

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

Quarter ending: March 31, 2025

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	111	4	0	0	0
Mr. Vijayabhaskara Kalakota Reddy	01683467	Managing Director & Chief Executive Officer	01/07/1961	24-01-2018	24-01-2024	NA	86	0	0	0	0
Mr. Ramamurthi Shankar Raman	00019798	Director	20/12/1958	08-12-2015	01-07-2024	NA	111	3	0	2	0
Ms. Vijayalakshmi Rajaram Iyer	05242960	Independent Director	01-06-1955	12-05-2020	NA	NA	58	5	5	5	3
Mr. Nallamilji Venkat Satyanarayana Reddy	01414254	Nominee Director	05-06-1956	31-03-2012	NA	NA	156	0	0	0	0



Mr. Prasanna Rangacharya Mysore	00010264	Independent Director	07-04-1947	18-02-2016	18-02-2021	NA	109	0	0	0	0
Mr. Sujit Kumar Varma	09075212	Independent Director	06-01-1961	25-04-2022	NA	NA	35	3	2	2	3
Mr. Dip Sen Kishore	07862942	Director	19-03-1956	09-01-2023	01-07-2024	NA	26	0	0	0	0
Ms. Deepa Gopalan Wadhwa	03554707	Independent Director	28-11-1955	27-03-2023	NA	NA	24	7	6	7	0
Mr. Arabandi Venu Prasad	01054227	Independent Director	15-07-1963	11-01-2025	NA	NA	2	1	1	1	0

*Excludes Directorship/ Committee membership of private companies, section 8 companies and all HVDLEs including L&T Metro Rail (Hyderabad) Ltd. since it is a HVDLE.

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. 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
MR. AJIT PANDURANG RANGNEKAR	Non-Executive - Independent Director	Member	21-04-2011	15-02-2025*

*Mr. Ajit Pandurang Rangnekar, Non-Executive - Independent Director and Chairperson of Nomination and Remuneration Committee ceased to be the director of the Company consequent to completion of second term as an Independent Director w.e.f. 15-02-2025



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
MRS. VIJAYALAKSHMI RAJARAM IYER	Non-Executive - Independent Director	Chairperson (w.e.f. 06/03/2025)	06-03-2025	NA
MR. PRASANNA RANGACHARYA MYSORE	Non-Executive - Independent Director	Member	12-02-2020	NA
MR. D K SEN	Non-Executive - Non Independent Director	Member	06-03-2025	NA
MR. AJIT PANDURANG RANGNEKAR	Non-Executive - Independent Director	Chairman (till 15/02/2025)	21-04-2011	15-02-2025
MR. SHRIKANT PRABHAKAR JOSHI	Non-Executive - Non Independent Director	Member	06-05-2020	15-02-2025

Mr. Ajit Pandurang Rangnekar, Non-Executive - Independent Director and Chairperson of Nomination and Remuneration Committee ceased to be the director of the Company consequent to completion of second term as an Independent Director w.e.f. 15-02-2025

Mr. Shrikant Joshi, Non-Executive Director and member of Nomination and Remuneration Committee resigned due to other commitments as Director of the Company and hence ceased to be the director w.e.f. 15-02-2025

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. ARABANDI VENU PRASAD	Non-Executive - Independent Director	Member	06-03-2025	NA
MR. VIJAYABHASKARA REDDY KALAKOTA	Executive Director	Member	27-03-2023	NA
MR. DIP SEN KISHORE	Non-Executive - Non Independent Director	Member	27-03-2023	06-03-2025

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. AVRS SHARMA	Chief Financial officer	Member	12-07-2024	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)
11/10/2024	10/01/2025	Yes	11	5	91



	06/03/2025	Yes	9	5	54
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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	09/01/2025	Yes	4	3	10/10/2024	91
Stakeholders Relationship Committee	13/02/2025	Yes	3	1	-	-
Risk Management Committee	29/03/2025	Yes	2	1	30/12/2024	88

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	Yes
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.	Yes	
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	

Disclosure on website in terms of Listing Regulations

Sr. No.	Subject	Compliance Status (Yes/No/NA)	Explanation
1	Details of business	Yes	
2	Terms and conditions of appointment of independent directors	Yes	
3	Composition of various committees of board of directors.	Yes	
4	Code of conduct of board of directors and senior management personnel.	Yes	
5	Details of establishment of vigil mechanism/ Whistle Blower policy.	Yes	
6	Criteria of making payments to non-executive directors.	Yes	
7	Policy on dealing with related party transactions.	Yes	
8	Policy for determining 'material' subsidiaries	NA	
9	Details of familiarization programmes imparted to independent directors	Yes	
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
11	email address for grievance redressal and other relevant details	Yes	
12	Financial results	Yes	
13	Shareholding pattern	Yes	
14	Details of agreements entered into with the media companies and/or their associates	NA	
15	New name and the old name of the listed entity	NA	



Annual Affirmations

Particulars	Regulation Number	Compliance Status (Yes/No/NA)
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Quorum of Board Meeting	17(2A)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Recommendation of Board	17(11)	Yes
Maximum number of Directorships	17A	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Quorum of nomination & remuneration committee	19(2A)	Yes
Meeting of nomination & remuneration committee	19(3A)	Yes
Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes
Meeting of Stakeholder Relationship Committee	20(3A)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	Yes
Meeting of risk management committee	21(3A)	Yes
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	Yes
Disclosure of related party transactions on consolidated basis	23(9)	NA
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA




Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA
Annual Secretarial Compliance Report	24(A)	Yes
Alternate Director to Independent Director	25(1)	NA
Maximum Tenure	25(2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Declaration from Independent Director	25(8) & (9)	Yes
D&O Insurance for Independent Directors	25(10)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

Affirmations:

Particulars	Compliance status
The Listed entity has approved Material Subsidiary policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	NA

Signature:

Name: Chandrachud Paliwal

Designation: Head- Legal & Company Secretary

Date: 18/04/2025.



Half year ending – 31st March 2025

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: AVRS Sharma

Designation: Chief Financial Officer

Date: 18.04.2025

