (Hyderabad) Limited

Quarter ending: September 30,2023

**I. Composition of Board of Directors**

Whether Regular chairperson appointed: Yes

Whether Chairperson is related to managing director or CEO: No

Name of the Director	DIN	Category of Director	Date of Birth	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(1) of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	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)
Mr. Sekharipuram Narayanan Subrahmanyam	02255382	Chairman	16/03/1960	08-12-2015	21-06-2023	NA	90	4	0	0	0
Mr. Vijayabhaskara Kalakota Reddy	01683467	Managing Director & Chief Executive Officer	01/07/1961	24-01-2018	24-01-2021	NA	63	0	0	0	0
Mr. Ramamurthi Shankar Raman	00019798	Director	20/12/1958	08-12-2015	06-08-2019	NA	90	3	0	3	0
Mr. Ajit Rangnekar Pandurang	01676516	Independent Director	21/01/1947	11-02-2011	16-02-2020	NA	147	0	0	0	0
Ms. Vijayalakshmi Rajaram Iyer	05242960	Independent Director	01-06-1955	12-05-2020	NA	NA	36	6	3	7	3



Mr. Nallamilli Venkat Satyanarayana Reddy	01414254	Nominee Director	05-06-1956	31-03-2012	NA	NA	134	0	0	0	0
Mr. Prasanna Rangacharya Mysore	00010264	Independent Director	07-04-1947	18-02-2016	18-02-2021	NA	87	0	0	0	0
* Mr. Shrikant Prabhakar Joshi	02278471	Director	14-07-1958	02-05-2018	21-06-2023	NA	60	1	0	0	0
Mr. Sujit Kumar Varma	09075212	Independent Director	06-01-1961	25-04-2022	21-05-2021	NA	17	2	1	1	0
Mr. Dip Sen Kishore	07862942	Director	19-03-1956	09-01-2023	NA	NA	9	1	0	1	0
Ms. Deepa Gopalan Wadhwa	03554707	Independent Director	28-11-1955	27-03-2023	NA	NA	2	6	6	0	0

## II. Composition of Committees

### a) Audit Committee

Whether The Audit Committee has a Regular Chairperson: Yes

Name of Committee members	Category	Designation	Date of Appointment	Date of Cessation
MR. PRASANNA RANGACHARYA MYSORE	Non-Executive - Independent Director	Chairman	26-04-2016	NA
MR. AJIT PANDURANG RANGNEKAR	Non-Executive - Independent Director	Member	21-04-2011	NA
MR. RAMAMURTHI SHANKAR RAMAN	Non-Executive - Non Independent Director	Member	26-04-2016	NA
MR. SUJIT KUMAR VARMA	Non-Executive - Independent Director	Member	25-04-2022	NA



**b) Nomination and Remuneration Committee (NRC)**

Whether The Nomination and Remuneration Committee has a Regular Chairperson: Yes

Name of Committee members	Category	Designation	Date of Appointment	Date of Cessation
MR. AJIT PANDURANG RANGNEKAR	Non-Executive - Independent Director	Chairman	21-04-2011	NA
MR. PRASANNA RANGACHARYA MYSORE	Non-Executive - Independent Director	Member	12-02-2020	NA
MR. SHRIKANT PRABHAKAR JOSHI	Non-Executive - Non Independent Director	Member	06-05-2020	NA

**c) Stakeholders' Relationship Committee (SRC)**

Whether The Stakeholders' Relationship Committee has a Regular Chairperson: Yes

Name of Committee members	Category	Designation	Date of Appointment	Date of Cessation
MS. DEEPA GOPALAN WADHWA	Non-Executive - Independent Director	Chairperson	27-03-2023	NA
MR. D K SEN	Non-Executive Director	Member	27-03-2023	NA
MR. VIJAYABHASKARA REDDY KALAKOTA	Executive Director	Member	27-03-2023	NA



d) Risk Management Committee (RMC)

Whether The Risk Management Committee has a Regular Chairperson: Yes

Name of Committee members	Category	Designation	Date of Appointment	Date of Cessation
MR. SUJIT KUMAR VARMA	Non-Executive - Independent Director	Chairman	27-03-2023	NA
MR. D K SEN	Non-Executive Director	Member	27-03-2023	NA
MR. VIJAYABHASKARA REDDY KALAKOTA	Executive Director	Member	27-03-2023	NA
MR. SUDHIR CHIPLUNKAR	Chief Operations Officer (Rail Systems)	Member	27-03-2023	NA
MR. RAHUL NILOSEY	Chief Financial officer	Member	27-03-2023	NA

III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met	Number of Directors present	Number of independent directors present	Maximum gap between any two consecutive (in number of days)
20/04/2023	11/07/2023	Yes	10	5	81

IV. Meetings of Committees

Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met	Number of Directors present	Number of independent directors present	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
Audit Committee	10/07/2023	Yes	4	3	19/04/2023	81



Nomination & Remuneration Committee	30/09/2023	Yes	2	2	22/04/2023	160
Risk Management Committee	01/09/2023	Yes	3	1	01/06/2023	91

#### V. Related Party Transactions

Subject	Compliance Status (Yes/No/NA)
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee	Yes

#### V. Affirmations

Sr. No.	Subject	Compliance Status (Yes/No/NA)	Explanation
1	The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015.	No	Company is in search for one more Independent Director. Prescribed time for compliance: 31 <sup>st</sup> March 2024.
2	The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015		
	a. Audit Committee	Yes	
	b. Nomination & Remuneration Committee	Yes	
	c. Stakeholders Relationship Committee	Yes	
	d. Risk management committee	Yes	
3	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	
4	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	



5	This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/ advice of the board of directors may be mentioned here.	Yes	
6	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on Website (Reg.46(2))	Yes	
7	Presence of Chairperson of Audit Committee at the Annual General Meeting (Reg.18(1)(d))	Yes	
8	Presence of Chairperson of the nomination and remuneration committee at the Annual General Meeting (Reg.19(3))	Yes	
9	Presence of Chairperson of the Stakeholder Relationship committee at the Annual General Meeting (Reg.20(3))	Yes	
10	Whether "Corporate Governance Report" disclosed in Annual Report (Reg. 34(3) read with para C of Schedule V)	Yes	

**Signature:**

**Name:** Chandrachud Paliwal

**Designation:** Head- Legal & Company Secretary

**Date:** October 7, 2023



Half year ending – 30<sup>th</sup> September 2023

**I. Disclosure of Loans/ guarantees/comfort letters /securities etc. – NOT APPLICABLE**

**(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		
Promoter Group or any other entity controlled by them	NA	
Directors (including relatives) or any other entity controlled by them		
KMPs or any other entity controlled by them		

**(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:**

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			
Promoter Group or any other entity controlled by them		NA	
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			



(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:

Entity	Type of security (cash, shares etc.)	Aggregate amount of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them			
Promoter Group or any other entity controlled by them		NA	
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			

II. **Affirmations – NOT APPLICABLE**

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. – Not Applicable

Signature: 

Name: Rahul Nilosey

Designation: Chief Financial Officer

Date: October 7, 2023

