

GMR WARORA ENERGY LIMITED

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

Notice is hereby given that the **Twentieth Annual General Meeting** of the Company will be held on **Tuesday, September 30, 2025** at **03:00 PM (IST)** through **Video Conference**, to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Annual Financial Statements comprising of the Balance Sheet as at March 31, 2025, Profit & Loss Account and Cash Flow Statement for the year ended on that date together with the notes and schedules thereto for the year ended March 31, 2025, and the reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mr. Sanjay Narayan Barde (DIN: 03140784), who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

3. RATIFICATION OF REMUNERATION OF THE COST AUDITORS

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

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s Narasimha Murthy & Co., Cost Accountants having firm registration no.000042, appointed as Cost Auditors of the Company by the Board of Directors, to conduct the audit of the cost records of the Company, for the financial year 2025-26, be paid a remuneration of Rs.2,50,000 p.a. (Rupees Two Lakh Fifty Thousand) plus out of pocket expenses to be reimbursed on actual basis and other applicable taxes.

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

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

Sanjay Kumar Babu
Company Secretary
M. No. FCS8649

Place: New Delhi
Date: September 05, 2025

NOTES:

1. The Ministry of Corporate Affairs ("MCA") vide its General Circular No. 09/2024 dated 19th September 2024 read with Circular no. 14/2020 dated 08th April 2020, 17/2020 dated 13th April 2020, 20/2020 dated 5th May 2020, 22/2020 dated 15th June 2020, 33/2020 dated 28th September 2020, 39/2020 dated 31st December 2020, 02/2021 dated 13th January 2021, Circular No. 2/2022 dated 5th May, 2022, Circular No. 10/2022 dated 28th December 2022 and Circular No. 09/2023 dated 25th September 2023 issued by Ministry of Corporate Affairs (MCA) has permitted Companies to hold the Annual General Meeting ("AGM") through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM"). In terms of said Circulars, the 20th Annual General Meeting of the Members be held through Video Conferencing.
2. The Meeting shall be deemed to be conducted at the Registered Office of the Company situated at 701/704, 7th Floor, Naman Centre, A-Wing, BKC (Bandra Kurla Complex), Bandra Mumbai Maharashtra 400051.
3. Since, the AGM is being conducted through video conferencing, there is no provision for appointment of proxies. Accordingly, appointment of proxies by the Members will not be available.
4. Banks / Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or Governing Body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC on its behalf and to vote.
5. In compliance with the aforesaid MCA Circulars, Notice of the AGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories.
6. Members attending the AGM through Video Conferencing shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office as well as Corporate Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
8. The Statement setting out the material facts in respect of the special business pursuant to Section 102 of the Companies Act, 2013, is annexed to this Notice as Annexure I.
9. Brief details of the Director proposed to be re-appointed as required pursuant to the Secretarial Standards-2 on General Meetings, is annexed to this Notice as Annexure II.
10. Since the AGM will be held through Video Conferencing, the Route Map is not annexed in this Notice.
11. The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which Directors are interested under section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection in electronic mode. Members can inspect the same by sending an email to: energy-secretarial@gmrgroup.in.

12. The details and process and manner for participating in the AGM through Video Conferencing are explained herein below:

- a) Meeting would be conducted by using Zoom application which is one of the mode of conducting through Video Conferencing.
- b) The Login Id and Password will be shared to the Members on their respective email ids as registered with the Company.
- c) Members can participate in AGM through smart phone/laptop, however for better experience and smooth participation it is advisable to join the Meeting through Laptops.
- d) Further Members will be required to allow camera and microphone permission and it is better to use Internet with a good speed to avoid any disturbance during the Meeting.
- e) For those shareholders who need assistance with using the technology before or during the meeting or in case of any query, may call to the Mr. Sanjay Babu, Company Secretary, Ph. No. 011-49883338 or can send a mail to Sanjay.Babu@gmrgroup.in or energy-secretarial@gmrgroup.in.

ANNEXURE I

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

Item No.3:

The Board of Directors of the Company, upon the recommendation of the Audit Committee, in its meeting held on September 05, 2025 had approved the appointment of M/s. Narasimha Murthy & Co., Cost Accountants having firm registration no.000042 to conduct the audit of the cost records of the Company for the financial year ended March 31, 2026 at a remuneration as mentioned in the resolution.

In accordance with the provisions of Section 148(3) of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company. Accordingly, the consent of the members is being sought for ratification of the remuneration payable to Cost Auditors for the financial year ended March 31, 2026.

The Board recommends the Ordinary Resolution set out at Item No.3 of the Notice, for approval of the shareholders.

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

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

Place: New Delhi
Date: September 05, 2025

Sanjay Kumar Babu
Company Secretary
M. No. FCS8649

Annexure II

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

Name:	Mr. Sanjay Narayan Barde
DIN	03140784
Date of birth	February 23, 1957
Age	68 Years
Qualifications	BE (Mechanical)
Experience	<p>Mr. S.N. Barde holds bachelors' degree in Mechanical Engineering from B. M. S. College of Engineering, Bengaluru. He has been associated with GMR Group since July 2004. Prior to joining GMR, he had worked with National Thermal Power Corporation and Reliance Energy Limited.</p> <p>He has over 45 years of work experience in power sector in construction, commissioning and management of large power projects and plants. He successfully oversaw one of its kind movement of world's biggest barge mounted power plant of 200 MW from India's West Coast to East Coast.</p> <p>He is currently CEO of Hydro power business in the energy Sector, heading the hydro business in India and Nepal and also holds directorship in few of group companies also.</p>
Terms and Conditions of appointment or re-appointment	<p>Being a Director liable to retire by rotation and being longest in office, Mr. Barde is retiring by rotation at the ensuing Annual General Meeting and being eligible offers himself for reappointment.</p> <p>Whole-time Director; liable to retire by rotation</p>
Details of remuneration sought to be paid and the remuneration last drawn	<p>Remuneration is being paid as per the Nomination and Remuneration Policy of the Company and shareholders' approval dated September 29, 2023.</p> <p>Remuneration paid in FY 2024-25: Rs.3.95 Crore</p>
Date of first appointment on the Board	17.07.2013
Shareholding in the Company:	NIL
Relationship with Other Directors, Manager and other KMP(S):	NA
Number of Board Meetings attended during the year (FY 2025-26):	2
Directorships and Committee memberships held in other companies	Given hereunder as (a)

a) Names of entities in which Mr. Barde 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 Warora Energy Limited	Member of: <ul style="list-style-type: none"> • Audit Committee; • Securities Allotment Committee; • Corporate Social Responsibility Committee; • Nomination and Remuneration Committee; & • Management Committee
2.	GMR Kamalanga Energy Limited	Member of: <ul style="list-style-type: none"> • Audit Committee; • Securities Allotment Committee; • Corporate Social Responsibility Committee; • Nomination and Remuneration Committee; & • Management Committee
3.	GMR Bajoli Holi Hydropower Private limited	Member of: <ul style="list-style-type: none"> • Management Committee; • Corporate Social Responsibility Committee; & • Securities Allotment Committee
4.	GMR Energy Trading Limited	Member of: <ul style="list-style-type: none"> • Audit Committee; • Corporate Social Responsibility Committee; • Nomination and Remuneration Committee; & • Executive Committee
5.	GMR Upper Karnali Hydropower Limited	Chairman of Audit Committee
6.	GMR (Badrinath) Hydro Power Generation Private Limited	-
7.	GMR Tenaga Operations and Maintenance Private Limited (Formerly GMR Tenaga Operations and Maintenance Private Limited)	Member of Executive Committee.

*Companies Incorporated in India only

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

Sanjay Kumar Babu
Company Secretary
M. No. FCS8649

Place: New Delhi
Date: September 05, 2025

ATTENDANCE SLIP
20th ANNUAL GENERAL MEETING BEING HELD ON SEPTEMBER 05, 2025

CIN : U40100MH2005PLC155140
Name of the Company : GMR Warora Energy Limited
Registered office : 701/704, 7th Floor, Naman Centre, A-Wing, BKC
(Bandra Kurla Complex), Bandra Mumbai,
Maharashtra – 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 20th Annual General Meeting of the Company being held on Tuesday, September 30, 2025 at 03:00 PM (IST), through Video Conferencing, deemed to be held at registered office, 701/704, 7th Floor, Naman Centre, A-Wing, BKC (Bandra Kurla Complex), Bandra Mumbai, Maharashtra - 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.