

## **GMR WARORA ENERGY LIMITED**

Registered Office: 701/704, 7th Floor, Naman Centre, A-Wing,  
BKC (Bandra Kurla Complex), Bandra Mumbai Maharashtra 400051  
(CIN: U40100MH2005PLC155140; T: 022- 42028000;  
website: www.gmrpui.com & www.gmrgroup.in)

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Notice is hereby given that the Nineteenth Annual General Meeting of the Company will be held on **Monday, September 30, 2024 at 10:30 AM (IST) through Video Conference**, to transact the following businesses:

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Annual Financial Statements comprising of the Balance Sheet as at March 31, 2024, Profit & Loss Account and Cash Flow Statement for the year ended on that date together with the notes and schedules thereto for the year ended March 31, 2024, and the reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mr. Ashis Basu (DIN: 01872233), who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint a director in place of Mr. Dhananjay Deshpande (DIN: 07663196), who retires by rotation and being eligible offers himself for re-appointment.
4. To re-appoint M/s. S.R. Batliboi & Associates LLP, Chartered Accountants (Registration No. 101049W) as Statutory Auditors of the Company to hold office for another term of five years from the conclusion of this Annual General Meeting until the conclusion of 24<sup>th</sup> Annual General Meeting in the year 2029 on such remuneration as may be determined by the Board of Directors.

### **SPECIAL BUSINESS:**

#### **5. RATIFICATION OF REMUNERATION OF THE COST AUDITORS**

To consider and if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s Narasimha Murthy & Co., Cost Accountants having firm registration no.000042, appointed by the Board of Directors of the Company as Cost Auditors, to conduct the audit of the cost records of the Company, for the financial year 2024-25, be paid a remuneration of Rs.2,50,000 p.a. (Rupees Two Lakh Fifty Thousand) plus out of pocket expenses to be reimbursed on actual basis and other applicable taxes.

**RESOLVED FURTHER THAT** the Directors of the Company be and are hereby severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By Order of the Board for **GMR Warora Energy Limited**

Sanjay Kumar Babu  
**Company Secretary**  
M.No. FCS 8649

Place: New Delhi  
Date: July 20, 2024

## NOTES:

1. The Ministry of Corporate Affairs ("MCA") vide its General Circular No. 09/2023 dated 25<sup>th</sup> September 2023 read with Circular no. 14/2020 dated 08th April 2020, 17/2020 dated 13th April 2020, 20/2020 dated 5th May 2020, 22/2020 dated 15th June 2020, 33/2020 dated 28th September 2020, 39/2020 dated 31st December 2020, 02/2021 dated 13th January 2021, Circular No. 2/2022 dated 5th May, 2022, Circular No. 10/2022 dated 28th December 2022 issued by Ministry of Corporate Affairs (MCA) has permitted Companies to hold the Annual General Meeting ("AGM") through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM"). In terms of said Circulars, the 19th Annual General Meeting of the Members be held through Video Conferencing.
2. The Meeting shall be deemed to be conducted at the Registered Office of the Company situated at 701/704, 7th Floor, Naman Centre, A-Wing, BKC (Bandra Kurla Complex), Bandra Mumbai Maharashtra 400051.
3. Since, the AGM is being conducted through video conferencing, there is no provision for appointment of proxies. Accordingly, appointment of proxies by the Members will not be available.
4. Banks / Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or Governing Body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC on its behalf and to vote.
5. In compliance with the aforesaid MCA Circulars, Notice of the AGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories.
6. Members attending the AGM through Video Conferencing shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office as well as Corporate Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
8. The Statement setting out the material facts in respect of the special business pursuant to Section 102 of the Companies Act, 2013, is annexed to this Notice as Annexure I.
9. Brief details of the Directors proposed to be re-appointed as required pursuant to the Secretarial Standards-2 on General Meetings, is annexed to this Notice as Annexure II.
10. Since the AGM will be held through Video Conferencing, the Route Map is not annexed in this Notice.
11. The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which Directors are interested under section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection in electronic mode. Members can inspect the same by sending an email to: [energy-secretarial@gmrgroup.in](mailto:energy-secretarial@gmrgroup.in).

12. The details and process and manner for participating in the AGM through Video Conferencing are explained herein below:
- a) Meeting would be conducted by using Zoom application which is one of the mode of conducting through Video Conferencing.
  - b) The Login Id and Password will be shared to the Members on their respective email ids as registered with the Company.
  - c) Members can participate in AGM through smart phone/laptop, however for better experience and smooth participation it is advisable to join the Meeting through Laptops.
  - d) Further Members will be required to allow camera and microphone permission and it is better to use Internet with a good speed to avoid any disturbance during the Meeting.
  - e) For those shareholders who need assistance with using the technology before or during the meeting or in case of any query, may call to the Mr. Sanjay Babu, Company Secretary, Mobile No. 9818124122 or can send a mail to [Sanjay.Babu@gmrgroup.in](mailto:Sanjay.Babu@gmrgroup.in) or [energy-secretarial@gmrgroup.in](mailto:energy-secretarial@gmrgroup.in).

## ANNEXURE I

### **Explanatory Statement pursuant to Section 102 of the Companies Act, 2013**

#### **Item No.4:**

The Board on the recommendation of the Audit Committee, had approved the appointment and remuneration of M/s. Narasimha Murthy & Co., Cost Accountants having firm registration no.000042 to conduct the audit of the cost records of the Company for the financial year ended March 31, 2025 at remuneration as detailed in the resolution.

In accordance with the provisions of Section 148(3) of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company. Accordingly, consent of the members is being sought for ratification of the remuneration payable to Cost Auditors for the financial year ended March 31, 2025 as mentioned in the resolution.

The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice, for approval by the members.

None of the other Directors/ Key Managerial Personnel of the Company and their relatives is in any way, concerned or interested financially or otherwise, in these resolutions.

By Order of the Board for **GMR Warora Energy Limited**

Sanjay Kumar Babu  
**Company Secretary**  
M.No. FCS 8649

Place: New Delhi  
Date: July 20, 2024

## Annexure II

Additional Information on Directors recommended for re-appointment/appointment as required under Secretarial Standards-2 as prescribed by the Institute of Company Secretaries of India:

<b>Name:</b>	<b>Mr. Ashis Basu</b>	<b>Mr. Dhananjay Deshpande</b>
<b>Proposed designation and appointment</b>	Director liable to retire by rotation	Director liable to retire by rotation
<b>DIN</b>	01872233	07663196
<b>Date of birth</b>	June 02, 1962	October 31, 1962
<b>Age</b>	61 years	60 Years
<b>Qualifications</b>	Chartered Accountant	BE (Mechanical) and MBA
<b>Experience</b>	Mr. Ashis Basu, currently CEO-Energy, has been associated with the GMR Group since December 2001. He holds a Bachelors' degree in Commerce from St. Xavier's College, Kolkata and is also a qualified Chartered Accountant. He has rich experience in power sector, Commercial and Contracts. Prior to joining our group, he worked with RPG-RR Power Engineering Limited as a Chief Manager - Finance for a period of 5 years. He has in the past also worked with other subsidiaries of CESC Limited for development of power project and coal mining project. Currently, he is responsible for the corporate functions of Energy sector including legal, finance & accounts, corporate secretarial, commercial contracts & procurement, Smart meter business and business development and power trading.	Mr. Dhananjay Deshpande is currently the COO-Thermal (Energy Sector) and also holds the position as whole-time director of GMR Warora Energy Limited. He is a BE. (Mech) from Govt Engineering College, Aurangabad and MBA from Marathwada University. He has over 36 years of rich experience in Power Plant (O & M), Commissioning, Project management, Business excellence, commercial aspect of power generation, power sale, coal sourcing. He also worked extensively in commissioning of a wide spectrum of equipment of Power Plants of capacity 210, 250, 300 & 600 MW. Prior to joining GMR he has worked in Lanco Power Limited in their Corporate O & M division as Vice-president (Operation Services), Reliance Energy Limited, MSEB, Chandrapur & Nasik Thermal Power Station Eklahre and NRB Pvt. Ltd.
<b>Terms and Conditions:</b>	Whole-time Director liable to retire by rotation	Whole-time Director liable to retire by rotation
<b>Details of remuneration sought to be paid:</b>	As per shareholders' approval	As per shareholders' approval
<b>Date of first appointment on the Board</b>	April 15, 2015	November 23, 2016
<b>Shareholding in the Company:</b>	NIL	NIL

<b>Relationship with Other Directors, Manager and other KMP(S):</b>	NA	NA
<b>Number of Board Meetings attended during the year (FY 2024-25):</b>	Two	Two
<b>Directorships and Committee memberships held in other companies</b>	Given hereunder as (a)	Directorship in GMR Kamalanga Energy Limited (GKEL) Member of Securities Allotment committee, Management Committee & CSR Committee of GKEL

a) Names of entities in which Mr. Ashis Basu holds directorship and the Membership /Chairmanship of Committees of the Board:

<b>S. No.</b>	<b>Name of Companies (Directorship)*</b>	<b>Membership / Chairmanship of Committees of the Board</b>
1.	GMR Warora Energy Limited	Member of: • Securities Allotment Committee; • Executive Committee.
2.	GMR Gujarat Solar Power Limited	Member of Corporate Social Responsibility Committee (CSR).
3.	GMR Bajoli Holi Hydropower Private Limited	Member of : • Nomination and Remuneration Committee; Management Committee; • Securities Allotment Committee.
4.	GMR Generation Assets Limited	Member of: • Audit Committee • CSR Committee; • Securities Allotment Committee; • Executive Committee
5.	GMR Trading Energy Limited	Member of: • CSR Committee; • Executive Committee
6.	GMR Kamalanga Energy Limited	-
7.	GMR Green Energy Limited (Formerly GMR Green Energy Private Limited)	-
8.	GMR Smart Electricity Distribution Private Limited (Formerly GMR Mining and Energy Private Limited)	-
9.	GMR Kashi Smart Meters Limited	-
10.	GMR Triveni Smart Meters Limited	-

\*Companies Incorporated in India only

By Order of the Board for **GMR Warora Energy Limited**

Sanjay Kumar Babu  
**Company Secretary**  
M.No. FCS 8649

Place: New Delhi  
Date: July 20, 2024