

GMR ENERGY LIMITED

**Registered Office: 701, 7th Floor, Naman Centre, Plot No. C-31,
Bandra-Kurla Complex, Bandra (East), Mumbai-400051
CIN: U85110MH1996PLC274875; T: 022- 42028800;
website: www.gmrgroup.in and www.gmrpui.com**

NOTICE

Notice is hereby given that the **28th Annual General Meeting** of the Company will be held on **Monday, September 29, 2025 at 05:00 PM** at the corporate office of the Company, at New Shakti Bhawan, New Udaan Bhawan Complex, Opposite T-3, IGI Airport, New Delhi-110037, to transact the following businesses:

Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements of the Company as at March 31, 2025, and the reports of the Board and Auditors thereon.
2. To appoint a director in place of Mr. Kiran Kumar Grandhi (DIN: 00061669), who retires by rotation and being eligible offers himself for re-appointment.
3. To re-appoint M/s Walker Chandiok & Co LLP, Chartered Accountants (Registration No. 001076N/N500013) 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 Annual General Meeting to be held in the year 2030 on such remuneration as may be determined by the Board of Directors.

Special Business:

4. To appoint Mr. Boda Venkata Nageswara Rao (DIN 00051167) as a Director of the Company.

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 160 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as 'the Act', which expression shall include any statutory modification or re-enactment thereof) and on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Boda Venkata Nageswara Rao (DIN 00051167), who was appointed as an Additional Director of the Company by the Board of Directors with effect from January 27, 2025 in terms of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and whose term of office expires on the date of this Annual General Meeting and in respect of whom the Company has received a notice from one of the Members proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, whose period of office shall be liable to retirement by rotation."

5. To re-appoint Dr. Siva Kameswari Vissa (DIN: 02336249) as an Independent Director of the Company.

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Dr. Siva Kameswari Vissa (DIN: 02336249) who has submitted a declaration

that she meets the criteria for independence as provided in Section 149(6) of the Act, who is eligible for reappointment and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, be and is hereby reappointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years commencing from September 30, 2025 upto September 29, 2030 and be paid sitting fees for attending Board and/or its committees' meeting, as approved by the Board of Directors from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company (including the committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

By Order of the Board
For **GMR Energy Limited**

Sanjay Kumar Babu
Company Secretary

Date: July 23, 2025

Place: New Shakti Bhawan Complex,
Opposite Terminal 3, IGI Airport,
New Delhi-110037

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out the facts enabling the members to understand the meaning, scope and implications of the item of business and stating the nature of interest of every director, Manager, KMP and their relatives is annexed to the notice.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent (10%) of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
3. 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.
4. In compliance with the aforesaid MCA Circulars, Notice of the AGM along with the Annual Report 2024-25 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories and the notice is available at the website of the Company.
5. A brief profile covering the details of the age, qualification, experience, terms and conditions of appointment, etc. as required pursuant to the Secretarial Standards-2 on General Meetings, is annexed to this Notice as Annexure I.
6. 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/ and also in electronic mode, on all working days, except Saturdays and Sundays, during business hours up to the date of the Meeting.
7. 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.
8. Electronic copy of the Notice convening the Annual General Meeting of the Company being sent to the Members who have registered their email ids with the Company. The Members, who have not registered their email ids so far, can register their email addresses with the Company by sending an email to: energy-secretarial@gmrgroup.in for receiving all communications from the Company electronically.
9. Route-map to the venue of the Meeting is provided at the end of the Notice.
Annexure to the Notice:
 1. Explanatory Statement and brief profile of directors as mentioned in point s above
 2. Proxy Form
 3. Attendance Slip
 4. Route Map

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

Item No. 4

Mr. Boda Venkata Nageswara Rao (DIN 00051167) was appointed as an Additional Director of your Company by the Board of Directors in its meeting held on January 27, 2025 and holds office as an Additional Director till the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013. The Company has received notice from a shareholder in terms of the provisions of Section 160 of the Companies Act, 2013 proposing his candidature for the Directorship of the Company, at the ensuing Annual General Meeting.

Keeping in view his vast expertise and knowledge and on the basis of his performance evaluation, the Nomination and Remuneration Committee and the Board of Directors in their respective meetings held on July 23, 2025, have recommended the appointment of Mr. B.V.N. Rao as a Director of the Company, whose period of office shall be liable to retire by rotation.

The Company has received consent from him, in writing to act as director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014; disclosure of concern or interest in other entities in Form MBP-1 and declaration that he is not disqualified from being appointed as a Director under Section 164 of the Companies Act, 2013 in Form DIR-8.

The Board is of an opinion that Mr. B.V.N. Rao fulfills the conditions specified in the Companies Act, 2013, and the rules made thereunder for his appointment as a Non-Executive Director of the Company and his appointment, if made, will be in the interest of the Company. The profile, experience and expertise of Mr. B.V.N. Rao are provided as Annexure to this Notice.

A copy each of the disclosures received from Mr. B.V.N. Rao as aforesaid and notice under section 160 of the Act is available for inspection, without any fee, by the members at the Company's registered office / Corporate Office during normal hours on working days.

Save and except Mr. B.V.N. Rao, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the Ordinary Resolution as set out in item No. 4 for approval of the shareholders.

Item No. 5

The Board of Directors of the Company in its meeting held on July 23, 2025, recommended the reappointment of Dr. Siva Kameswari Vissa (DIN: 02336249) as an Independent Director for a second term of 5 consecutive years commencing from September 30, 2025 upto September 29, 2030.

Pursuant to the provisions of Section 149(10) of the Companies Act, 2013 and the Rules made thereunder, an Independent Director can be reappointed for a second term on the Board of a company by passing a special resolution in the general meeting of the company. Accordingly, the reappointment of Dr. Siva Kameswari Vissa as an Independent Director for the second term requires the approval of shareholders by way of a special resolution.

Dr. Siva Kameswari Vissa has submitted the necessary declaration under Section 149(7) of the Companies Act, 2013 that she meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013. She has also submitted consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014; disclosure of concern or interest in other entities in Form MBP-1 and declaration that she is not disqualified from being appointed as a Director under Section 164 of the Companies Act, 2013 in Form DIR-8.

The Company has received notice from a member under Section 160 of the Companies Act, 2013 proposing re-appointment of Dr. Siva Kameswari Vissa for the office of Independent Director of the Company. Further, the Nomination and Remuneration Committee of the Board, after due

consideration and the basis of her positive performance evaluation and considering her valuable contributions during the first term and given her industry learned specific expertise has also recommended the reappointment of Dr. Siva Kameswari Vissa as an Independent Director for a second term of 5 years,

In the opinion of the Board, Dr. Siva Kameswari Vissa fulfills the conditions specified in the Companies Act, 2013, and the rules made thereunder for her reappointment as a Non-Executive Independent Director of the Company and is independent of the management. The profile, experience and expertise of Dr. Siva Kameswari Vissa are provided as Annexure to this Notice.

A copy each of the disclosures received from Dr. Siva Kameswari Vissa as aforesaid, notice under section 160 of the Act and letter of appointment setting out the terms & conditions of her re-appointment is available for inspection, without any fee, by the members at the Company's registered office / Corporate Office during normal hours on working days.

Given her experience, knowledge & background and on the basis of her performance evaluation, the Board is of the view that the continued association of Dr. Siva Kameswari Vissa would benefit the Company. Accordingly, the Board recommends the resolution set out in Item No. 5 for approval by the shareholders by way of a special resolution.

Except Dr. Siva Kameswari Vissa, being appointee, none of the Directors, Key Managerial Personnel of the Company, and/or their relatives, are concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends the resolution as set out in Item no. 5 for the approval of the members as a special resolution.

By Order of the Board
For **GMR Energy Limited**

Sanjay Kumar Babu
Company Secretary

Date: July 23, 2025
Place: New Shakti Bhawan Complex,
Opposite Terminal 3, IGI Airport,
New Delhi-110037

Annexure I

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

Sl. No.	Particulars	Mr. Kiran Kumar Grandhi	Mr. Boda Venkata Nageswara Rao	Dr. Siva Kameswari Vissa
1.	DIN	00061669	00051167	02336249
2.	Date of Birth	13-09-1975	16-01-1954	16-05-1964
3.	Age	50 Years	71 years	61 Years
4.	Qualifications	Undergraduate degree from Osmania University	Bachelor's degree in engineering from Andhra University	Chartered Accountant & Doctorate in Management Studies
5.	Experience and Expertise in specific functional area	Mr. Kiran Kumar Grandhi and has been on the Group Company's Board since 1999. He has successfully spearheaded the setting up of the greenfield Hyderabad International Airport and the development and modernization of Delhi International Airport, a major public-private partnership project. Earlier he headed the GMR Group's Finance function and the Shared Services. Subsequently led Highways, Construction, SEZs and allied businesses (excluding Airports SEZ) and Sports. Currently he is overseeing Group Finance and Corporate Strategic Planning Department (CSPD) functions in addition to leading Sports business.	Mr. B.V.N. Rao has more than 48 years of industry rich experience and has been associated with the Group since 1990 and is one of the founding directors of GMR Airports Limited (Formerly GMR Airports Infrastructure Limited and previously GMR Infrastructure Limited). Prior to joining GMR Group, he worked with Andhra Bank for 13 years and possesses specialized expertise in industrial finance, rehabilitation of sick industries, and international trade. Additionally, he has extensive experience in asset management and corporate relations in the power and road business and is a Director on the Board of several companies of GMR Group. Mr. Rao is currently the Business Chairman of the Transportation and Urban Infra sector in the GMR Group.	Dr. Siva Kameswari Vissa has over 31 years of experience comprising Management/ Business Consultancy and functional industry experience. She is an independent director in several Companies in the infrastructure, hospitality, financial services, automotive and retail sectors. She is also certified as CEO and Executive Coach and Doctoral Scholar from IIT Madras, Department of Management Studies. She has worked with KPMG Consulting as a Partner and prior to this with A. F. Ferguson & Co.
6.	Date of first appointment on the Board of the Company	15-08-2020	27-01-2025	15-08-2020
7.	Number of shares held in the Company	Nil	Nil	Nil
8.	List of the directorships held in other companies	Given hereunder as (a)	Given hereunder as (b)	Given hereunder as (c)
9.	List of the Membership/ Chairmanship in Committees held in other companies	Given hereunder as (a)	Given hereunder as (b)	Given hereunder as (c)
10.	Number of Board	Attended 1 meetings out of 2 meetings held in 2025-26	Attended 2 meetings out of 2 meetings held in 2025-26	Attended 2 meetings out of 2 meetings held in 2025-26

	Meetings attended during the year 2025-26			
11.	Relationship with other Directors, and other Key Managerial Personnel	Son of Mr. G.M. Rao, Chairman & Director of the Company and Brother-in-law of Mr. Srinivas Bommidala, Non-Executive Director of the Company	NA	NA
12.	Terms of appointment / remuneration	As per the Nomination and Remuneration Policy of the Company. Remuneration: Nil	As per the Nomination and Remuneration Policy of the Company. Remuneration: Nil	As per the Nomination and Remuneration Policy of the Company. Remuneration: eligible of sitting fees as approved by the Board time to time

a) Names of entities in which Mr. Kiran Kumar Grandhi holds directorship and the Membership /Chairmanship of Committees of the Board:

S. No.	Name of Companies (Directorship)	Membership / Chairmanship of Committees of the Board
1.	GMR Airports Limited (Formerly GMR Airports Infrastructure Limited)	Member in Management Committee; Risk Management Committee; Environment Social and Governance Committee and Business Plan Committee
2.	GMR Power and Urban Infra Limited	Member in Management Committee and Risk Management Committee.
3.	GMR Hyderabad International Airport Limited	-
4.	Delhi International Airport Limited	Member in Stakeholders Relationship Committee and Nomination and Remuneration Committee
5.	GKR Holdings Private Limited	-
6.	JSW GMR Cricket Private Limited (formerly known as "GMR Sports Private Limited')	-
7.	GMR Goa International Airport Limited	-
8.	GMR Hyderabad Aerotropolis Limited	-
9.	GMR Enterprises Private Limited	Member in Audit Committee, Stakeholders Relationship Committee; Nomination and Remuneration Committee; Corporate Social Responsibility Committee; Risk Management Committee and Management Committee
10.	GMR Technologies Private Limited	-
11.	GMR Energy Limited	-
12.	GMR Visakhapatnam International Airports Limited,	-
13.	GMR Sports Venture Private Limited	-
14.	GMR Varalakshmi Foundation	-
15.	GMRIT Foundation	-

b) Names of entities in which Mr. B.V.N. Rao holds directorship and the Membership /Chairmanship of Committees of the Board:

S. No.	Name of Companies (Directorship)	Membership / Chairmanship of Committees of the Board
1.	GMR Power and Urban Infra Limited	Member in Management Committee; NRC; ESG Committee.
2.	GMR Energy Limited	-
3.	GMR Varalakshmi Foundation	Chairman of Audit Committee;
4.	GMR Highways Limited	Member in NRC and Management Committee.
5.	TIM Delhi Airport Advertising Private Limited	-
6.	GMR Krishnagiri SIR Limited	-
7.	GMR Enterprises Private Limited	Member in Audit Committee; NRC; Risk Management Committee; CSR Committee; IT Strategy Committee; Management Committee.
8.	Parampara Family Business Institute	-
9.	GMR Hyderabad International Airport Limited	Member in Stakeholder Relationship Committee and CSR Committee
10.	GMR Visakhapatnam International Airport Limited	-
11.	GMR Logistics Park Private Limited	-
12.	GMRIT Foundation	-

c) Names of entities in which Dr. Siva Kameswari Vissa holds directorship and the Membership /Chairmanship of Committees of the Board:

S. No.	Name of Companies (Directorship)	Membership / Chairmanship of Committees of the Board
1.	GMR Hospitality Limited	Chairperson of Audit Committee and Nomination & Remuneration Committee
2.	GMR Power and Urban Infra limited	Chairperson of Audit Committee; Member in Nomination and Remuneration Committee and Risk Management Committee
3.	GMR Goa International Airport Limited	Member in Audit Committee; Nomination and Remuneration Committee and Share Allotment and Transfer Committee
4.	GMR Visakhapatnam International Airport Limited	Chairperson of Audit Committee
5.	VST Tillers Tractors Limited	Member in Audit Committee
6.	L&T Valves Limited	Member in CSR Committee
7.	GMR Energy Limited	Member in Audit Committee

ATTENDANCE SLIP
28th ANNUAL GENERAL MEETING TO BE HELD ON SEPTEMBER 29, 2025

CIN : U85110MH1996PLC274875
Name of the Company : GMR Energy Limited
Registered office : 701, 7th Floor, Naman Centre, Plot No. C-31, Bandra-Kurla Complex,
Bandra (East), Mumbai-400051
E-mail : ENERGY-SECRETARIAL@gmrgroup.in

Folio No. / DP ID Client ID No. :
Name of First named Member/ :
Proxy/Authorised Representative :
Name of Joint Member(s), if any :
No. of Shares held :

I/we certify that I/we am/are member(s)/proxy for the member(s) of the company.

I/we hereby record my/our presence at the 28th Annual General Meeting of the Company being held on Monday, September 29, 2025 at 05:00 PM at the corporate office of the Company, at New Shakti Bhawan, New Udaan Bhawan Complex, Opposite T-3, IGI Airport, New Delhi-110037.

Signature of First holder/Proxy/Authorised Representative :

Signature of 1st Joint holder :

Signature of 2nd Joint holder :

Note(s) :

1. Please sign this attendance slip and hand it over at the Meeting Venue.

Form No. MGT-11
Proxy form

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : U85110MH1996PLC274875
Name of the Company : GMR Energy Limited
Registered office : 701, 7th Floor, Naman Centre, Plot No. C-31, Bandra-Kurla Complex, Bandra (East), Mumbai-400051

Name of the member (s)	:
Registered address	:
E-mail Id	:
Folio No/ Client Id	:
DP ID	:

I/We, being the member (s) of..... shares of the above named company, hereby appoint

1. Name :
Address :
E-mail Id :
Signature : , or failing him

2. Name :
Address :
E-mail Id :
Signature : , or failing him

3. Name :
Address :
E-mail Id :
Signature :

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 28th Annual General Meeting of the Company being held on Monday, September 29, 2025 at 05:00 PM at the corporate office of the Company, at New Shakti Bhawan, New Udaan Bhawan Complex, Opposite T-3, IGI Airport, New Delhi-110037 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resoluti on Number	Particulars	For	Against
As Ordinary Business			
1.	To receive, consider and adopt the Audited Financial Statements (including consolidated financial statements) of the Company as at March 31, 2025, and the reports of the Board and Auditors thereon.		
2.	To appoint a Director in place of Mr. Kiran Kumar Grandhi (DIN: 00061669), who retires by rotation and being eligible offers himself for re-appointment.		
3.	To re-appoint M/s Walker Chandiok & Co LLP, Chartered Accountants (Registration No. 001076N/N500013) 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 Annual General Meeting to be held in the year 2030 on such remuneration as may be determined by the Board of Directors.		

As Special Business			
4.	To appoint Mr. Boda Venkata Nageswara Rao (DIN 00051167) as a Director of the Company		
5.	To re-appoint Dr. Siva Kameswari Vissa (DIN: 02336249) as an Independent Director of the Company for second term.		

Signed this ____ day of September 2025

Signature of shareholder

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

ROUTE MAP TO THE 28th ANNUAL GENERAL MEETING OF GMR ENERGY LIMITED

Date: Monday, September 29, 2025

Time: 05:00 PM

Venue: New Shakti Bhawan, New Udaan Bhawan Complex, Opposite T-3, IGI Airport, New Delhi-110037

