

Form No. MGT-7

Annual Return (other than OPCs and Small Companies)

[Pursuant to sub-section (1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Management and Administration) Rules, 2014]

All fields marked in * are mandatory

Refer instruction kit for filing the form



Form language

☒ English ☐ Hindi

I REGISTRATION AND OTHER DETAILS

i *Corporate Identity Number (CIN)

U85110MH1996PLC274875

ii (a) *Financial year for which the annual return is being filed (From date) (DD/MM/YYYY)

01/04/2024

(b) *Financial year for which the annual return is being filed (To date) (DD/MM/YYYY)

31/03/2025

(c) *Type of Annual filing

☒ Original

☐ Revised

(d) SRN of MGT-7 filed earlier for the same financial years

iii

Particulars	As on filing date	As on the financial year end date
Name of the company	GMR ENERGY LIMITED	GMR ENERGY LIMITED
Registered office address	701, 7th Floor, Naman Centre, Plot No. C-31, Bandra Kurla Complex, Bandra East,,NA,Mumbai,Bandra Suburban,Maharashtra,India,400051	701, 7th Floor, Naman Centre, Plot No. C-31, Bandra Kurla Complex, Bandra East,,NA,Mumbai,Bandra Suburban,Maharashtra,India,400051
Latitude details	19.06066	19.06066
Longitude details	72.86281	72.86281

(a) *Photograph of the registered office of the Company showing external building and name prominently visible

RO photo.pdf

(b) *Permanent Account Number (PAN) of the company

AA*****0A

(c) *e-mail ID of the company

*****Y-
SECRETARIAL@gmrgroup.in

(d) *Telephone number with STD code

+91*****00

(e) Website

www.gmrgroup.in and
www.gmrpui.com

iv *Date of Incorporation (DD/MM/YYYY)

10/10/1996

v (a) *Class of Company (as on the financial year end date)

(Private company/Public Company/One Person Company)

Public company

(b) *Category of the Company (as on the financial year end date)

(Company limited by shares/Company limited by guarantee/Unlimited company)

Company limited by shares

(c) *Sub-category of the Company (as on the financial year end date)

(Indian Non-Government company/Union Government Company/State Government Company/
Guarantee and association company/Subsidiary of Foreign Company)

Indian Non-Government company

vi *Whether company is having share capital (as on the financial year end date)

☒ Yes

☐ No

vii (a) Whether shares listed on recognized Stock Exchange(s)

☐ Yes

☒ No

(b) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code

viii Number of Registrar and Transfer Agent

1

CIN of the Registrar and Transfer Agent	Name of the Registrar and Transfer Agent	Registered office address of the Registrar and Transfer Agents	SEBI registration number of Registrar and Transfer Agent
L72400MH2017PLC444072	KFIN TECHNOLOGIES LIMITED	301, The Centrium, 3rd Floor, 57,, Lal Bahadur Shastri Road, Nav Pada, Kurla (West), Mumbai, Mumbai, Mah arashtra, India, 400070	INR000000221

ix * (a) Whether Annual General Meeting (AGM) held

☒ Yes

☐ No

(b) If yes, date of AGM (DD/MM/YYYY)

29/09/2025

(c) Due date of AGM (DD/MM/YYYY)

30/09/2025

(d) Whether any extension for AGM granted

☐ Yes

☒ No

(e) If yes, provide the Service Request Number (SRN) of the GNL-1 application form
filed for extension

(f) Extended due date of AGM after grant of extension (DD/MM/YYYY)

(g) Specify the reasons for not holding the same

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

i *Number of business activities

1

S. No.	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	D	Electricity, gas, steam and air condition supply	35	Electric power generation, transmission and distribution	100

III PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

i *No. of Companies for which information is to be given

16

S. No.	CIN /FCRN	Other registration number	Name of the company	Holding/ Subsidiary/Associate/Jo int Venture	% of shares held
1	L45400MH2019PLC325541		GMR POWER AND URBAN INFRA LIMITED	Holding	100
2	U40100MH2005PLC155140		GMR WARORA ENERGY LIMITED	Subsidiary	92.07
3	U40101KA2007PLC044809		GMR KAMALANGA ENERGY LIMITED	Subsidiary	97.63
4	U40100KA2008PLC045783		GMR GUJARAT SOLAR POWER LIMITED	Subsidiary	100
5	U23201KA1997PLC032964		GMR VEMAGIRI POWER GENERATION LIMITED	Subsidiary	100

6	U40101UR2006PTC031381		GMR (BADRINATH) HYDRO POWER GENERATION PRIVATE LIMITED	Subsidiary	100
7	U40107KA2010PLC053789		GMR MAHARASHTRA ENERGY LIMITED	Subsidiary	100
8	U40101KA2010PTC054124		GMR BUNDELKHAND ENERGY PRIVATE LIMITED	Subsidiary	100
9	U40107KA2010PTC054125		GMR RAJAM SOLAR POWER PRIVATE LIMITED	Subsidiary	100
10	U40107KA2010PLC055843		GMR INDO-NEPAL POWER CORRIDORS LIMITED	Subsidiary	100
11		C099459	GMR ENERGY (MAURITIUS) LIMITED	Subsidiary	95
12		C078363	GMR LION ENERGY LIMITED	Subsidiary	100
13		1064/064/065	GMR UPPER KARNALI HYDRO POWER LIMITED	Subsidiary	73
14		72522/066/067	KARNALI TRANSMISSION CO. PRIVATE LIMITED	Subsidiary	100
15	U74999DL2018PTC332161		GMR OPERATIONS AND MAINTENANCE PRIVATE LIMITED	Subsidiary	95
16	U40101HP2008PTC030971		BAJOLI HOLI HYDROPOWER PRIVATE LIMITED	Joint Venture	79.86

IV SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

i SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of equity shares	4000000000.00	3606902694.00	3606902694.00	3606902694.00
Total amount of equity shares (in rupees)	40000000000.00	36069026940.00	36069026940.00	36069026940.00

Number of classes

1

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
Equity Shares				
Number of equity shares	4000000000	3606902694	3606902694	3606902694
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	40000000000.00	36069026940.00	36069026940	36069026940

(b) Preference share capital

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of preference shares	186775000.00	0.00	0.00	0.00
Total amount of preference shares (in rupees)	16000000000.00	0.00	0.00	0.00

Number of classes

2

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
Preference Shares				
Number of preference shares	14275000	0	0	0
Nominal value per share (in rupees)	1000	1000	1000	1000
Total amount of preference shares (in rupees)	14275000000.00	0.00	0	0

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
Preference Share				
Number of preference shares	172500000	0	0	0
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	1725000000.00	0.00	0	0

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
(i) Equity shares						
At the beginning of the year	0	3606902694	3606902694.00	36069026940	36069026940	
Increase during the year	0.00	0.00	0.00	0.00	0.00	0
i Public Issues	0	0	0.00	0	0	
ii Rights issue	0	0	0.00	0	0	
iii Bonus issue	0	0	0.00	0	0	
iv Private Placement/ Preferential allotment	0	0	0.00	0	0	
v ESOPs	0	0	0.00	0	0	
vi Sweat equity shares allotted	0	0	0.00	0	0	
vii Conversion of Preference share	0	0	0.00	0	0	
viii Conversion of Debentures	0	0	0.00	0	0	
ix GDRs/ADRs	0	0	0.00	0	0	

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
x Others, specify NA	0	0	0.00	0	0	
Decrease during the year	0.00	0.00	0.00	0.00	0.00	0
i Buy-back of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify NA	0	0	0.00	0	0	
At the end of the year	0.00	3606902694.00	3606902694.00	3606902694.00	3606902694.00	
(ii) Preference shares						
At the beginning of the year	0	0	0.00	0	0	
Increase during the year	0.00	0.00	0.00	0.00	0.00	0
i Issues of shares	0	0	0.00	0	0	
ii Re-issue of forfeited shares	0	0	0.00	0	0	
iii Others, specify NA	0	0	0.00	0	0	
Decrease during the year	0.00	0.00	0.00	0.00	0.00	0
i Redemption of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify NA	0	0	0.00	0	0	
At the end of the year	0.00	0.00	0.00	0.00	0.00	

ISIN of the equity shares of the company

ii Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		<input type="text"/>
Before split / Consolidation	Number of shares	
	Face value per share	
After split / consolidation	Number of shares	
	Face value per share	

iii Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company)

☐ Nil

Number of transfers

10

Attachments:

1. Details of shares/Debentures Transfers

Transfer Details.xlsm

iv Debentures (Outstanding as at the end of financial year)

(a) Non-convertible debentures

*Number of classes

0

Classes of non-convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of non-convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Total				

(b) Partly convertible debentures

*Number of classes

0

Classes of partly convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of partly convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Total				

(c) Fully convertible debentures

*Number of classes

1

Classes of fully convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
NA	440000000	10	4400000000.00
Total	440000000.00	10.00	4400000000.00

Classes of fully convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
NA	0	4400000000	0	4400000000.00
Total	0.00	4400000000.00	0.00	4400000000.00

(d) Summary of Indebtedness

Particulars	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0.00	0.00	0.00	0.00
Partly convertible debentures	0.00	0.00	0.00	0.00
Fully convertible debentures	0.00	4400000000.00	0.00	4400000000.00
Total	0.00	4400000000.00	0.00	4400000000.00

v Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V Turnover and net worth of the company (as defined in the Companies Act, 2013)

i *Turnover

250214440

ii * Net worth of the Company

-6529975699

VI SHARE HOLDING PATTERN

A Promoters

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	0	0.00	0	0.00
	(ii) Non-resident Indian (NRI)	0	0.00	0	0.00

	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	0	0.00	0	0.00
4	Banks	0	0.00	0	0.00
5	Financial institutions	0	0.00	0	0.00
6	Foreign institutional investors	0	0.00	0	0.00
7	Mutual funds	0	0.00	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	3606902689	100.00	0	0.00
10	Others <div></div>	0	0.00	0	0.00
	Total	3606902689.00	100	0.00	0

Total number of shareholders (promoters)

2

B Public/Other than promoters

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	2	0.00	0	0.00
	(ii) Non-resident Indian (NRI)	0	0.00	0	0.00

	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	0	0.00	0	0.00
4	Banks	0	0.00	0	0.00
5	Financial institutions	0	0.00	0	0.00
6	Foreign institutional investors	0	0.00	0	0.00
7	Mutual funds	0	0.00	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	3	0.00	0	0.00
10	Others <div></div>	0	0.00	0	0.00
	Total	5.00	0	0.00	0

Total number of shareholders (other than promoters)

5

Total number of shareholders (Promoters + Public/Other than promoters)

7.00

Breakup of total number of shareholders (Promoters + Other than promoters)

Sl.No	Category	
1	Individual - Female	0
2	Individual - Male	2
3	Individual - Transgender	0
4	Other than individuals	5
	Total	7.00

C Details of Foreign institutional investors' (FIIs) holding shares of the company

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held

VII NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS**[Details of Promoters, Members (other than promoters), Debenture holders]**

Details	At the beginning of the year	At the end of the year
Promoters	2	2
Members (other than promoters)	4	5
Debenture holders	0	1

VIII DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**A Composition of Board of Directors**

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A Promoter	0	0	0	0	0	0
B Non-Promoter	0	8	0	8	0.00	0.00
i Non-Independent	0	5	0	6	0	0
ii Independent	0	3	0	2	0	0
C Nominee Directors representing	0	0	0	0	0.00	0.00
i. Banks and FIs	0	0	0	0	0	0
ii Investing institutions	0	0	0	0	0	0
iii Government	0	0	0	0	0	0
iv Small share holders	0	0	0	0	0	0

v Others	0	0	0	0	0	0
Total	0	8	0	8	0.00	0.00

*Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

12

B (i) Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity shares held	Date of cessation (after closure of financial year : If any) (DD/MM/YYYY)
GRANDHI MALLIKARJUNA RAO	00574243	Director	0	
SRINIVAS BOMMIDALA	00061464	Director	0	
KIRAN KUMAR GRANDHI	00061669	Director	0	
MUNDAYAT RAMACHANDRAN RAMACHANDRAN	01573258	Director	0	
SIVA KAMESWARI VISSA	02336249	Director	0	
MADHVA BHIMACHARYA TERDAL	05343139	Director	0	
SRINIVASACHARI RAJAGOPAL	00022609	Director	0	
BODA VENKATA NAGESWARA RAO	00051167	Additional Director	0	
ASHIS BASU	ACWPB7328N	CEO	1	
SANJAY BARDE NARAYAN	ABAPB1698J	CEO	0	
MANOJKUMAR GUMANISINGH SINGH	ACDPS0364G	CFO	0	31/05/2025
SANJAY KUMAR BABU	AHTPB4231G	Company Secretary	0	

B (ii) *Particulars of change in director(s) and Key managerial personnel during the year

2

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation (DD/MM/YYYY)	Nature of change (Appointment/ Change in designation/ Cessation)
BIMAL JAYANT PAREKH	00060885	Director	30/09/2024	Cessation
BODA VENKATA NAGESWARA RAO	00051167	Director	27/01/2025	Appointment

IX MEETINGS OF MEMBERS/CLASS OF MEMBERS/ BOARD/COMMITTEES OF THE BOARD OF DIRECTORS**A MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS**

*Number of meetings held

3

Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Extra- Ordinary General Meeting	04/06/2024	6	6	100
Annual General Meeting	27/09/2024	7	6	100
Extra- Ordinary General Meeting	24/03/2025	7	5	100

B BOARD MEETINGS

*Number of meetings held

7

S.No	Date of meeting (DD/MM/YYYY)	Total Number of directors as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	09/05/2024	8	4	50
2	23/07/2024	8	5	62.5
3	04/09/2024	8	8	100
4	21/10/2024	7	4	57.14
5	17/01/2025	7	6	85.71
6	27/01/2025	8	7	87.5
7	24/03/2025	8	8	100

C COMMITTEE MEETINGS

Number of meetings held

12

S.No	Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members as on the date of meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee Meeting	09/05/2024	5	3	60
2	Audit Committee Meeting	23/07/2024	5	3	60
3	Audit Committee Meeting	21/10/2024	4	3	75
4	Audit Committee Meeting	27/01/2025	4	3	75
5	Audit Committee Meeting	24/03/2025	4	3	75
6	Corporate Social Responsibility Committee Meeting	23/07/2024	3	2	66.67
7	Nomination & Remuneration Committee Meeting	23/07/2024	3	3	100
8	Nomination & Remuneration Committee Meeting	27/01/2025	3	3	100
9	Management Committee Meeting	10/05/2024	2	2	100
10	Management Committee Meeting	30/09/2024	2	2	100
11	Management Committee Meeting	03/12/2024	2	2	100
12	Securities Allotment Committee Meeting	04/06/2024	3	2	66.67

D ATTENDANCE OF DIRECTORS

S. N o	Name of the Director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attenda nce	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attend ance	
								<div>29/09/2025</div> <div>(Y/N/NA)</div>
1	GRANDHI MALLIKARJUNA RAO	7	5	71	0	0	0	No

2	SRINIVAS BOMMIDALA	7	6	85	9	4	44	No
3	KIRAN KUMAR GRANDHI	7	2	28	1	0	0	No
4	MUNDAYAT RAMACHANDRAN RAMACHANDRAN	7	7	100	8	8	100	No
5	SIVA KAMESWARI VISSA	7	7	100	5	5	100	No
6	MADHVA BHIMACHARYA TERDAL	7	5	71	7	6	85	No
7	SRINIVASACHARI RAJAGOPAL	7	7	100	8	8	100	Yes
8	BODA VENKATA NAGESWARA RAO	2	2	100	0	0	0	No

X REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

A *Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

0

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
	Total		0.00	0.00	0.00	0.00	0.00

B *Number of CEO, CFO and Company secretary whose remuneration details to be entered

1

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	SANJAY KUMAR BABU	Company Secretary	4048526	0	0	0	4048526.00
	Total		4048526.00	0.00	0.00	0.00	4048526.00

C *Number of other directors whose remuneration details to be entered

4

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	MUNDAYAT RAMACHANDRAN	Director	0	0	0	540000	540000.00
2	SRINIVASACHARI RAJAGOPAL	Director	0	0	0	540000	540000.00

3	SIVA KAMESWARI VISSA	Director	0	0	0	480000	480000.00
4	BIMAL JAYANT PAREKH	Director	0	0	0	40000	40000.00
	Total		0.00	0.00	0.00	1600000.00	1600000.00

XI MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

A *Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year

☒ Yes

☐ No

B If No, give reasons/observations

XII PENALTY AND PUNISHMENT – DETAILS THEREOF

A *DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/ DIRECTORS/OFFICERS

☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order (DD/MM/YYYY)	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

B *DETAILS OF COMPOUNDING OF OFFENCES

☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order (DD/MM/YYYY)	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in rupees)

XIII Details of Shareholder / Debenture holder

Number of shareholder/ debenture holder

8

XIV Attachments

(a) List of share holders, debenture holders

6 Details of Shareholder or
Debenture holder.xlsm

(b) Optional Attachment(s), if any

GEL SHP 31032025.pdf
GEL Clarification of categorization
of shareholders.pdf
GEL Disclosure of Designated
person.pdf
GEL_MGT-8 2024-25.pdf

XV COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- (b) Unless otherwise expressly stated to the contrary elsewhere in this return, the Company has complied with applicable provisions of the Act during the financial year.
- (c) The company has not, since the date of the closure of the last financial year with reference to which the last return was submitted or in the case of a first return since the date of incorporation of the company, issued any invitation to the public to subscribe for any securities of the company.
- (d) Where the annual return discloses the fact that the number of members, (except in case of one person company), of the company exceeds two hundred, the excess consists wholly of persons who under second proviso to clause (ii) of sub-section (68) of section 2 of the Act are not to be included in reckoning the number of two hundred.

I/ We have examined the registers, records and books and papers of GMR ENERGY LIMITED as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on (DD/MM/YYYY) 31/03/2025

In my/ our opinion and to the best of my information and according to the examinations carried out by me/ us and explanations furnished to me/ us by the company, its officers and agents, I/ we certify that:

A The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.

B During the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under in respect of:

- 1 its status under the Act;
- 2 maintenance of registers/records & making entries therein within the time prescribed therefor;
- 3 filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within/beyond the prescribed time;
- 4 calling/ convening/ holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;
- 5 closure of Register of Members / Security holders, as the case may be.
- 6 advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act;
- 7 contracts/arrangements with related parties as specified in section 188 of the Act;
- 8 issue or allotment or transfer or transmission or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances;

- 9 keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act
- 10 declaration/ payment of dividend; transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act;
- 11 signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;
- 12 constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;
- 13 appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act;
- 14 approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;
- 15 acceptance/ renewal/ repayment of deposits;
- 16 borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable;
- 17 loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act ;
- 18 alteration of the provisions of the Memorandum and/ or Articles of Association of the Company;

To be digitally signed by

Name

Arunesh Dubey

Date (DD/MM/YYYY)

24/12/2025

Place

Delhi

Whether associate or fellow:

☐ Associate ☒ Fellow

Certificate of practice number

1*0*4

XVI Declaration under Rule 9(4) of the Companies (Management and Administration) Rules, 2014

*(a) DIN/PAN/Membership number of Designated Person

AHTPB4231G

*(b) Name of the Designated Person

SANJAY KUMAR BABU

Declaration

I am authorised by the Board of Directors of the Company vide resolution number* 20 dated*
(DD/MM/YYYY) 11/11/2021 to sign this form and declare that all the requirements of Companies Act, 2013

and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

- 1 Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- 2 All the required attachments have been completely and legibly attached to this form.

***To be digitally signed by**

***Designation**

(Director /Liquidator/ Interim Resolution Professional (IRP)/Resolution Professional (RP))

Director

***DIN of the Director; or PAN of the Interim Resolution Professional (IRP) or Resolution Professional (RP) or Liquidator**

0*0*1*6*

***To be digitally signed by**

☒ Company Secretary ☐ Company secretary in practice

***Whether associate or fellow:**

☐ Associate ☒ Fellow

Membership number

8*4*

Certificate of practice number

Note: Attention is drawn to provisions of Section 448 and 449 of the Companies Act, 2013 which provide for punishment for false statement / certificate and punishment for false evidence respectively.

For office use only:

eForm Service request number (SRN)

AC0314301

eForm filing date (DD/MM/YYYY)

24/12/2025

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company



FORM NO. MGT-8

[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies (Management and Administration) Rules, 2014]

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

We have examined the registers, records and books and papers of **GMR ENERGY LIMITED** [CIN: U85110MH1996PLC274875] (the Company) as required to be maintained under the Companies Act, 2013 (the Act) and the rules made there under for the financial year ended on 31st March, 2025. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the company, its officers and agents, we certify that:

- A. the Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. during the aforesaid financial year, the Company has complied with provisions of the Act & Rules made there under in respect of:
1. its status under the Act;
 2. maintenance of registers/records & making entries therein within the time prescribed therefor;
 3. filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within/beyond the prescribed time;
 4. calling/ convening/ holding meetings of Board of Directors or its committees, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed. There was no resolution passed by postal ballot.
 5. The Company was not required to close its Register of Members during the period under review;
 6. the Company has not advanced any loans to its directors and/or persons or firms or companies as restricted in terms of the provisions of Section 185 of the Act.
 7. the Company has entered into the contracts/arrangements with related parties, which were in the ordinary course of business and on the Arm's length basis as specified in the provisions of the Section 188 of the Act.
 8. There was no issue or allotment or transmission or buy back of shares/ redemption of preference shares alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances except the transfer of shares in demat form which were duly recorded by R&T Agent of the Company. Further, during the financial year,





the Company had also allotted 44 Crore Compulsory Convertible Debenture of Rs.10 each aggregating Rs.440 Crore on private placement basis to GMR power and Urban Infra Limited, holding company.

9. There were no transactions necessitating the Company to keep in abeyance the rights to dividend, rights share and bonus shares pending registration of transfer of shares.
10. The Company did not declare any dividend during the period under review and also was not required to transfer any amount in unpaid dividend account and other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act;
11. The audited financial statement of the Company for the financial year ended March 31, 2025 were signed in accordance with the provisions of section 134 of the Act and report of directors on the said financial statement is as per sub - sections (3), (4) and (5) thereof;
12. The Board of Directors of the company is duly constituted and the Company has complied with the provisions of the Act in respect of the appointment and disclosures of Directors and no remuneration paid to directors during the financial year ended March 31, 2025. During the period under review, there was no changes in the composition of Directors except: -
 - During the year under review, Mr. Bimal Jayant Parekh (DIN: 00060885), Independent Director of the Company upon completing his second term of five years ha ceased to be director of the Company consequent to end of his term as aforesaid w.e.f. September 30, 2024.
 - Mr. B.V.N. Rao (DIN:00051167) has been appointed as Additional Director (Non-Executive Director) w.e.f. January 27, 2025.
13. The appointment of Statutory Auditors have been made as per the provisions of section 139 of the Act and there was no instance of casual vacancy of the Auditors;
14. The Company was not required to seek approvals from Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;
15. During the year under review, the Company has neither invited nor received any deposits from the public. Further, there was no outstanding deposits at the beginning or end of the financial year.
16. The Company has not borrowed from public financial institutions, banks and others; however, the Company has borrowed unsecured loan from its holding company and other related parties, hence creation of charge was not required. Wherever required the Company has duly filed the return for creation of charge for shares pledged and guarantee provided for holding/group companies, modification and satisfaction of charges against loan/facilities secured in earlier years.





17. Being an infrastructure company, loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of Section 186 of the Act is not applicable.
18. There was no alteration of the provisions of the Memorandum of the Company during the financial year. However, the Company has adopted a new set of Articles of Association of the Company by way of Special Resolution passed in their Extra Ordinary General Meeting held on June 04, 2024.

For Arunesh Dubey & Co.
Company Secretaries

Arunesh Kumar Dubey
Proprietor



M. No. FCS 7721, C.P. No. 14054
Peer Review No.: 6898/2025
UDIN:F007721G002647732

Place: New Delhi
Date: 22.12.2025

**SHAREHOLDING PATTERN OF GMR ENERGY LIMITED
AS ON MARCH 31, 2025**

S. No.	Particulars	Number of equity shares	Face value of shares	Share -holding %
1	GMR Power and Urban Infra Limited (GPUIL)	2,607,767,196	26,077,671,960	72.30
2	GMR Consulting Services Limited (Wholly owned subsidiary of GPUIL)	999,135,493	9,99,13,54,930	27.70
3	GMR Generation Assets Limited (Nominee of GPUIL)	1	10	0.00
4	Dhruvi Securities Limited (Nominee of GPUIL)	1	10	0.00
5	GMR Corporate Services Limited (formerly known as GMR Aerostructure Services Limited) (Nominee of GPUIL)	1	10	0.00
6	Ashis Basu (Nominee of GPUIL)	1	10	0.00
7	Samrat Mitra (Nominee of GPUIL)	1	10	0.00
	Total	3,60,69,02,694	36,06,90,26,940	100.00

**LIST OF DEBENTUREHOLDERS AS ON MARCH 31, 2025
(Compulsory Convertible Debentures)**

S. No.	Particulars	Number of CCDs	Face value of shares	holding %
1	GMR Power and Urban Infra Limited	44,00,00,000	440,00,00,000	100
	Total	44,00,00,000	440,00,00,000	100

//Certified to be true//

For GMR Energy Limited

Sanjay Kumar Babu
Company Secretary

M. No. FCS8649

Address- New Shakti Bhawan,
IGI Airport, Opposite Terminal 3,
New Delhi 110037



Regd. Office:

701, 7th Floor, Naman Centre,
Plot No. C-31, Bandra Kurla Complex,
Bandra East, Bandra Suburban,
Mumbai, Maharashtra-400 051

Disclosure of Designated person(s) under Section 89 of the Companies Act, 2013 read with Rule 9(7) of Companies (Management and Administration) Rules, 2014

Pursuant to Section 89 of the Companies Act, 2013 read with Rule 9(7) of Companies (Management and Administration) Rules, 2014, GMR Energy Limited (the "Company") has, vide resolution passed at the Board Meeting dated January 29, 2024, authorized the Company Secretary of the Company; and in case of any vacancy in office of the Company Secretary, then the Chief Financial Officer of the Company for furnishing, and extending co-operation for providing information to the Registrar with respect to beneficial interest in shares of the Company.

The details of Company Secretary and Chief Financial Officer as on date of signing of this e-form MGT 7 are as follows:

S. No.	Name of the Authorized person	Membership No./ PAN	Designation
1.	Mr. Sanjay Kumar Babu	FCS8649	Company Secretary
2.	Mr. Nittin Mittal (in case of any vacancy in office of the Company Secretary)	AHWPM8408R	Chief Financial Officer

For GMR Energy Limited


Sanjay Kumar Babu
Company Secretary

M. No. FCS8649

Address- New Shakti Bhawan,
IGI Airport, Opposite Terminal 3,
New Delhi 110037



SHAREHOLDING PATTERN AND CLARIFICATION THEREON

Reg: Point No. III Particulars of Holding, Subsidiary and Associate Companies (Including Joint Ventures); Point No. VI A & B Shareholding Pattern-Promoters, Public/Other than Promoters; and Point No. VII Number of Promoters, Members, Debenture holders of form MGT-7

GMR Power and Urban Infra Limited (GPUIL) is holding 2,60,77,67,201 shares of Rs.10 each, aggregating to Rs.26,07,76,72,010, including 5 shares held by its nominees, comprising 72.30% of the share capital of the Company and GMR Consulting Services Limited, wholly owned subsidiary of GPUIL, is holding 99,91,35,493 shares of Rs.10 each, aggregating to Rs.9,99,13,54,930 in the Company, comprising 27.70 % of the share capital of the Company.

Following is the shareholding pattern of the Company as on March 31, 2025:

S. No	Name of Shareholder	Category	Number of Shares held	Total Value of Shares (in Rs.)	Percentage of Shareholding (%)
1.	GMR Power and Urban Infra Limited (GPUIL)	Promoter	2,60,77,67,196	26,07,76,71,960	72.30
2.	GMR Consulting Services Limited (wholly owned subsidiary of GPUIL)	Promoter	99,91,35,493	9,99,13,54,930	27.70
3.	GMR Generation Assets Limited (Nominee of GPUIL)	Promoter Group	1	10	0.00
4.	Dhruvi Securities Limited (Nominee of GPUIL)	Promoter Group	1	10	0.00
5.	GMR Corporate Services Limited (Nominee of GPUIL)	Promoter Group	1	10	0.00
6.	Mr. Ashis Basu (Nominee of GPUIL)	Promoter Group	1	10	0.00
7.	Mr. Samrat Mitra (Nominee of GPUIL)	Promoter Group	1	10	0.00
Total			3,60,69,02,694	36,06,90,26,940	100

Clarifications:

- Point No. III Particulars of Holding, Subsidiary and Associate Companies (Including Joint Ventures): Percentage of shares held by GMR Power and Urban Infra Limited, the Holding Company, includes shares held by its nominees and wholly owned subsidiary.
- Point No. VI A & B Shareholding Pattern-Promoters, Public/Other than Promoters: Since there is no field of "Promoter Group" in the form, the Company has disclosed nominees falling under Promoters Group category above, as "Public/Other than Promoters".
- Point No. VII Number of Promoters, Members, Debenture holders: Promoters shareholding at the beginning and end of the year has been revised disclosed in lines with point "B" above.

For GMR Energy Limited


Sanjay Kumar Babu
Company Secretary
FCS8649

Address: New Shakti Bhawan, New Udaan Bhawan Complex
Opp- T-3, IGI Airport, New Delhi-110037

Airports | Energy | Transportation | Urban Infrastructure | Foundation

Regd. Office:
701, 7th Floor, Naman Centre,
Plot No. C-31, Bandra Kurla Complex,
Bandra East, Bandra Suburban,
Mumbai, Maharashtra-400 051

