

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)

NOTICE

Notice is hereby given that the **25th Annual General Meeting** of the Company will be held on **Friday, September 30, 2022 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, 2022, and the reports of the Board and Auditors thereon.
2. To appoint a Director in place of Mr. Kiran Kumar Grandhi (DIN-00061669), who retires by rotation and being eligible offers himself for re-appointment.

By Order of the Board
For **GMR Energy Limited**
Sd/-
Sanjay Kumar Babu
Company Secretary

Date: August 02, 2022
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 and Circular No. 2/2022 dated 5th May, 2022 prescribing the procedures and manner of conducting the Annual General Meeting through VC/OAVM. In terms of said Circulars, the 25th 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. 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 along with the Annual Report 2021-22 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. 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.
8. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered 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.
9. 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.
10. 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. 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.
11. 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.
12. Since the AGM will be held through Video Conferencing, the Route Map is not annexed in this Notice.
13. 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) In case of any query, you may call to the Mr. Sanjay Babu, Company Secretary, Mobile No. 9818124122 or you can send a mail to Sanjay.babu@gmrgroup.in or energy-secretarial@gmrgroup.in.

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

Sl. No.	Particulars	Mr. Kiran Kumar Grandhi
1.	DIN	00061669
2.	Date of Birth	13/09/1975
3.	Age	47 years
4.	Qualifications	Undergraduate degree from Osmania University
5.	Experience and Expertise in specific functional area	Mr. Grandhi Kiran Kumar, holds a bachelor's degree in commerce. He had been on the Company's Board since 1999. He had successfully spearheaded the setting up of the Greenfield Hyderabad Airport and the development and modernisation of the Delhi Airport, two major public-private partnership project. Subsequently, he led Group's Highways, Construction, SEZs and allied businesses (excluding airports SEZ) and sports divisions. Currently, he is Corporate Chairman of GMR Group and is overseeing Group's finance and Corporate Strategic Planning Department functions in addition to leading the Group's sports business.
6.	Date of first appointment on the Board of the Company	15/08/2020
7.	Number of shares held in the Company	180 equity shares of Rs.10 each
8.	List of the directorships held in other companies	Given hereunder as (a)
9.	List of the Membership/ Chairmanship in Committees held in other companies	Given hereunder as (a)
10.	Number of Board Meetings attended during the year 2021-22	The details of meetings attended during the year are provided in the Board's Report 2021-22.
11.	Relationship with other Directors, and other Key Managerial Personnel	Son of Mr. G. M. Rao, Chairman & Director of the Company and Brother-in-law of Mr. Srinivas Bommidala Vice Chairman & Director of the Company.
12.	Terms of appointment / remuneration	As per the Nomination and Remuneration Policy of the Company Annexed to the Board's Report 2021-22. Remuneration-NIL

a. Names of entities in which Mr. Kiran Kumar Grandhi 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 Infrastructure Limited	i. Management Committee; ii. Risk Management Committee; iii. Environment, Governance and Social Committee.
2.	GMR Power and Urban Infra Limited	i. Management Committee; ii. Risk Management Committee.
3.	GMR Hyderabad International Airport Limited	-
4.	GMR Varalakshmi Foundation	-
5.	Delhi International Airport Limited	Share Allotment, Transfer & Grievance Committee
6.	GKR Holdings Private Limited	-
7.	GMR Airports Limited	-
8.	JSW GMR Cricket Private Limited (formerly known as GMR Sports Private Limited)	Corporate Social Responsibility Committee
9.	GMR Goa International Airport Limited	-
10.	GMR Hyderabad Aerotropolis Limited	-
11.	GMR Enterprises Private Limited	i. Audit Committee; ii. Nomination & Remuneration Committee; Corporate Social Responsibility Committee; Stakeholder Relationship Committee; iii. Risk Management Committee; iv. Group Risk Management Committee; v. Management Committee.
12.	GMR Technologies Private Limited	-

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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

S No	Particulars	Details
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 25th 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:

No	Item No.	No. of shares held by me	I assent to the resolution (√)	I dissent from the resolution (×)
	Ordinary Business			
1.	To receive, consider and adopt the Audited Financial Statements (including consolidated financial statements) of the Company as at March 31, 2022, and the reports of the Board and Auditors thereon.			
2.	To appoint a Director in place of Mr. Kiran Kumar Grandhi (DIN-00061669), who retires by rotation and being eligible offers himself for re-appointment.			

Place:

Date:

(Signature of the shareholder)