

GMR GENERATION ASSETS LIMITED

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

CIN: U40104MH2010PLC282702 // Website: www.gmrpui.com // Telephone: 022-42028000

NOTICE

Notice is hereby given that the **Fourteenth Annual General Meeting of Members** of the Company will be held on Friday, September 27, 2024 at 10:30 AM at the registered office of the Company at 701, 7th Floor, Naman Centre, Plot No.C-31, Bandra Kurla Complex, Bandra (East), Mumbai, Bandra Suburban, Maharashtra – 400051 to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Annual Financial Statements of the Company for the financial year ended on March 31, 2024, and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Ashis Basu (DIN: 01872233) who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS

3. **TO APPROVE RE-APPOINTMENT OF MR. ADI SESHAVATARAM CHERUKUPALLI (DIN: 00062003) 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), Mr. Adi Seshavataram Cherukupalli (DIN: 00062003), who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company to hold office for a term of five consecutive years, from September 30, 2024 to September 29, 2029, not liable to retire by rotation 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 Generation Assets Limited**

Date: September 05, 2024
Place: New Delhi

Madhvi Sharma
Company Secretary
M. No. F9704

NOTES:

1. The Explanatory Statement for the Special Business pursuant to section 102 of the Companies Act, 2013 setting out material facts is appended to the Notice.
2. A brief profile covering the details of the age, qualification, experience, terms and conditions of appointment, etc. of the Director proposed to be appointed /re-appointed as required pursuant to the Secretarial Standards -2 on General Meetings, is annexed to this Notice as Annexure I.
3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent (10%) of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
4. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution/authorization letter (or scanned copy in PDF/JPG Format) authorizing their representative to attend and vote on their behalf at the Meeting.
5. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office / Corporate Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
6. The Register of Directors' and key managerial personnel and their shareholding will be available for inspection by the members at the AGM.
7. The annual accounts of the subsidiary companies and the related detailed information shall be made available to shareholders of the Company at any point of time. The annual accounts of the subsidiary companies will be available for inspection by any shareholders in the office of the Company and of the subsidiary companies concerned. The Company shall furnish a hard copy of details of accounts of subsidiaries to any shareholder on demand.
8. 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. 3

The Company has received notice from a member under Section 160 of the Companies Act, 2013 proposing re-appointment of Mr. Adi Seshavataram Cherukupalli's (DIN:00062003) for the office of Independent Director of the Company. Further, the Nomination & remuneration Committee and the Board of Directors vide their circular resolution dated August 30, 2024 and September 05, 2024, respectively, had also recommended the re-appointment of Mr. Cherukupalli as a Non-Executive Independent Director of the Company for a term of 5 consecutive years effective from September 30, 2024 upto September 29, 2029 to the shareholders of the Company in the ensuing 14th Annual General Meeting.

The Company has duly received from Mr. Cherukupalli (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; (ii) disclosure of concern or interest in other entities in Form MBP 1; (iii) 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 and (iv) declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

The details of the appointee in terms of Secretarial Standard 2 is given in Annexure I as annexed to this Notice.

In the opinion of the Board, Mr. Cherukupalli fulfills the conditions of his re-appointment as a Non-Executive Independent Director as specified in the Companies Act, 2013 and is independent of the management. Accordingly, considering his expertise and rich experience, the Board considers that his association would be of immense benefit to the Company and accordingly, recommends the re-appointment of Mr. Cherukupalli as a Non-Executive Independent Director, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years w.e.f. September 30, 2024 upto September 29, 2029.

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

Except Mr. Cherukupalli, being appointee, none of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution as set out at Item No. 3 of the Notice.

The Board recommends the resolution as set out in Item no. 3 for the approval of the members as a special resolution.

By Order of the Board
For **GMR Generation Assets Limited**

Madhvi Sharma
Company Secretary
M. No. F9704

Date: September 05, 2024
Place: New Delhi

Annexure 1

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

Sl. No.	Particulars\ Name	Mr. Ashis Basu	Mr. Adi Seshavataram Cherukupalli
1.	Director's Identification Number	01872233	00062003
2.	Date of Birth	June 02, 1962	January 18, 1953
3.	Age	62 years	71 Years
4.	Qualifications	Chartered Accountant	<p>Holds the degree of B.Com., MBA and is a Fellow member of ICAI, ICMAI, ICSI, CPA-Australia and Institute of Directors and holds PG Diploma in FTNED (Financial Times -London- Non-Executive Director). DCG(ICSI) (ICSI-PMQ course in Corporate Governance) and a FFI Certificate in Family Business Advising.</p>
5.	Experience and Expertise in specific functional area	<p>Mr. Ashis Basu has been associated with the GMR Group since December 2001. He holds a Bachelors' degree in Commerce from St. Xavier's College, Kolkata and is also a qualified Chartered Accountant. He has rich experience in power sector, Commercial and Contracts. Prior to joining our group, he worked with RPG-RR Power Engineering Limited as a Chief Manager - Finance for a period of 5 years. He has in the past also worked with other subsidiaries of CESC Limited for development of power project and coal mining project.</p>	<p>He has over 43 years of varied experience in the field of Finance, Accounts, Corporate Secretarial services, Corporate Taxation, Administration and Human Resources Departments of corporate entities of various industries and has expertise in planning, supervision, reporting and interacting with regulatory authorities in the financial sectors, corporate laws, compliance management and administration of Family Business Governance.</p> <p>He had been associated with GMR Group for more than 25 years in various capacities such as Vice President Finance & Co. Secretary, Executive Vice President- Group Taxation - Group Secretarial and Corporate Finance and Accounting Services, Chief Corporate Secretarial and Compliance Officer and Superannuated as CEO - Founders' Business Office of</p>

			<p>GMR Group on December 31, 2018.</p> <p>Before associating with GMR group, he had also worked with various public as well as private sector enterprises viz. Steel Authority of India, Goa Shipyard Ltd., Hindustan Fluorocarbons Coromandel Fertilizers Ltd., SIRIS Group, Hindustan Magnetics Ltd., Jasper Auto Services Ltd. and ICOMM Tele Limited Accounts, Corporate Secretarial services, Corporate Taxation, Administration and Human Resources departments of corporate entities of various industries and has expertise in planning, supervision, reporting and interacting with regulatory authorities in the financial sectors, corporate laws, compliance management and administration of family Business Governance.</p>
6.	Date of first appointment on the Board of the Company	January 13, 2014	September 30, 2021
7.	Number of shares held in the Company	1 shares (held as nominee of GMR Power and Urban Infra Limited)	Nil
8.	List of the directorships held in other companies	Given hereunder as (a)	Given hereunder as (b)
9.	List of the Membership/ Chairmanship companies	Given hereunder as (a)	Given hereunder as (b)
10.	Number of Board Meetings attended during the year 2024-25	2	2
11.	Relationship with Managerial Personnel	None	None
12.	Terms of appointment/ remuneration	Terms of the appointment as per the resolution proposed in the Annual General Meeting and as per the Nomination and Remuneration Policy of	Terms of the appointment as per the resolution proposed in the Annual General Meeting and as per the Nomination and Remuneration Policy of the Company Annexed to the Board's

		the Company Annexed to the Board's Report 2023-24. Remuneration: NIL	Report 2023-24. Remuneration : Nil (He shall be paid sitting fees for attending the meetings as may be decided by the Board time to time)
--	--	---	--

a. Names of entities in which Mr. Ashis Basu 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"> Securities Allotment Committee; Executive Committee
2.	GMR Gujarat Solar Power Limited	Member of Corporate Social Responsibility Committee
3.	GMR Bajoli Holi Hydropower Private Limited	Member of: <ul style="list-style-type: none"> Nomination and Remuneration Committee; Management Committee; Securities Allotment Committee
4.	GMR Green Energy Limited (Formerly known as GMR Green Energy Private Limited)	-
5.	GMR Smart Electricity Distribution Private Limited (Formerly known as GMR Mining And Energy Private Limited)	-
6.	GMR Energy Trading Limited	Member of: <ul style="list-style-type: none"> Corporate Social Responsibility Committee; Executive Committee
7.	GMR Upper Karnali Hydropower Limited	-
8.	GMR Kashi Smart Meters Limited	-
9.	GMR Triveni Smart Meters Limited	-

b. Names of entities in which Mr. Adi Seshavataram Cherukupalli 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.	Mahi Farmer Producer Company Limited	-
2.	Megawide Infrastructure India Private Limited	-
3.	Waisl Limited	Chairperson of Risk Management Committee. Member of: <ul style="list-style-type: none"> Audit Committee Stakeholder Relationship Committee; Nomination & Remuneration Committee; Corporate Social Responsibility Committee

4.	Pax Innovation ICT Services Private Limited	-
5.	Vaarahi Farmers Producer Company Limited	-
6.	Agasthya Infra Ventures India Private Limited	-

GMR Generation Assets Limited
Regd. Office: 701, 7th Floor, Naman Centre, Plot No. C-31,
Bandra-Kurla Complex, Bandra (East), Mumbai-400051

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 : U40104MH2010PLC282702
Name of the company : GMR Generation Assets 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 GMR Generation Assets Limited, holding 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 Annual General Meeting of the Company, to be held on Friday, September 27, 2024 at 10:30 AM at the registered office of the Company at 701, 7th Floor, Naman Centre, Plot No.C-31, Bandra Kurla Complex, Bandra (East), Mumbai, Bandra Suburban, Maharashtra – 400051 or any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Number	Particulars	For	Against
Ordinary Business			
1	To receive, consider and adopt the Audited Annual Financial Statements of the Company for the financial year ended on March 31, 2024, and the Reports of the Directors and Auditors thereon.		
2	To appoint a Director in place of Mr. Ashis Basu (DIN: 01872233) who retires by rotation and being eligible offers himself for re-appointment.		
Special Business			
3	To approve re-appointment of Mr. Adi Seshavataram Cherukupalli (DIN: 00062003) as an Independent Director of the Company		

Signed this _____ day of _____, 2024

Signature of shareholder

Signature of Proxy holder(s)

Affix Revenue Stamp

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.

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

CIN : U40104MH2010PLC282702
Name of the Company : GMR Generation Assets Limited
Registered office : 701, 7th Floor, Naman Centre, Plot No. C-31, Bandra- Kurla
Complex, Bandra (East), Mumbai-400051
Website : www.gmrgroup.in
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 Annual General Meeting of the Company being held on Friday, September 27, 2024 at 10:30 AM at the registered office of the Company at 701, 7th Floor, Naman Centre, Plot No.C-31, Bandra Kurla Complex, Bandra (East), Mumbai, Bandra Suburban, 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.

ROUTE MAP TO THE ANNUAL GENERAL MEETING OF GMR GENERATION ASSETS LIMITED

DATE: September 27, 2024, Friday

TIME : 10:30 AM IST

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

