

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 **27th Annual General Meeting** of the Company will be held on **Friday, September 27, 2024 at 12:00 noon** at registered office of the Company at 701, 7th Floor, Naman Centre, Plot No. C-31, Bandra-Kurla Complex, Bandra (East), Mumbai-400051, to transact the following businesses:

Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements (including consolidated financial statements) of the Company as at March 31, 2024, and the reports of the Board and Auditors thereon.
2. To appoint a Director in place of Mr. Srinivas Bommidala (DIN: 00061464), who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint a Director in place of Mr. S. Rajagopal (DIN: 00022609), who retires by rotation and being eligible offers himself for re-appointment.

Special Business:

4. To re-appoint Dr. M. Ramachandran (DIN: 01573258) 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), Dr. M. Ramachandran (DIN: 01573258) who has submitted a declaration that he 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 his 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, 2024 upto September 29, 2029 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: September 04, 2024
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 EXTRA-ORDINARY 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 2023-24 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
2. Proxy Form
3. Attendance Slip
4. Route Map

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

Item No. 4

The Board of Directors of the Company vide its circular resolution dated September 02, 2024, recommended the reappointment of Dr. M. Ramachandran (DIN: 01573258) as an Independent Director for a second term of 5 consecutive years commencing from September 30, 2024 upto September 29, 2029, subject to the approval of shareholders.

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. M. Ramachandran as an Independent Director for the second term requires the approval of shareholders by way of a special resolution.

Dr. M. Ramachandran has submitted the necessary declaration under Section 149(7) of the Companies Act, 2013 that he meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013. He 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 he 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. M. Ramachandran for the office of Independent Director of the Company. Further, the Nomination and Remuneration Committee of the Board, after due consideration, has also recommended the reappointment of Dr. M. Ramachandran as an Independent Director for a second term of 5 years, considering his valuable contributions during the first term and his expertise opinion.

In the opinion of the Board, Dr. M. Ramachandran fulfills the conditions specified in the Companies Act, 2013, and the rules made thereunder for his reappointment as a Non-Executive Independent Director of the Company and is independent of the management.

A copy each of the disclosures received from Dr. M. Ramachandran as aforesaid, notice under section 160 of the Act and letter of appointment setting out the terms & conditions of his 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 his experience, knowledge and background, the Board is of the view that the continued association of Dr. M. Ramachandran would benefit the Company. Accordingly, the Board recommends the resolution set out in Item No. 4 for approval by the shareholders by way of a special resolution.

Except Dr. M. Ramachandran, 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. 4 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: September 04, 2024
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. Srinivas Bommidala	Mr. S. Rajagopal	Dr. M. Ramachandran
1.	DIN	00061464	00022609	01573258
2.	Date of Birth	March 01, 1963	March 10, 1940	June 14, 1950
3.	Age	61 years	84 years	74 years
4.	Qualifications	Bachelor of Commerce	Bachelor's degree in Law and a Master's degree in Economics from the Gujarat University. Additionally, he holds a degree in Commerce from Gujarat University and professional qualification from the Indian Institute of Banking and Finance (IIBF).	Master's degree in Economics, MPhil in Economic Planning and PhD on Project Planning
5.	Experience and Expertise in specific functional area	<p>Mr. Srinivas Bommidala serves as the Business Chairman of the Energy Sector and International Airports at the esteemed GMR Group. Previously, Mr. Bommidala led his family's tobacco export business and successfully diversified its portfolio into ventures such as aerated water bottling plants. His role encompassed international marketing and overall organizational management.</p> <p>Within the GMR Group, Mr. Bommidala has demonstrated exceptional leadership across diverse sectors. As the Managing Director of GMR Power Corporation Limited, he oversaw the establishment of the world's largest diesel engine power plant in Chennai in 1996 and was pivotal in executing a significant combined cycle gas turbine power project in Andhra Pradesh in 2006.</p> <p>In the aviation sector, Mr. Bommidala played a crucial role in the modernization and restructuring of Delhi Airport, through a</p>	<p>He has been the Chairman and Managing Director of Indian Bank, Chairman and Managing Director of Bank of India and Chairman of the Banking Service Recruitment Board. He is also an Advocate with specialization in company matters and was the Chairman of Committee of Economists of Indian Banks' Association (IBA).</p> <p>He has vast experience and exposure in financial, banking and other business matters.</p>	<p>Dr. M. Ramachandran, a retired officer of Indian Administration Service has held various prestigious positions during his service period. He was the Collector and District Magistrate of Bijnor and Rae Bareilly in Uttar Pradesh. He was also the Divisional Commissioner of Meerut, Garhwal & Bareilly Divisions where he took various new initiatives and received appreciation of public at large. As the First National Officer on deputation to United Nations Development Programme (UNDP), India, he has handled assignment as Head of the Industry Trade Sector Programme supervising Project formulation and implementation covering Ministries of Industry, Commerce, Textiles, Steel, Electronics, etc. He developed India's 1st Leather Sector and Jute sector Programmes totaling \$38 million and obtained approval by presenting these two programs before the UNDP's Governing</p>

		<p>pioneering public-private partnership initiative, between 2006 and 2010. His leadership during this transformative phase facilitated a seamless transition for one of India's flagship infrastructure assets from a public entity to a successful public-private enterprise model.</p> <p>Mr. Bommidala's tenure with the Energy sector of the GMR Group has been characterized by keen business acumen and strategic foresight, resulting in the revitalization and profitability of thermal assets. His ability to navigate complex business landscapes is proven by his capacity to achieve tangible outcomes amidst challenging circumstances. Under his guidance, GKEL & GWEL have been able to achieve multiple milestones in the last few years such as:</p> <ul style="list-style-type: none"> • Achieved an all-time High PLF • Achieved an all-time High PAT • Achieved significant improvement in EBITDA margin <p>Mr. Bommidala has extensive organizational capabilities and proven leadership prowess and his established record of operational excellence and visionary leadership positions him effectively to steer the Company towards sustained growth and prosperity.</p>		<p>Council at New York.</p> <p>Apart from the International assignment and the postings in the States of U.P. and Uttaranchal he has also served as Private Secretary to Union Minister of State in the Ministries of Industries, Finance, Commerce, Internal Security, and Power. He has also worked for the Government of India as Joint Secretary, Ministry of Shipping. He has served as Principal Secretary to Chief Minister of Uttaranchal, Additional Chief Secretary in-charge of Infrastructure, supervising and coordinating 16 departments and structured the Infrastructure Vision for the State and his initiatives have enabled the State to be on the path of steady development Project Planning.</p>
6.	Date of first appointment on the Board of the Company	April 01, 2018	September 30, 2019	September 30, 2019
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 Meetings attended during the year 2023-24	Attended 2 meetings out of 2 meetings held in 2024-25	Attended 2 meetings out of 2 meetings held in 2024-25	Attended 2 meetings out of 2 meetings held in 2024-25
11.	Relationship with other Directors, and other Key Managerial Personnel	Son-in- Law of Mr. G.M. Rao, Chairman & Director of the Company and Brother-in-law of Mr. Kiran Kumar Grandhi, 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: eligible of sitting fees as approved by the Board time to time	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. Srinivas Bommidala 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 Infrastructure Limited	Member in Management Committee and Debenture Allotment Committee
2.	GMR Power and Urban Infra Limited	Member in Management Committee, Risk Management Committee and Chairman in ESG Committee
3.	GMR Enterprises Private Limited	Member in Management Committee
4.	GMR Energy Limited	Member in Audit Committee, Management Committee and Securities Allotment Committee
5.	GMR Kamalanga Energy Limited	Member in Management Committee
6.	GMR Airports Limited	Member in CSR Committee
7.	AMG Healthcare Destination Private Limited	Member in Audit Committee
8.	GMR Goa International Airport Limited	Member in Nomination & Remuneration Committee
9.	Delhi Duty Free Services Private Limited	-
10.	Bommidala Exports Private Limited	-
11.	GMR Varalakshmi Foundation	-
12.	Delhi International Airport Limited	-
13.	GMR Hyderabad International Airport Limited	-
14.	BSR Holdings Private Limited	-
15.	Varalakshmi Sports Private Limited	-

b) Names of entities in which Mr. S. Rajagopal 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 Highways Limited	Member in NRC and Audit Committee
2.	GMR Bajoli Holi Hydropower Private Limited	Member in NRC and Audit Committee
3.	GMR Rajahmundry Energy Limited	Member in NRC, CSR and Audit Committee
4.	GMR Energy Limited	Member in NRC, CSR and Audit Committee
5.	GMR Kamalanga Energy Limited	-
6.	GMR Warora Energy Limited	-
7.	Wisdomleaf Technologies Private Limited	-

8.	Careercubicle Technologies Private Limited	-
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c) Names of entities in which Dr. M. Ramachandran 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 Infrastructure Limited (Formerly GMR Infrastructure Limited)	Chairman of NRC Committee and member in Audit Committee
2.	GMR Warora Energy Limited	Member in Audit, NRC and CSR Committee
3.	GMR Bajoli Holi Hydropower Private Limited	Chairman of Audit, NRC and CSR Committee
4.	GMR Kamalanga Energy Limited	Member in Audit, NRC and CSR Committee
5.	Sanmarg Projects Private Limited	-
6.	GMR Goa International Airport Limited	Chairman of NRC Committee and member in Audit Committee
7.	Delhi International Airport Limited	Chairman of NRC and member in Audit Committee
8.	GMR Visakhapatnam International Airport Limited	Chairman of NRC & CSR Committee and member in Audit Committee
9.	Cochin Smart Mission Limited	Chairman of Audit Committee and Member in NRC Committee
10.	GMR Energy Limited	Chairman of NRC & Audit Committee and member of CSR Committee
11.	GMR Hyderabad International Airport Limited	Chairman of NRC and member in Audit Committee
12.	IDFC Foundation	

ATTENDANCE SLIP
27th ANNUAL GENERAL MEETING TO BE HELD ON SEPTEMBER 27, 2024

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 27th Annual General Meeting of the Company being held on Friday, September 27, 2024 at 12:00 noon at registered office of the Company at 701, 7th Floor, Naman Centre, Plot No. C-31, Bandra-Kurla Complex, Bandra (East), Mumbai-400051.

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 27th Annual General Meeting of the Company being held on Friday, September 27, 2024 at 12:00 noon at registered office of the Company at 701, 7th Floor, Naman Centre, Plot No. C-31, Bandra-Kurla Complex, Bandra (East), Mumbai-400051 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, 2024, and the reports of the Board and Auditors thereon.		
2.	To appoint a Director in place of Mr. Srinivas Bommidala (DIN: 00061464), who retires by rotation and being eligible offers himself for re-appointment.		
3.	To appoint a Director in place of Mr. S. Rajagopal (DIN: 00022609), who retires by rotation and being eligible offers himself for re-appointment.		
As Special Business			
4.	To re-appoint Dr. M. Ramachandran (DIN: 01573258) as an Independent Director of the Company.		

Signed this ____ day of September 2024

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 27th ANNUAL GENERAL MEETING OF GMR ENERGY LIMITED

Date: Friday, September 27, 2024

Time: 12:00 Noon

Venue: 701, 7th Floor, Naman Centre, Plot No. C-31, Bandra-Kurla Complex, Bandra (East),
Mumbai-400051

