

NOTICE

Notice is hereby given that the Eighteenth Annual General Meeting of the Company will be held on Monday, September 29, 2025 at 4:00 PM at the Corporate Office of the Company at New Shakti Bhawan, New Udaan Bhawan Complex, IGI Airport, opposite Terminal-3, New Delhi-110037 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. Ashis Basu (DIN:01872233) who is retiring by rotation and being eligible offered himself for reappointment.
3. To appoint a director in place of Mr. Nikhil Dujari (DIN:07684905), who is retiring by rotation and being eligible offered himself for reappointment.

SPECIAL BUSINESS:

4. To approve the appointment and remuneration of Mr. Amit Ailawadi as the Manager of the Company, designated as Key Managerial Personnel.

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 Section 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V to the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force), based on recommendation of the Nomination and Remuneration Committee and the Board of Directors, the approval of Members of the Company be and is hereby accorded for the appointment of Mr. Amit Ailawadi as a Manager of the Company, designated as Key Managerial Personnel, for a period of five years effective from July 18, 2025, upon such terms and conditions including remuneration as set out in the explanatory statement attached to this notice.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall also be deemed to include the Nomination and Remuneration Committee or any other sub-committee constituted by the Board) be and is hereby authorized to revise and / or re-fix the said remuneration and/ or other perquisites, benefits and amenities provided that so revised/ re-fixed remuneration and/or other perquisites etc. remains in compliance of Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

RESOLVED FURTHER THAT notwithstanding anything contained herein above, in the event of absence or inadequacy of profits, no reduction from salary or perquisites shall be made and entire remuneration by way of salary and perquisites mentioned in explanatory statement be paid as minimum remuneration subject to the provisions of Schedule V to the Companies Act, 2013.

RESOLVED FURTHER THAT the Directors of the Company, the Company Secretary of the Company and the Chief Financial Officer of the Company, be and are hereby severally authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and sign and execute all applications, documents and writings

that may be required, on behalf of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution."

5. To approve increase in limits for giving of any loans, providing guarantees and security and investing in excess of limits specified under section 186 of the Companies Act, 2013.

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

"RESOLVED THAT, in supersession to the earlier resolution passed by the members at their meeting held on September 25, 2015, pursuant to the provisions of Section 186 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the Board which expression shall also include a Committee thereof) to inter alia a) give any loan to any person or other body corporate upto an aggregate amount of Rs.1000 Crore, b) give any guarantee or providing security in connection with a loan to any other body corporate or person upto an aggregate amount of Rs.500 Crore, c) acquiring by way of subscription , purchase or otherwise, securities of any other body corporate and / or in various scheme of Mutual Funds, in India or abroad upto an aggregate amount of Rs.500 Crore, from time to time, in one or more tranches, provided that the loans and investments so far made, or the guarantees or securities so far provided along with the investments, loans, guarantees or securities proposed to be made or given by the Company shall not exceed, at any point of time, the limits as mentioned in this resolution.

RESOLVED FURTHER THAT the Board or any Committee thereof (with further powers to delegate) is authorised to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution, and to settle any question or doubt that may arise in relation thereto."

By order of the Board
For **GMR Energy Trading Limited**



Manisha
Manisha Tripathi
Company Secretary
M.No. A47334

Date: July 18, 2025

Place: New Delhi

NOTES

1. A brief profile covering the details of the age, qualification, experience, terms and conditions of appointment, etc. of the Director/Manager 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.
2. **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/corporate 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. 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.
4. 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, during business hours up to the date of the Meeting.
5. The Register of Directors' and key managerial personnel shareholding will be available for inspection by the members at the AGM.
6. Route-map to the venue of the Meeting is provided at the end of the Notice.

Annexure to the Notice:

1. Explanatory Statement
2. Statement under Schedule V of the Companies Act, 2013
3. Additional Information on Directors as per SS-2
4. Proxy Form
5. Attendance Slip
6. Route Map

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE
COMPANIES ACT, 2013:**

1. ITEM NO. 4

The Board of Directors of the Company, upon recommendation of Nomination and Remuneration Committee had appointed Mr. Amit Ailawadi as the Manager, designated as Key Managerial Personnel of your Company, with effect from July 18, 2025, on the following terms and conditions:

- a) **Term of Office:** 5 years effective from July 18, 2025 to July 17, 2030.
- b) **Annual Gross Remuneration:** Gross Salary upto Rs.1.20 Crore p.a. effective from July 18, 2025 to July 17, 2028 (with an annual increment as per the HR policy within the scale) whether paid as salary, allowance(s), perquisites, incentives, or a combination thereof.
(For financial year 2025-26, the payment of remuneration shall be proportionately calculated from the date of his appointment as 'Manager' of the Company in terms of section 196 of the Act).

The perquisites and allowances as shall include life insurance policy taken on behalf of him, accommodation (furnished or otherwise) or house rent allowance in lieu thereof; house maintenance allowance together with re-imbursement of expenses; leave travel concession for self and family including dependents; utility allowance, quarterly allowance, club fees, medical insurance, performance bonus and other perquisites and/or allowances as per the policy/rules of the Company in force. The said perquisites and allowances shall be evaluated, wherever applicable, as per the provisions of Income Tax Act, 1961 or any other rules thereunder or any statutory modification(s) or re-enactment thereof; in the absence of any such rules, perquisites and allowances shall be evaluated at actual cost to the Company.

In addition to the above, he shall also be entitled to the following benefits as per policy/rules of the Company in force:

- (i) Special Incentives and/or Performance Linked Bonus
- (ii) Company's contribution to Provident Fund, Superannuation or Annuity funds;
- (iii) Payment of gratuity and other retirement benefits;
- (iv) Encashment of leave

Reimbursement of Expenses:

Reimbursement of expenses incurred for travelling, boarding and lodging; provisions of car(s) for use on Company's business and telephone expense at residence shall be reimbursed and not considered as perquisites.

In terms of applicable provisions of the Companies Act, 2013(the Act), the proposed remuneration shall be paid within the limit as prescribed in section 196 read with Schedule V of the Act.

As per the Schedule V of the Act, applicable in case of loss or inadequate profits, the Company can pay maximum managerial remuneration up to limits prescribed thereunder calculated in accordance with the effective capital of the Company. Further, the remuneration may be paid even in excess of the prescribed limits, provided the same is approved by the shareholders of the Company, by way of a special resolution.

The Board is of a view that Mr. Ailawadi possesses appropriate skills, experience and knowledge of power trading business and thus considered and approved his appointment as the Manager and KMP of the Company at a remuneration as aforesaid.

In view of inadequacy of profit during FY 2024-25, calculated as per section 198 of the Companies Act, 2013, the payment of managerial remuneration will have to be approved by the shareholders of the Company by way of a special resolution in terms for payment of Schedule V. The particulars of the information, pursuant to the provisions of Schedule V, Part II, Section II, clause (A) of the Act are annexed hereto.

Except, Mr. Amit Ailawadi, none of other Directors, Key Managerial Personnel of the Company and their relatives are in any way concerned or interested in passing of resolution.

The Board recommends the resolution as set out in Item no. 4 for the approval of the members as a Special resolution.

2. ITEM NO. 5

As per Section 186 of the Act read with the Rules framed thereunder, the Company is required to obtain the prior approval of the Members by way of a Special Resolution for granting loan or providing securities or guarantees in connection with a loan to any other body corporate or person or for acquisition by way of subscription, purchase or otherwise, the securities of any other body corporate including mutual funds exceeding sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is higher.

While the current loans and investments of the Company are well within the limits specified above, however, in order to, not to keep any surplus funds idle, and to continue to support group companies, as a measure of achieving greater financial flexibility and optimal financial structuring within the group, it is proposed to enhance the limit, at any point of time, to a) give any loan to any person or other body corporate upto to an aggregate amount of Rs.1000 Crore, b) give any guarantee or providing security in connection with a loan to any other body corporate or person within the group upto to an aggregate amount of Rs.500 Crore, c) acquiring by way of subscription, purchase or otherwise, securities of any other body corporate and / or in various scheme of Mutual Funds, in India or abroad upto to an aggregate amount of Rs.500 Crore from time to time in one or more tranches.

The approval of the members is being sought by way of a Special Resolution pursuant to Section 186 of the Act read with the Rules made thereunder, to enable the Company to grant loan or provide securities in connection with the loan acquire or to subscribe purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is higher, as mentioned in item no. 5

None of the Directors, Key Managerial Personnel of the Company and their relatives are in any way concerned or interested in passing of resolution.

The Board recommends the resolution as set out in Item no. 5 for the approval of the members as a Special resolution.

Date: July 18, 2025
Place: New Delhi



By Order of the Board

For **GMR Energy Trading Limited**

Manisha Tripathi
Company Secretary
M. No. ACS 47334

STATEMENT CONTAINING INFORMATION TO THE SHAREHOLDERS AS REQUIRED BY SCHEDULE V OF THE COMPANIES ACT, 2013

I. GENERAL INFORMATION

1. Nature of Industry:

The Company, GMR Energy Trading Limited, is a Public Limited Company incorporated in India under the provisions of the erstwhile Companies Act, 1956. The Company was incorporated with the object of carrying on the business of trading electricity and has obtained trading license from Central Electricity Regulatory Commission (CERC) on October 14, 2008 and commenced its commercial (power trading) operations and now continuously trading all over India.

2. Date of commencement of commercial production (power trading operations):

The company has trading license from Central Electricity Regulatory Commission (CERC) on October 14, 2008 and subsequently commenced its commercial (power trading) operations.

3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus. – N.A.

4. Financial Performance based on Indicators

The summary of the financial performance of the company is as under:

Particulars	(Rs. in Lakhs)		
	Year ended March 31, 2025	Year ended March 31, 2024	Year ended March 31, 2023
Total Income	65,749.60	101,214.68	69,637.27
Total Expenditure	64,956.63	100,502.21	68,623.78
Profit before tax (PBT)	792.97	712.47	1,013.49
Profit after tax (PAT)	632.96	471.85	767.82

5. Foreign investments of Collaborators, if any

Not Applicable

II. INFORMATION ABOUT THE APPOINTEE

1. Background Details

Mr. Amit Ailawadi

Mr. Amit Ailawadi is the Head - Business Development & Commercial, Power Trading and associated with the Company since July 2024.

He brings more than 27 years of experience in power and energy sector across the Indian and international Power markets. His expertise includes advising regulatory bodies such as the CERC, SERCs, and FOR. Notably, he facilitated the entry of the first open access buyer into the Indian Energy Exchange, enhancing market competition.

He has hands-on experience in project development and execution, with a focus on innovative products like Cross-Border Trade, Electronic Trading Platforms, Renewable Energy Certificates (REC), and Carbon Markets, Power Derivatives BESS etc. He excels in formulating marketing and commercial strategies, evaluating trading models, and advocating for regulatory compliance. Through strategic partnerships and marketing promotions, he has enhanced market visibility and customer engagement, establishing a strong brand presence in the sector.

He was earlier associated with Manikaran Power Ltd., 50 Hertz Limited and Power Exchange of India Ltd.

2. Past Remuneration: Not Applicable as Manager or KMP of the Company

3. Recognition or Awards: NIL

4. Job Profile and Suitability

Given the expertise and experience of Mr. Amit Ailawadi in power trading business, the Company is of the view that profile is commensurate with his ability and experience and he is suitable for the same.

5. Remuneration Proposed:

Annual Gross Remuneration: Gross Salary upto Rs.1.20 Crore p.a. effective from July 18, 2025 to July 17, 2028 (with an annual increment as per the HR policy within the scale) whether paid as salary, allowance(s), perquisites, incentives, or a combination thereof.

(For financial year 2025-26, the payment of remuneration shall be proportionately calculated from the date of his appointment as 'Manager' of the Company in terms of section 196 of the Act).

The perquisites and allowances as shall include life insurance policy taken on behalf of him, accommodation (furnished or otherwise) or house rent allowance in lieu thereof; house maintenance allowance together with re-imbursement of expenses; leave travel concession for self and family including dependents; utility allowance, quarterly allowance, club fees, medical insurance, performance bonus and other perquisites and/or allowances as per the policy/rules of the Company in force. The said perquisites and allowances shall be evaluated, wherever applicable, as per the provisions of Income Tax Act, 1961 or any other rules thereunder or any statutory modification(s) or re-enactment thereof; in the absence of any such rules, perquisites and allowances shall be evaluated at actual cost to the Company.

In addition to the above, he shall also be entitled to the following benefits as per policy/rules of the Company in force:

- (i) Special incentive and/or Performance Linked Bonus;
- (ii) Company's contribution to Provident Fund, Superannuation or Annuity funds;
- (iii) Payment of gratuity and other retirement benefits;
- (iv) Encashment of leave

Reimbursement of Expenses

Reimbursement of expenses incurred for travelling, boarding and lodging; provisions of car(s) for use on Company's business and telephone expense at residence shall be reimbursed and not considered as perquisites.

6. Comparative Remuneration profile with respect to Industry, size of the Company, profile of the position and person.

The payment of remuneration to managerial personnel is fixed on the basis of the relative activity and business complexities prevailing in each industry. The remuneration is fixed after making an assessment through market sources in the power sector industry.

As a Head - Business Development & Commercial and designated KMP in the category of Manager of the Company, Mr. Amit Ailawadi has many key goals to be achieved. Given the expertise and experience of Mr. Amit Ailawadi, the Company is of the view that the proposed remuneration payable to him is commensurate with his ability and experience.

7. Pecuniary relationship directly or indirectly with the Company or relationship with Managerial Personnel, if any.

NIL

III. OTHER INFORMATION

a) Reasons for loss or inadequate profits:

The Company has estimated profit before tax of around Rs. 18 Cr. for the financial year 2025-26. However, for the purpose of computation of managerial remuneration, there is inadequacy of profit mainly on account of thin margins on power traded in line with CERC regulations.

b) Steps Taken / Proposed for Improvement and Expected Increase in Productivity and Profits (in Measurable Terms):

The Company is undertaking strategic initiatives aimed at enhancing productivity and improving profitability in measurable terms.

Credit Rating Improvement: Efforts are underway to improve the Company's credit rating, which will help reduce interest costs and enhance financial strength.

Working Capital Enhancement: Company is in the process of augmenting its working capital base (especially Non-fund based limit) to support higher scale operation. This will enable increased participation in tenders and securing bilateral contracts with Generators and Utility, thereby supporting revenue growth and long term business sustainability.

Expanded Power Exchange Participation: The Company is actively increasing its presence in Power Exchange markets, capitalizing on growing short-term trade volumes and evolving buyer behavior. This includes structured participation in Day-Ahead, Real-Time, Term ahead and Long duration contracts Markets to optimize returns.

Merchant Renewable Energy Trading: With the growing integration of renewable energy into the grid, the Company is actively enhancing its trade portfolio by on-boarding merchant renewable generators. This allows it to leverage price arbitrage opportunities under alternate power supply to State Discom and offer green power products to C&I customers seeking RE compliance and cost optimization.

Electricity Derivatives through MCX/NSE: The Company is preparing to participate in electricity derivatives (Futures) trading on platforms like MCX and NSE. These instruments offer hedging opportunities for both generators and consumers, opening up new avenues for trade and risk management. The expected increase in derivative market participation is likely to drive volumes and improve profitability through enhanced product offerings under medium/long run.

Energy Portfolio Management Services: Efforts are being made to position the Company as a solution provider for Bulk consumers and utilities, offering portfolio optimization strategies across exchange, bilateral, and derivative platforms.

These initiatives are expected to contribute significantly to the Company's growth by increasing traded volumes, improving trade margins, and expanding its client base in both traditional and emerging power markets

c) Expected increase in profits in measurable terms

The Company expects to achieve ~20% CAGR in profits over the next 2-3 years, driven by expanded Power Exchange participation, merchant renewable trade, electricity derivatives, and enhanced working capital enabling larger-scale operations.

Date: July 18, 2025
Place: New Delhi



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


Manisha Tripathi
Company Secretary
M. No. ACS 47334

Annexure I

Additional Information on Directors/Manager 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 (Re-appointment of Director retiring by rotation)	Mr. Nikhil Dujari (Re-appointment of Director) (Re-appointment of Director retiring by rotation)	Mr. Amit Ailawadi (Appointment as Manager)
1.	DIN	01872233	07684905	03417295
2.	Date of Birth	June 02, 1962	August 27, 1973	February 05, 1974
3.	Age	63 years	52 Years	51 Years
4.	Qualifications	Chartered Accountant	Chartered Accountant and Cost Accountant	Production Engineer
5.	Experience and Expertise in specific functional area	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.	In a career spanning 26 years he brings with him rich experience in business, accounting, controlling, internal control, taxes, banking and treasury, audit, consulting, costing and pricing etc. in reputed organizations. Mr. Nikhil Dujari is also well versed with listing requirements, RBI regulations and has exposure to M&A, international taxation etc. He has working experience with Everest Industries Limited as Chief Financial Officer overseeing the entire Finance and Investor Relations Functions. Prior to that he has worked with Essel Propack Limited, New Holland Group (Fiat Industrial), Alstom India Limited, Price Waterhouse & E&Y. Mr. Nikhil Dujari is currently holding the position of CFO - Operations Energy, Finance & Accounts of GMR Group - Energy Sector.	Mr. Amit Ailawadi is the Head - Business Development & Commercial, Power Trading and associated with the Company since July 2024. He brings more than 27 years of experience in power and energy sector across the Indian and international Power markets. His expertise includes advising regulatory bodies such as the CERC, SERCs, and FOR. Notably, he facilitated the entry of the first open access buyer into the Indian Energy Exchange, enhancing market competition. He has hands-on experience in project development and execution, with a focus on innovative products like Cross-Border Trade, Electronic Trading Platforms, Renewable Energy Certificates (REC), and Carbon Markets, Power Derivatives BESS etc. He excels in formulating marketing and commercial strategies, evaluating trading models, and advocating for regulatory compliance. Through strategic partnerships

				and marketing promotions, he has enhanced market visibility and customer engagement, establishing a strong brand presence in the sector. He was earlier associated with Manikaran Power Ltd., 50 Hertz Limited and Power Exchange of India Ltd.
6.	Date of first appointment on the Board of the Company	January 29, 2008	October 20,2022	N.A.
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)	N.A.
9.	List of the Membership/ Chairmanship in Committees held in other companies	Given hereunder as (a)	Given hereunder as (b)	N.A.
10.	Number of Board Meetings attended during the year 2024-25	Three (3)	Four (4)	N.A.
11.	Relationship with other Directors, and other Key Managerial Personnel	N.A.	N.A.	N.A.
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 the Company Annexed to the Board's Report 2024-25. Remuneration: NIL	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 Report 2024-25. Remuneration: NIL upon his cessation as the Executive Director of the Company	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 Report 2024-25. Remuneration: As mentioned in the Explanatory Statement for Item No.4 annexed to this notice.

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"> Management Committee; Securities Allotment Committee

2.	GMR Kamalanga Energy Limited	-
3.	GMR Generation Assets Limited	Member of : <ul style="list-style-type: none"> • Audit Committee; • Securities Allotment Committee; • Corporate Social Responsibility Committee • Executive Committee
4.	GMR Kashi Smart Meters Limited	-
5.	GMR Triveni Smart Meters Limited	-
6.	GMR Gujarat Solar Power Limited	Member of Corporate Social Responsibility Committee
7.	GMR Green Energy Limited	-
8.	GMR Smart Electricity Distribution Private Limited	-

*Companies Incorporated in India only

- b. Names of entities in which Mr. Nikhil Dujari 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 Agra Smart Meters Limited	-
2.	GMR Generation Assets Limited	Member of: <ul style="list-style-type: none"> • Nomination And Remuneration Committee • Corporate Social Responsibility Committee • Executive Committee • Securities Allotment Committee
3.	GMR Rajahmundry Energy Limited	Member of : <ul style="list-style-type: none"> • Audit Committee • Nomination and Remuneration Committee • Corporate Social Responsibility Committee
4.	GMR Vemagiri Power Generation Limited	Member of Corporate Social Responsibility Committee
5.	GMR Gujarat Solar Power Limited	Member of Corporate Social Responsibility Committee
6.	GMR Bundelkhand Energy Private Limited	-
7.	GMR Maharashtra Energy Limited	-
8.	GMR Rajam Solar Power Private Limited	-
9.	GMR Tenaga Operations and Maintenance Private Limited.	-
10.	GMR Smart Electricity Distribution Private Limited	-

Attendance Slip

DP ID		FOLIO NO. / CLIENT ID		No. of shares	
-------	--	--------------------------	--	------------------	--

Name(s) and address of the member in full: _____
I/We hereby record my/our presence at the that the Eighteenth Annual General Meeting of the Company will be held on Monday, September 29, 2025 at 4:00 PM at the Corporate Office of the Company at New Shakti Bhawan, New Udaan Bhawan Complex, IGI Airport, opposite Terminal-3, New Delhi-110037.

Member

Proxy

Signature of Member / Proxy

GMR ENERGY TRADING LIMITED
25/1, Skip House, Museum Road, Bangalore – 560025
(CIN: U31200KA2008PLC045104: Tel: 080-40432000;
website: www.gmrgroup.in;and www.gmrenergytrading.in)

Proxy form
Form No. MGT-11

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

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 GMR Energy Trading Limited, hereby appoint:

1. Name :
Address :
E-mail ID :
Signature : or falling him,
2. Name :
Address :
E-mail ID :
Signature : or falling 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 Eighteenth Annual General Meeting of the Company will be held on Monday, September 29, 2025 at 4:00 PM at the Corporate Office of the Company at New Shakti Bhawan, New Udaan Bhawan Complex, IGI Airport, opposite Terminal-3, New Delhi-110037 and / or at any adjournment thereof in respect of such resolutions as are indicated below:

S.No.	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. Ashis Basu (DIN:01872233), who retires by rotation and being eligible offered himself for reappointment.
3.	To appoint a director in place of Mr. Nikhil Dujari (DIN:7684905) who retires by rotation and being eligible offered himself for reappointment.
Special Business	
4.	To approve the appointment and remuneration of Mr. Amit Ailawadi as the Manager of the Company, designated as Key Managerial Personnel.

5.	To approve increase in limits for giving of any loans, providing guarantees and security and investing in excess of limits specified under section 186 of the Companies Act, 2013
----	---

Signed this _____ day of _____ 2025

_____ (Signature of Member)

_____ [Signature of Proxy holder(s)]

Affix
Revenue
Stamp

Notes: 1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office/Corporate Office of the Company, not less than 48 hours before the commencement of the Meeting.

2. A proxy need not be a member of the Company.

**ROUTE MAP TO THE 18TH ANNUAL GENERAL MEETING OF
GMR ENERGY TRADING LIMITED**

DATE: September 29, 2025

DAY: Monday

TIME: 4:00 PM (IST)

VENUE: Corporate Office of the Company at New Shakti Bhawan, New Udaan Bhawan Complex, IGI Airport, opposite Terminal-3, New Delhi-110037



