

Form No. MGT-7

Annual Return (other than OPCs and Small Companies)

[Pursuant to sub-section (1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Management and Administration) Rules, 2014]

All fields marked in * are mandatory

Refer instruction kit for filing the form



Form language

☒ English ☐ Hindi

I REGISTRATION AND OTHER DETAILS

i *Corporate Identity Number (CIN)

U40100MH2005PLC155140

ii (a) *Financial year for which the annual return is being filed (From date) (DD/MM/YYYY)

01/04/2024

(b) *Financial year for which the annual return is being filed (To date) (DD/MM/YYYY)

31/03/2025

(c) *Type of Annual filing

☒ Original

☐ Revised

(d) SRN of MGT-7 filed earlier for the same financial years

iii

Particulars	As on filing date	As on the financial year end date
Name of the company	GMR WARORA ENERGY LIMITED	GMR WARORA ENERGY LIMITED
Registered office address	701/704, 7TH FLOOR, NAMAN CENTRE A-WING, BKC (BANDRA KURLA COMPLEX), BAND, RA, NA, MUMBAI, Maharashtra, India, 400051	701/704, 7TH FLOOR, NAMAN CENTRE A-WING, BKC (BANDRA KURLA COMPLEX), BAND, RA, NA, MUMBAI, Maharashtra, India, 400051
Latitude details	19.0607	19.0607
Longitude details	72.8629	72.8629

(a) *Photograph of the registered office of the Company showing external building and name prominently visible

RO photo.pdf

(b) *Permanent Account Number (PAN) of the company

AA*****9F

(c) *e-mail ID of the company

*****Y-
SECRETARIAL@gmrgroup.in

(d) *Telephone number with STD code

11*****20

(e) Website

www.gmrgroup.in &
www.gmrpui.com

iv *Date of Incorporation (DD/MM/YYYY)

04/08/2005

v (a) *Class of Company (as on the financial year end date)

(Private company/Public Company/One Person Company)

Public company

(b) *Category of the Company (as on the financial year end date)

(Company limited by shares/Company limited by guarantee/Unlimited company)

Company limited by shares

(c) *Sub-category of the Company (as on the financial year end date)

(Indian Non-Government company/Union Government Company/State Government Company/
Guarantee and association company/Subsidiary of Foreign Company)

Indian Non-Government company

vi *Whether company is having share capital (as on the financial year end date)

☒ Yes

☐ No

vii (a) Whether shares listed on recognized Stock Exchange(s)

☐ Yes

☒ No

(b) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code

viii Number of Registrar and Transfer Agent

1

CIN of the Registrar and Transfer Agent	Name of the Registrar and Transfer Agent	Registered office address of the Registrar and Transfer Agents	SEBI registration number of Registrar and Transfer Agent
L72400MH2017PLC444072	KFIN TECHNOLOGIES LIMITED	301, The Centrium, 3rd Floor, 57,, Lal Bahadur Shastri Road, Nav Pada, Kurla (West), Mumbai, Mumbai, Mah arashtra, India, 400070	INR000000221

ix * (a) Whether Annual General Meeting (AGM) held

☒ Yes

☐ No

(b) If yes, date of AGM (DD/MM/YYYY)

30/09/2025

(c) Due date of AGM (DD/MM/YYYY)

30/09/2025

(d) Whether any extension for AGM granted

☐ Yes

☒ No

(e) If yes, provide the Service Request Number (SRN) of the GNL-1 application form filed for extension

(f) Extended due date of AGM after grant of extension (DD/MM/YYYY)

(g) Specify the reasons for not holding the same

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

i *Number of business activities

1

S. No.	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	D	Electricity, gas, steam and air condition supply	35	Electric power generation, transmission and distribution	100

III PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

i *No. of Companies for which information is to be given

1

S. No.	CIN /FCRN	Other registration number	Name of the company	Holding/ Subsidiary/Associate/Jo int Venture	% of shares held
1	U85110MH1996PLC274875		GMR ENERGY LIMITED	Holding	92.07

IV SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

i SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of equity shares	1600000000.00	944910482.00	944910482.00	944910482.00
Total amount of equity shares (in rupees)	16000000000.00	9449104820.00	9449104820.00	9449104820.00

Number of classes

1

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
Not applicable				
Number of equity shares	1600000000	944910482	944910482	944910482
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	16000000000.00	9449104820.00	9449104820	9449104820

(b) Preference share capital

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of preference shares	400000000.00	170008060.00	170008060.00	170008060.00
Total amount of preference shares (in rupees)	4000000000.00	1700080600.00	1700080600.00	1700080600.00

Number of classes

1

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
Not applicable				
Number of preference shares	400000000	170008060	170008060	170008060
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	4000000000.00	1700080600.00	1700080600	1700080600

(c) Unclassified share capital

Particulars	Authorised Capital
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Total amount of unclassified shares

0

(d) Break-up of paid-up share capital

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
(i) Equity shares						
At the beginning of the year	0	944910482	944910482.00	9449104820	9449104820	
Increase during the year	0.00	0.00	0.00	0.00	0.00	0
i Public Issues	0	0	0.00	0	0	
ii Rights issue	0	0	0.00	0	0	
iii Bonus issue	0	0	0.00	0	0	
iv Private Placement/ Preferential allotment	0	0	0.00	0	0	
v ESOPs	0	0	0.00	0	0	
vi Sweat equity shares allotted	0	0	0.00	0	0	
vii Conversion of Preference share	0	0	0.00	0	0	
viii Conversion of Debentures	0	0	0.00	0	0	
ix GDRs/ADRs	0	0	0.00	0	0	
x Others, specify NA	0	0	0.00	0	0	
Decrease during the year	0.00	0.00	0.00	0.00	0.00	0
i Buy-back of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify NA	0	0	0.00	0	0	
At the end of the year	0.00	944910482.00	944910482.00	9449104820.00	9449104820.00	
(ii) Preference shares						
At the beginning of the year	0	170008060	170008060.00	1700080600	1700080600	

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
Increase during the year	0.00	0.00	0.00	0.00	0.00	0
i Issues of shares	0	0	0.00	0	0	
ii Re-issue of forfeited shares	0	0	0.00	0	0	
iii Others, specify NA	0	0	0.00	0	0	
Decrease during the year	0.00	0.00	0.00	0.00	0.00	0
i Redemption of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify NA	0	0	0.00	0	0	
At the end of the year	0.00	170008060.00	170008060.00	1700080600.00	1700080600.00	

ISIN of the equity shares of the company

ii Details of stock split/consolidation during the year (for each class of shares)

Class of shares		
Before split / Consolidation	Number of shares	
	Face value per share	
After split / consolidation	Number of shares	
	Face value per share	

iii Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company)

☐ Nil

Number of transfers

2

Attachments:

1. Details of shares/Debentures Transfers

2 Transfer Details.xlsm

iv Debentures (Outstanding as at the end of financial year)

(a) Non-convertible debentures

*Number of classes

1

Classes of non-convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
NCD Series B	554531916	10	5545319160.00
Total	554531916.00	10.00	5545319160.00

Classes of non-convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
NCD Series B	554531916	0	0	554531916.00
Total	554531916.00	0.00	0.00	554531916.00

(b) Partly convertible debentures

*Number of classes

0

Classes of partly convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of partly convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Total				

(c) Fully convertible debentures

*Number of classes

1

Classes of fully convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
OCD Series B1	223353257	10	2233532570.00
Total	223353257.00	10.00	2233532570.00

Classes of fully convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
OCD Series B1	223353257	0	0	223353257.00
Total	223353257.00	0.00	0.00	223353257.00

(d) Summary of Indebtedness

Particulars	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	554531916.00	0.00	0.00	554531916.00
Partly convertible debentures	0.00	0.00	0.00	0.00
Fully convertible debentures	223353257.00	0.00	0.00	223353257.00
Total	777885173.00	0.00	0.00	777885173.00

v Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V Turnover and net worth of the company (as defined in the Companies Act, 2013)

i *Turnover

18415399841

ii * Net worth of the Company

9111570000

VI SHARE HOLDING PATTERN**A Promoters**

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	0	0.00	0	0.00
	(ii) Non-resident Indian (NRI)	0	0.00	0	0.00
	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	0	0.00	0	0.00
4	Banks	0	0.00	0	0.00
5	Financial institutions	0	0.00	0	0.00
6	Foreign institutional investors	0	0.00	0	0.00
7	Mutual funds	0	0.00	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	869999993	92.07	170008060	100.00

10	Others <div></div>	0	0.00	0	0.00
	Total	869999993.00	92.07	170008060.00	100

Total number of shareholders (promoters)

2

B Public/Other than promoters

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	3	0.00	0	0.00
	(ii) Non-resident Indian (NRI)	0	0.00	0	0.00
	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	0	0.00	0	0.00
4	Banks	74910482	7.93	0	0.00
5	Financial institutions	0	0.00	0	0.00
6	Foreign institutional investors	0	0.00	0	0.00
7	Mutual funds	0	0.00	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	4	0.00	0	0.00

10	Others <div></div>	0	0.00	0	0.00
	Total	74910489.00	7.93	0.00	0

Total number of shareholders (other than promoters)

14

Total number of shareholders (Promoters + Public/Other than promoters)

16.00

Breakup of total number of shareholders (Promoters + Other than promoters)

Sl.No	Category	
1	Individual - Female	1
2	Individual - Male	2
3	Individual - Transgender	0
4	Other than individuals	13
	Total	16.00

C Details of Foreign institutional investors' (FIIs) holding shares of the company

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held

VII NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS

[Details of Promoters, Members (other than promoters), Debenture holders]

Details	At the beginning of the year	At the end of the year
Promoters	2	2
Members (other than promoters)	14	14
Debenture holders	16	15

VIII DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A Promoter	0	0	0	0	0	0
B Non-Promoter	3	4	3	3	0.00	0.00
i Non-Independent	3	2	3	1	0	0
ii Independent	0	2	0	2	0	0
C Nominee Directors representing	0	0	0	0	0.00	0.00
i. Banks and FIs	0	0	0	0	0	0
ii Investing institutions	0	0	0	0	0	0
iii Government	0	0	0	0	0	0
iv Small share holders	0	0	0	0	0	0
v Others	0	0	0	0	0	0
Total	3	4	3	3	0.00	0.00

*Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

6

B (i) Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity shares held	Date of cessation (after closure of financial year : If any) (DD/MM/YYYY)
ASHIS BASU	01872233	Whole-time director	0	
SANJAY BARDE NARAYAN	03140784	Whole-time director	0	24/11/2025
DHANANJAY VASANTRAO DESHPANDE	07663196	Whole-time director	0	
MUNDAYAT RAMACHANDRAN RAMACHANDRAN	01573258	Director	0	

SUMAN NARESH SABNANI	10223343	Director	0	
SRINIVASACHARI RAJAGOPAL	00022609	Director	0	

B (ii) *Particulars of change in director(s) and Key managerial personnel during the year

1

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation (DD/MM/YYYY)	Nature of change (Appointment/ Change in designation/ Cessation)
KAVITHA GUDAPATI	02506004	Director	07/12/2024	Cessation

IX MEETINGS OF MEMBERS/CLASS OF MEMBERS/ BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

*Number of meetings held

1

Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	30/09/2024	15	5	33.33

B BOARD MEETINGS

*Number of meetings held

4

S.No	Date of meeting (DD/MM/YYYY)	Total Number of directors as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	01/05/2024	7	6	85.71
2	20/07/2024	7	7	100
3	18/10/2024	7	6	85.71
4	21/01/2025	6	6	100

C COMMITTEE MEETINGS

Number of meetings held

9

S.No	Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members as on the date of meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee Meeting	01/05/2024	3	3	100
2	Audit Committee Meeting	20/07/2024	3	3	100
3	Audit Committee Meeting	18/10/2024	3	3	100
4	Audit Committee Meeting	21/01/2025	3	3	100
5	Nomination & Remuneration Committee Meeting	20/07/2024	3	3	100
6	Corporate Social Responsibility Committee Meeting	20/07/2024	3	3	100
7	Corporate Social Responsibility Committee Meeting	21/01/2025	3	3	100
8	Management Committee Meeting (Formerly Executive Committee)	20/05/2024	2	2	100
9	Management Committee Meeting (Formerly Executive Committee)	22/01/2025	2	2	100

D ATTENDANCE OF DIRECTORS

S. No	Name of the Director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
								30/09/2025 (Y/N/NA)
1	SANJAY BARDE NARAYAN	4	4	100	2	2	100	No

2	DHANANJAY VASANTRAO DESHPANDE	4	4	100	9	9	100	No
3	MUNDAYAT RAMACHANDRAN RAMACHANDRAN	4	4	100	2	2	100	Yes
4	ASHIS BASU	4	4	100	7	7	100	No
5	SRINIVASACHARI RAJAGOPAL	4	4	100	5	5	100	No
6	SUMAN NARESH SABNANI	4	4	100	0	0	0	No

X REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

A *Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

3

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	Sanjay Narayan Barde	Whole-time director	39533653	0	0	0	39533653.00
2	Ashis Basu	Whole-time director	36847032	0	0	0	36847032.00
3	Dhananjaye Deshpande	Whole-time director	17023217	0	0	0	17023217.00
	Total		93403902.00	0.00	0.00	0.00	93403902.00

B *Number of CEO, CFO and Company secretary whose remuneration details to be entered

1

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	Ashis Vinay Deshpande	CFO	482193	0	0	0	482193.00
	Total		482193.00	0.00	0.00	0.00	482193.00

C *Number of other directors whose remuneration details to be entered

3

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	Mundayat Ramachandran	Director	0	0	0	135000	135000.00

2	Suman Naresh Sabnani	Director	0	0	0	125000	125000.00
3	Srinivasachari Rajagopal	Director	0	0	0	60000	60000.00
	Total		0.00	0.00	0.00	320000.00	320000.00

XI MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

A *Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ☒ Yes ☐ No

B If No, give reasons/observations

XII PENALTY AND PUNISHMENT – DETAILS THEREOF

A *DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/ DIRECTORS/OFFICERS ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order (DD/MM/YYYY)	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

B *DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order (DD/MM/YYYY)	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in rupees)

XIII Details of Shareholder / Debenture holder

Number of shareholder/ debenture holder

31

XIV Attachments

(a) List of share holders, debenture holders

Details of Shareholder or
Debenture holder.xlsm

(b) Optional Attachment(s), if any

GMR WARORA_MGT-8.pdf
GWEL List of Shares & Debenture
Holder 31032025.pdf
Disclosure of Designated
person.pdf
GWEL MGT-7 Clarification Note
for categorization of
shareholders.pdf
GWEL MGT-7 Clarification Note
point no. iv.pdf

XV COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- (b) Unless otherwise expressly stated to the contrary elsewhere in this return, the Company has complied with applicable provisions of the Act during the financial year.
- (c) The company has not, since the date of the closure of the last financial year with reference to which the last return was submitted or in the case of a first return since the date of incorporation of the company, issued any invitation to the public to subscribe for any securities of the company.
- (d) Where the annual return discloses the fact that the number of members, (except in case of one person company), of the company exceeds two hundred, the excess consists wholly of persons who under second proviso to clause (ii) of sub-section (68) of section 2 of the Act are not to be included in reckoning the number of two hundred.

I/ We have examined the registers, records and books and papers of

GMR WARORA ENERGY
LIMITED

as required to be

maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on

(DD/MM/YYYY) 31/03/2025

In my/ our opinion and to the best of my information and according to the examinations carried out by me/ us and explanations furnished to me/ us by the company, its officers and agents, I/ we certify that:

A The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.

B During the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under in respect of:

- 1 its status under the Act;
- 2 maintenance of registers/records & making entries therein within the time prescribed therefor;
- 3 filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within/beyond the prescribed time;
- 4 calling/ convening/ holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;

- 5 closure of Register of Members / Security holders, as the case may be.
- 6 advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act;
- 7 contracts/arrangements with related parties as specified in section 188 of the Act;
- 8 issue or allotment or transfer or transmission or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances;
- 9 keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act
- 10 declaration/ payment of dividend; transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act;
- 11 signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;
- 12 constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;
- 13 appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act;
- 14 approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;
- 15 acceptance/ renewal/ repayment of deposits;
- 16 borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable;
- 17 loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act ;
- 18 alteration of the provisions of the Memorandum and/ or Articles of Association of the Company;

To be digitally signed by

Name

Arunesh Dubey

Date (DD/MM/YYYY)

24/12/2025

Place

Delhi

Whether associate or fellow:

☐ Associate ☒ Fellow

Certificate of practice number

1*0*4

XVI Declaration under Rule 9(4) of the Companies (Management and Administration) Rules, 2014

*(a) DIN/PAN/Membership number of Designated Person

AHTPB4231G

*(b) Name of the Designated Person

SANJAY KUMAR BABU

Declaration

I am authorised by the Board of Directors of the Company vide resolution number* 20 dated*

(DD/MM/YYYY) 29/04/2015 to sign this form and declare that all the requirements of Companies Act, 2013

and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

- 1 Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- 2 All the required attachments have been completely and legibly attached to this form.

***To be digitally signed by**

***Designation**

(Director /Liquidator/ Interim Resolution Professional (IRP)/Resolution Professional (RP))

Director

***DIN of the Director; or PAN of the Interim Resolution Professional (IRP) or Resolution Professional (RP) or Liquidator**

0*6*3*9*

***To be digitally signed by**

☒ Company Secretary ☐ Company secretary in practice

***Whether associate or fellow:**

☐ Associate ☒ Fellow

Membership number

8*4*

Certificate of practice number

Note: Attention is drawn to provisions of Section 448 and 449 of the Companies Act, 2013 which provide for punishment for false statement / certificate and punishment for false evidence respectively.

For office use only:

eForm Service request number (SRN)

AC0305664

eForm filing date (DD/MM/YYYY)

24/12/2025

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company



FORM NO. MGT-8

[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies (Management and Administration) Rules, 2014]

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

We have examined the registers, records and books and papers of **GMR WARORA ENERGY LIMITED** [CIN: U40100MH2005PLC155140] (the Company) as required to be maintained under the Companies Act, 2013 (the Act) and the rules made there under for the financial year ended on 31st March, 2025. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the company, its officers and agents, we certify that:

- A. the Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. during the aforesaid financial year, the Company has complied with provisions of the Act & Rules made there under in respect of:
 - 1. its status under the Act;
 - 2. maintenance of registers/records & making entries therein within the time prescribed therefor;
 - 3. filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within/beyond the prescribed time;
 - 4. calling/ convening/ holding meetings of Board of Directors or its committees, , and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed, there was no resolution passed by postal ballot;
 - 5. The Company was not required to close its Register of Members / Security holders, during the period under review;
 - 6. The Company has not advanced any loans to its directors and/or persons or firms or companies referred in section 185 of the Act;





7. The Company has entered into the contracts/arrangements with related parties, which were in the ordinary course of business and on the Arm's length basis as specified in the provisions of Section 188 of the Act.
8. There was no issue or allotment or transfer or transmission or buy back of shares/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances, except the transfer of debentures in demat form which were duly recorded by R&T Agent of the Company.;
9. There were no transactions necessitating the Company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares
10. The Company did not declare any dividend during the period under review and also was not required to transfer any amount in unpaid dividend account and other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act;
11. The audited financial statement of the Company for the financial year ended March 31, 2025 were signed in as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;
12. The Board of Directors of the company is duly constituted and the company has complied with the provisions of the Act in respect of appointment, disclosures of Directors and remuneration paid to them during the financial year ended March 31, 2025. During the period under review, there was no changes in the composition and remuneration of the Board and KMPs
13. The appointment of Statutory Auditors have been made as per the provisions of section 139 of the Act and there was no instance of casual vacancy of the Auditors during the period under review;
14. The Company was not required to seek approvals from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;
15. During the year under review, the Company has neither invited nor received any deposits from the public. Further, there was no outstanding deposits at the beginning or end of the financial year.





16. The Company has not borrowed from its members, public financial institutions, banks and others; however, the company has borrowed unsecured loan from its holding company and other related parties, hence creation of charge was not required. Wherever required, the Company has duly filed the returns for modifications of charges against the loans/facilities secured in earlier years and amended during the period under review.
17. During the period under review, the Company did not give loan and investments or guarantees or provided securities to other bodies corporate or persons and hence, provisions of Section 186 of the Act is not applicable;
18. There was no alteration of the provisions of the Memorandum and / or Articles of Association of the Company during the financial year

**For Arunesh Dubey & Co.
Company Secretaries**

**Arunesh Kumar Dubey
Proprietor**

M. No. FCS 7721, C.P. No. 14054

Peer Review No.: 6898/2025

UDIN:F007721G002647215



Place: New Delhi

Date: 22.12.2025

Corporate Office:

New Shakti Bhawan, Building No. 302,
New Udaan Bhawan Complex
Near Terminal 3, IGI Airport
New Delhi-110037
CIN U40100MH2005PLC155140
T +91 11 4988 2200
F +91 11 4988 2227
W www.gmrgroup.in

GMR WARORA ENERGY LIMITED
SHAREHOLDING PATTERN OF THE COMPANY AS ON MARCH 31, 2025

Sl. no	Names of Shareholders	No. of Equity Shares	Total value of shares (Rs.)
1	GMR Energy Limited	869,999,993	8,699,999,930
2	Mr. G.M. Rao, Nominee of GMR Energy Limited	1	10
3	Mr. Srinivas Bommidala, Nominee of GMR Energy Limited	1	10
4	Mrs. G. Varalakshmi, Nominee of GMR Energy Limited	1	10
5	Dhruvi Securities Limited, Nominee of GMR Energy Limited	1	10
6	GMR Maharashtra Energy Limited, Nominee of GMR Energy Limited	1	10
7	GMR Generation Assets Limited, Nominee of GMR Energy Limited	1	10
8	GMR Consulting Services Limited, Nominee of GMR Energy Limited	1	10
9	State Bank of India	26,566,821	265,668,210
10	Punjab and Sind Bank	3,271,890	32,718,900
11	Bank of Baroda	4,539,172	45,391,720
12	Punjab National Bank	9,757,568	97,575,680
13	Union Bank of India	19,516,130	195,161,300
14	ICICI Bank Limited	5,152,910	51,529,100
15	UCO Bank	6,105,991	61,059,910
	Total	944,910,482	9,449,104,820

Sl. No	Name of the shareholder	No. of Compulsorily Convertible Preference Shares (CCPS)	Value of shares (Rs.)
1	GMR Energy Limited	170,008,060	1,700,080,600
	Total	170,008,060	1,700,080,600

For GMR Warora Energy Limited


Sanjay Kumar Babu
Company Secretary

**Registered Office:**

701/704, 7th Floor, Naman Centre
A-Wing, BKC (Bandra Kurla Complex)
Bandra, Mumbai 400 051

Site Office:

Plot No. B-1, & B7, Mohabala MIDC Growth Centre,
Post and Tehsil-Warora, Dist. Chandrapur,
Maharashtra 442907

GMR Warora Energy Limited
List of Debenture holders as on March 31, 2025

NCD Series B – INE124L07071

S. No.	Name of Debenture holder	No. of Debentures (Rs.10 each)	Total Amount
1	State Bank of India	19,62,90,000	1,96,29,00,000
2	Union Bank of India	14,41,70,000	1,44,17,00,000
3	Punjab National Bank	7,20,93,908	72,09,39,080
4	UCO Bank	4,51,50,000	45,15,00,000
5	ICICI Bank Limited	1,78,28,008	17,82,80,080
6	Bank of Baroda	3,36,20,000	33,62,00,000
7	Punjab and Sind Bank	2,41,00,000	24,10,00,000
8	GMR Power and Urban Infra Limited	2,12,80,000	21,28,00,000
	Total	55,45,31,916	5,54,53,19,160

OCD Series B1 - INE124L07089

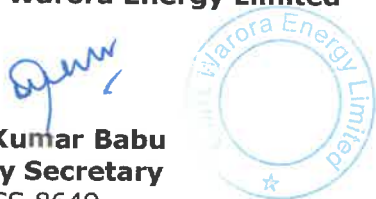
S. No.	Name of Debenture holder	No. of Debentures (Rs.10 each)	Total Amount
9	State Bank of India	7,25,60,000	72,56,00,000
10	Union Bank of India	5,32,90,000	53,29,00,000
11	Punjab National Bank	2,66,58,101	26,65,81,010
12	UCO Bank	1,66,90,000	16,69,00,000
13	Bank of Baroda	1,24,30,000	12,43,00,000
14	Punjab & Sind Bank	89,10,000	8,91,00,000
15	GMR Power and Urban Infra Limited	3,28,15,156	32,81,51,560
	Total	22,33,53,257	2,23,35,32,570

//Certified to be true//
For **GMR Warora Energy Limited**

Sanjay Kumar Babu
Company Secretary

M. No. FCS 8649

Address: New Shakti Bhawan,
Opposite IGI Airport,
Terminal-3 New Delhi 110037



Registered Office:
701/704, 7th Floor, Naman Centre,
A-Wing, BKC (Bandra Kurla Complex),
Bandra, Mumbai 400 051
Site Office:
Plot No. B-1 & B7, Mohabala MIDC Growth Centre,
Post and Tehsil-Warora, Dist. Chandrapur,
Maharashtra 442907

Corporate Office:

New Shakti Bhawan, Building No. 302
New Udaan Bhawan Complex
Near Terminal 3, IGI Airport
New Delhi-110037
CIN U40100MH2005PLC155140
T +91 11 4988 2200
F +91 11 4988 2227
W www.gmrgroup.in

Disclosure of Designated person(s) under Section 89 of the Companies Act, 2013 read with Rule 9(7) of Companies (Management and Administration) Rules, 2014

Pursuant to Section 89 of the Companies Act, 2013 read with Rule 9(7) of Companies (Management and Administration) Rules, 2014, GMR Warora Energy Limited (the "Company") has, vide resolution passed at the Board Meeting dated January 23, 2024, authorized the Company Secretary of the Company; and in case of any vacancy in office of the Company Secretary, the then Chief Financial Officer of the Company for furnishing, and extending co-operation for providing information to the Registrar with respect to beneficial interest in shares of the Company.

The details of Company Secretary and Chief Financial Officer as on date of signing of this e-form MGT 7 are as follows:

S. No.	Name of the Authorized person	Membership No./PAN	Designation
1.	Mr. Sanjay Kumar Babu	FCS8649	Company Secretary
2.	Mr. Ashish V. Deshpande (in case of any vacancy in office of the Company Secretary)	AFWPD6789C	Chief Financial Officer

For GMR Warora Energy Limited


Sanjay Kumar Babu
Company Secretary

M. No. FCS8649

Address- New Shakti Bhawan,
IGI Airport, Opposite Terminal 3,
New Delhi 110037

**Registered Office:**

701/704, 7th Floor, Naman Centre,
A-Wing, BKC (Bandra Kurla Complex),
Bandra, Mumbai 400 051

Site Office:

Plot No. B-1 & B7, Mohabala MIDC Growth Centre,
Post and Tehsil-Warora, Dist. Chandrapur,
Maharashtra 442907

SHAREHOLDING PATTERN AND CLARIFICATION THEREON

Reg: Point No. III Particulars of Holding, Subsidiary and Associate Companies (Including Joint Ventures); Point No. VI A & B Shareholding Pattern-Promoters, Public/Other than Promoters; and Point No. VII Number of Promoters, Members, Debenture holders of form MGT-7

GMR Energy Limited holds 87,00,00,000 shares of Rs.10 each, aggregating Rs.870,00,00,000, including 7 shares held by its nominees, comprising 92.07% of the share capital of the Company.

Following is the shareholding pattern of the Company as on March 31, 2025:

S. No	Name of Shareholder	Category	Number of Shares held	Total Value of Shares (in Rs.)	Percentage of Shareholding (%)
1.	GMR Energy Limited	Promoter	869,999,993	8,699,999,930	92.07
2.	Mr. G.M. Rao, Nominee of GMR Energy Limited	Promoter Group	1	10	0.00
3.	Mr. Srinivas Bommidala, Nominee of GMR Energy Limited	Promoter Group	1	10	0.00
4.	Mrs. G. Varalakshmi, Nominee of GMR Energy Limited	Promoter Group	1	10	0.00
5.	Dhruvi Securities Limited, Nominee of GMR Energy Limited	Promoter Group	1	10	0.00
6.	GMR Maharashtra Energy Limited, Nominee of GMR Energy Limited	Promoter Group	1	10	0.00
7.	GMR Generation Assets Limited, Nominee of GMR Energy Limited	Promoter Group	1	10	0.00
8.	GMR Consulting Services Limited, Nominee of GMR Energy Limited	Promoter Group	1	10	0.00
9.	State Bank of India	Public/Other than Promoters	26,566,821	265,668,210	2.81
10.	Punjab and Sind Bank	Public/Other than Promoters	3,271,890	32,718,900	0.35
11.	Bank of Baroda	Public/Other than Promoters	4,539,172	45,391,720	0.48
12.	Punjab National Bank	Public/Other than Promoters	9,757,568	97,575,680	1.03
13.	Union Bank of India	Public/Other than Promoters	19,516,130	195,161,300	2.07
14.	ICICI Bank Limited	Public/Other than Promoters	5,152,910	51,529,100	0.55
15.	UCO Bank	Public/Other than Promoters	6,105,991	61,059,910	0.65
Total			944,910,482	9,449,104,820	100



Registered Office:
701/704, 7th Floor, Naman Centre,
A-Wing, BKC (Bandra Kurla Complex),
Bandra, Mumbai 400 051
Site Office:
Plot No. B-1 & B7, Mohabala MIDC Growth Centre,
Post and Tehsil-Warora, Dist. Chandrapur,
Maharashtra 442907

Clarifications:

- A. Point No. III Particulars of Holding, Subsidiary and Associate Companies (Including Joint Ventures): Percentage of shares held by GMR Energy Limited, the Holding Company, includes shares held by its nominees.
- B. Point No. VI A & B Shareholding Pattern-Promoters, Public/Other than Promoters: Since there is no field of "Promoter Group" in the form, the Company has disclosed nominees falling under Promoters Group category above, as "Public/Other than Promoters".
- C. Point No. VII Number of Promoters, Members, Debenture holders: Promoters shareholding at the beginning and end of the year has been revised/disclosed in lines with point "B" above.

For GMR Warora Energy Limited


Sanjay Kumar Babu
Company Secretary
FCS8649



Address: New Shakti Bhawan, New Udaan Bhawan Complex
Opp- T-3, IGI Airport, New Delhi-110037

GMR WARORA ENERGY LIMITED

Clarification with regards to point no. iv Debentures (outstanding as at the end of the financial year)

Kindly note that as there is no specific table under **point no. iv** of MGT-7, for “Optionally Convertible Debentures” (OCDs), therefore OCDs of the Company outstanding as at the end of financial year have been reported under the category of “Fully Convertible Debentures” at point no. iv(c).



REGD. OFFICE: 7TH FLOOR, 701, NAMAN CENTER,
BANDRA KURLA COMPLEX, PLOT NO. 31,
BANDRA EAST, MUMBAI - 400 051. MAHARASHTRA
रजि. ऑफिस: ७वा मजला, ७०१, नमन सेंटर,
बांद्रा कुर्ला संकुल, प्लॉट नं. ३१,
बांद्रा पूर्व, मुंबई - ४०० ०५१. महाराष्ट्र

GMR Airports Limited
जीएमआर एअरपोर्ट्स लिमिटेड
L45203HR1996PLC113564

GMR Power and Urban Infra Limited
जीएमआर पावर अणि अर्बन इन्फ्रा लिमिटेड
L45400MH2019PLC325541

GMR Infra Developers Limited
जीएमआर इन्फ्रा डेव्हलपर्स लिमिटेड
U74999MH2017PLC291718

GMR Warora Energy Limited
जीएमआर वारोरा एनर्जी लिमिटेड
U40100MH2005PLC155140

GMR Green Energy Limited
(Formerly known as "GMR Green Energy Private Limited")
जीएमआर ग्रीन एनर्जी लिमिटेड
U40106MH2022PLC377550

GMR AIRPORTS LIMITED
27AABC68889T1ZJ

GMR Power and Urban Infra Limited
27AAHC68251F1Z1

GMR Energy Limited
27AAACT8420A1ZR

GMR Sports Venture Private Limited
27AAKCG1022B1Z8

GMR GENERATION ASSETS LIMITED
27AAECG0484H1ZM

GMR Hyderabad International Airport Limited
Hyderabad Airport Private Limited India
A202048H1911W001Commercial-2

Kasa Security Services Limited
Kasa Security Services India
A000000A1700W001Commercial-2

GMR Energy Limited
GMR Energy India
A202048H1911W001Commercial-2

GMR Energy Limited
जीएमआर एनर्जी लिमिटेड
U85110MH1996PLC274875

GMR Highways Limited
जीएमआर हायवे लिमिटेड
U45203MH2006PLC287171

Purak Infrastructure Services Private Limited
पुरक इन्फ्रास्ट्रक्चर सर्विसेस प्राइवेट लिमिटेड
U45100MH2011PTC222072

GMR Generation Assets Limited
जीएमआर जनरेशन असेट्स लिमिटेड
U40104MH2010PLC282702

Vemagiri Power Services Limited
वेमगिरी पावर सर्विसेस लिमिटेड
U40100MH1999PLC121700

GRANDHI ENTERPRISES PRIVATE LIMITED
27AAACB4571A1Z5

GMR INFRA DEVELOPERS LIMITED
27AAGCG7159M1ZZ

GMR WARORA ENERGY LIMITED
27AABCE6299F1ZE

GMR INFRA SERVICES PRIVATE LIMITED
27AAGCG4386G1ZD

GMR NAGPUR INTERNATIONAL AIRPORT LIMITED
27AAHCG9597N1ZI

GMR Airports Limited
GMR Airports India
A202048H1911W001Commercial-2

GMR Power and Urban Infra Limited
GMR Power and Urban Infra India
A202048H1911W001Commercial-2

GMR International Airport Limited
GMR International Airport India
A202048H1911W001Commercial-2

