

## **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**

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### **NOTICE**

Notice is hereby given that the **26th Annual General Meeting** of the Company will be held on **Friday, September 29, 2023 at 12:00 noon** at 701, 7th Floor, Naman Centre, Plot No. C-31, Bandra-Kurla Complex, Bandra (East), Mumbai-400051 (deemed venue) **through Video Conference**, 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, 2023, and the reports of the Board and Auditors thereon.
2. To appoint a Director in place of Mr. G. M. Rao (DIN: 00574243), who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint a Director in place of Mr. Madhva B. Terdal (DIN: 05343139), who retires by rotation and being eligible offers himself for re-appointment.

#### **Special Business:**

4. To appoint Mohd. Zarihi Bin Mohd Hashim (DIN-09737661) as 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 (Act) and relevant rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), in accordance with the Articles of Association of the Company and upon recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company, Mohd. Zarihi Bin Mohd Hashim (DIN-09737661), who was appointed as an additional director in the category of nominee director effect from November 3, 2022 and in respect of whom the Company has received a notice in writing from a member, proposing his candidature for the office of the directorship of the Company, be and is hereby appointed as a Director [in the category of nominee director] of the Company, whose period of office shall not be liable to retirement by rotation."

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

**Sanjay Kumar Babu**  
Company Secretary

Date: August 1, 2023  
Place: New Shakti Bhawan Complex,  
Opposite Terminal 3, IGI Airport,  
New Delhi-110037

## NOTES:

1. In view of COVID 19 pandemic, social distance is a norm to be followed, the Government of India, Ministry of Corporate Affairs, allowed conducting Annual General Meeting through Video Conferencing (VC) or other audio visual means (OAVM) and dispensed personal present of the Members at the Meeting. Accordingly, Ministry of Corporate Affairs (MCA) issued Circular No 14/2020 dated 08th April, 2020 Circular No 17/2020 dated 13th April, 2020 Circular No 20/2020 dated 05th May, 2020, Circular No. 02/2021 dated 13th January, 2021, Circular No. 2/2022 dated 5th May, 2022 and Circular No. 10/2022 dated 28th December 2022 prescribing the procedures and manner of conducting the Annual General Meeting through VC/OAVM. In terms of said Circulars, the 26th 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, 7th Floor, Naman Centre, Plot No. C-31, Bandra Kurla Complex, Bandra East, Mumbai Bandra Suburban MH 400051 IN.
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. 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.
5. 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.
6. In compliance with the aforesaid MCA Circulars, Notice of the AGM along with the Annual Report 2022-23 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.
7. Members attending the AGM through Video Conferencing shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
8. 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.
9. 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.
10. 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).
11. As per Article 7(k) of the Articles of Association of the Company, all the items placed before Annual General Meeting required to be voted by means of a poll. The designated email id of the Company for sending the poll at the time of voting is [energy-secretarial@gmrgroup.in](mailto:energy-secretarial@gmrgroup.in). The poll will take place during the meeting, and the members are requested to cast their

vote on the resolutions only by sending emails on designated email id through their email addresses which are registered with the Company. The polling paper in prescribed format is annexed to this Notice.

12. 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](mailto:energy-secretarial@gmrgroup.in) for receiving all communications from the Company electronically.
13. Since the AGM will be held through Video Conferencing, the Route Map is not annexed in this Notice.
14. The details and process and manner for participating in the Annual General Meeting through Video Conferencing are explained herein below:
  - a) Meeting would be conducted by using Microsoft Team 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).

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

### **Item No. 4**

The Board of Directors of the Company upon recommendation of Nomination and Remuneration Committee had appointed Mohd. Zarihi Bin Mohd Hashim (DIN-09737661) as an Additional Director of the Company, in the category of nominee director w.e.f. November 3, 2022 pursuant to Clause 5.1 & Clause 5.5 of the Shareholders' Agreement entered into by the Company with Tenaga Nasional Berhad (TNB) and Power & Energy International (Mauritius) Limited (PEIML) dated May 9, 2016. PEIML has a right to nominate such number of Nominee Directors, equal to its representative shareholding (not less than two Directors) on the Board of Directors of GMR Energy Limited (the Company).

The Company has duly received from him (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 and (ii) intimation in Form DIR-8 pursuant to Rule 14 of the Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

The Company has also received notice in terms of the provisions of Section 160 of the Companies Act, 2013, nominating the candidature of Mohd. Zarihi Bin Mohd Hashim.

The Nomination and Remuneration Committee of Board of Directors and the Board of Directors in their respective meetings held on August 1, 2023, have recommended the appointment of Mohd. Zarihi as Nominee Director of the Company, whose period of office shall not be liable to retirement by rotation.

Further, the Board of Directors of the Company had appointed Mr. Hafiz Bin Ismail (DIN-09737773) as an alternate director to Mohd. Zarihi Bin Mohd Hashim w.e.f. November 3, 2022 pursuant to Clause 5.1 & Clause 5.5 of the Shareholders' Agreement, and he shall hold the office till the term of Mohd. Zarihi Bin Mohd Hashim as Director of the Company.

A copy each of the disclosures received from Mohd. Zarihi and notice under section 160 of the Act are available for inspection, without any fee, by the members at the Company's Registered Office and the Corporate Office during normal hours on working days.

Except Mohd. Zarihi Bin Mohd Hashim, being an appointee and Mr. Nazmi Bin Othman, being a nominee director of PEIML, 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 resolution no 4 for approval by the shareholders as an ordinary resolution.

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

**Sanjay Kumar Babu**  
**Company Secretary**

Date: August 1, 2023  
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. Grandhi Mallikarjuna Rao   | Mr. Madhva B. Terdal   | Mohd Zarihi Bin Mohd Hashim   |
|---------|--|--|--|---|
| 1.      | DIN  | 00574243   | 05343139   | 09737661  |
| 2.      | Date of Birth  | 01/07/1949   | 31/07/1954   | 15/07/1977  |
| 3.      | Age  | 74 years   | 69 years   | 46 years  |
| 4.      | Qualifications                                       | Mechanical Engineer (also conferred with the honorary Doctor of Laws by York University, Toronto, Canada in 2011, the honorary Doctor of Letters by the Andhra University, India in 2010 and again honorary Doctor of Letters by the Jawaharlal Nehru Technological University, Hyderabad, India in 2005)  | Masters' degree in Economics from Karnataka University and is also a certificated associate of the Indian Institute of Bankers.  | Bachelor of Engineering (B.Eng.) in Electrical and Electronics Engineering from University College London (UCL) as well as a Master of Business Administration (M.B.A.), Business Administration and Management from Institut Européen d'Administration des Affaires (INSEAD)   |
| 5.      | Experience and Expertise in specific functional area | <p>Mr. G M Rao is the founder chairman of GMR Group, a global infrastructure developer and operator based in India. Started in 1978, GMR Group is now present in 7 countries, active in energy, highways, large urban development and airports sectors, known for building and operating world class national assets.</p> <p>Mr. Rao was a director on the Board of Vysya Bank for several years and also served as a non-executive chairman of ING Vysya Bank between October 2002 and January 2006 Apart from this, he has served as the member of the very prestigious Central Board of Directors (CBoD) of Reserve Bank of India (RBI) for the period between 2011 and 2015 and was a member on the Board of Directors of the National Housing Bank (a wholly owned subsidiary of the RBI) during the corresponding period of his tenure at the CBoD of RBI.</p> <p>He has been awarded as "Entrepreneur of the Year" (2006-2007) at the</p> | <p>Mr. Terdal has joined the GMR group of companies in the year 1999 and has held various key positions across the group. He was involved in introducing GIL to primary markets through its public listing in the year 2006 and qualified institutional placement of US\$ 1billion in India in the year 2007. He was also involved in successful bidding for the Istanbul Sabiha Gocken International Airport in the year 2007 and acquisition of a stake in Inter Gen NV in the year 2008 and subsequent sale of Inter Gen N.V. in the year 2011. He has also been associated with the sale of Island Power Company in the year 2013. Prior to joining the GMR group of companies, he had also worked with Canara Bank Limited, Canara Bank Financial Services Limited and Vysya Bank Limited, Bengaluru.</p> | <p>Mr. Zarihi currently holds the position of Chief New Energy Officer, New Energy Division, within Tenaga Nasional Berhad (TNB), the largest electricity utility in Malaysia. Prior to joining TNB, Zarihi was the Senior Director, Investment and a member of the Investment Committee at Ekuiti Nasional Berhad. His responsibilities extend across various investment lifecycles from deal origination, structuring, valuation, due diligence, operational value creation and investment exit. He was also the Vice President, Strategic Investment at Permodalan Nasional Berhad. His role was to maximise total shareholder return from key portfolio companies. He also served as the Vice President at Axiata Digital and Axiata Group.</p> <p>During his early career, he held various roles in management and I.T consulting with Accenture and A.T. Kearney. He was also</p> |

|     |  |   |  |  |
|-----|--|---|--|--|
|     |  | Economic Times Awards for Corporate Excellence 2006 –2007. He has been awarded for the 'First Generation Entrepreneur of the Year' from CNBC TV 18 in 2009. In the same year, he was awarded the Infrastructure person of the year at the Infrastructure Journal Award Ceremony held in London. |  | an engineer at Motorola Semiconductor. Mr. Zarihi holds a Bachelor of Engineering (B.Eng.) in Electrical and Electronics Engineering from University College London (UCL) as well as a Master of Business Administration (M.B.A.), Business Administration and Management from Institut Européen d'Administration des Affaires (INSEAD). |
| 6.  | Date of first appointment on the Board of the Company                      | 15/08/2020  | 23/01/2014   | 03/11/2022   |
| 7.  | Number of shares held in the Company                                       | 9,000 equity shares of Rs.10 each   | Nil  | Nil  |
| 8.  | List of the directorships held in other companies                          | Given hereunder as (a)  | Given hereunder as (b)   | Nil  |
| 9.  | List of the Membership/ Chairmanship in Committees held in other companies | Given hereunder as (a)  | Given hereunder as (b)   | Nil  |
| 10. | Number of Board Meetings attended during the year 2023-24                  | Attended 1 meeting out of 1 meeting held in 2023-24   | None   | None   |
| 11. | Relationship with other Directors, and other Key Managerial Personnel      | Father-in-law of Mr. Srinivas Bommidala, Vice-Chairman & Non Executive Director of the Company;<br>Father 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.<br>Remuneration: Nil  | As per the Nomination and Remuneration Policy of the Company.<br>Remuneration: Nil | As per the Nomination and Remuneration Policy of the Company.<br>Remuneration: eligible of sitting fees as approved by the Board time to time  |

a. Names of entities in which Mr. G. M. Rao 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 Energy Limited  | -   |
| 2.            | GMR Airports Infrastructure Limited (Formerly GMR Infrastructure Limited) | Chairman of Management Committee                            |
| 3.            | GMR Power and Urban Infra Limited   | Chairman of Management Committee                            |
| 4.            | GMR Hyderabad International Airport Limited                               | -   |

|     |   |                                  |
|-----|---|----------------------------------|
| 5.  | GMR Varalakshmi Foundation                      | -                                |
| 6.  | Delhi International Airport Limited             | -                                |
| 7.  | GMR Airports Limited                            | -                                |
| 8.  | AMG Healthcare Destination Private Limited      | -                                |
| 9.  | Parampara Family Business Institute             | -                                |
| 10. | GMR Goa International Airport Limited           | -                                |
| 11. | GMR Enterprises Private Limited                 | Chairman of Management Committee |
| 12. | GMR Nagpur International Airport Limited        | -                                |
| 13. | GMR Visakhapatnam International Airport Limited | -                                |

b. Names of entities in which Mr. Madhva B. Terdal 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 Energy Limited   | Member of Shareholders Transfer & Grievance Committee; Nomination and Remuneration Committee; Corporate Social Responsibility Committee; Management Committee; IPO Committee and Securities Allotment Committee. |
| 2.            | GMR Airports Infrastructure Limited (Formerly GMR Infrastructure Limited)    | -  |
| 3.            | GMR Power and Urban Infra Limited  | -  |
| 4.            | GMR Highways Limited   | -  |
| 5.            | GMR Aviation Private Limited   | -  |
| 6.            | GMR Corporate Services Limited (Formerly GMR Aerostructure Services Limited) | -  |

## **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**

### **FORM NO. MGT.12**

#### **Polling Paper**

**[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the  
Companies (Management and Administration) Rules, 2014]**

Name of the Company : **GMR Energy Limited**  
Registered office : **701, 7th Floor, Naman Centre, Plot No. C-31, Bandra  
Kurla Complex, Bandra East, Mumbai Bandra Suburban  
MH 400051 IN**

#### **BALLOT PAPER**

| <b>S No</b> | <b>Particulars</b>   | <b>Details</b> |
|-------------|--|----------------|
| 1.          | Name of the First Named Shareholder (In block letters)   |                |
| 2.          | Postal address   |                |
| 3.          | Registered folio No./*Client ID No. (*Applicable to investors holding shares in dematerialized form) |                |
| 4           | Class of Share   | Equity         |

I hereby exercise my vote at the 26th Annual General Meeting of the Company in respect of Ordinary resolution(s) enumerated below by recording my assent or dissent to the said resolution(s) in the following manner:

| <b>No.</b> | <b>Item No.</b>   | <b>No. of shares held by me</b> | <b>I assent to the resolution (√)</b> | <b>I dissent from the resolution (x)</b> |
|------------|---|---------------------------------|---------------------------------------|--|
|            | <b>Ordinary Business</b>  |                                 |                                       |  |
| 1.         | To receive, consider and adopt the Audited Financial Statements (including consolidated financial statements) of the Company as at March 31, 2023, and the reports of the Board and Auditors thereon. |                                 |                                       |  |
| 2.         | To appoint a Director in place of Mr. G. M. Rao (DIN: 00574243), who retires by rotation and being eligible offers himself for re-appointment.  |                                 |                                       |  |
| 3.         | To appoint a Director in place of Mr. Madhva B. Terdal (DIN: 05343139), who retires by rotation and being eligible offers himself for re-appointment.   |                                 |                                       |  |
|            | <b>Special Business:</b>  |                                 |                                       |  |
| 4.         | To appoint Mohd. Zarihi Bin Mohd Hashim (DIN-09737661) as Director of the Company.  |                                 |                                       |  |

Place:

Date:

(Signature of the shareholder)