

# FORM NO. MGT-7

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



सत्यमेव जयते

# Annual Return (other than OPCs and Small Companies)

Form language  English  Hindi

Refer the instruction kit for filing the form.

## I. REGISTRATION AND OTHER DETAILS

- (i) \* Corporate Identification Number (CIN) of the company
- Global Location Number (GLN) of the company
- \* Permanent Account Number (PAN) of the company
- (ii) (a) Name of the company
- (b) Registered office address
- Naman Centre,701,7thFloor,Opp.Dena Bank,PlotNo.C31  
G Block,Bandra Kurla ComplexBandra East  
Mumbai  
Mumbai City  
Maharashtra  
400051
- (c) \*e-mail ID of the company
- (d) \*Telephone number with STD code
- (e) Website
- (iii) Date of Incorporation
- (iv)
- | Type of the Company | Category of the Company   | Sub-category of the Company   |
|---------------------|---------------------------|-------------------------------|
| Public Company      | Company limited by shares | Indian Non-Government company |
- (v) Whether company is having share capital  Yes  No
- (vi) \*Whether shares listed on recognized Stock Exchange(s)  Yes  No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	National Stock Exchange of India Limited	1,024
2	BSE Limited	1

(b) CIN of the Registrar and Transfer Agent

L72400TG2017PLC117649

Pre-fill

Name of the Registrar and Transfer Agent

KFIN TECHNOLOGIES LIMITED

Registered office address of the Registrar and Transfer Agents

Selenium, Tower B, Plot No- 31 & 32, Financial District, N  
anakramguda, Serili ngampally NA

(vii) \*Financial year From date  (DD/MM/YYYY) To date  (DD/MM/YYYY)

(viii) \*Whether Annual general meeting (AGM) held  Yes  No

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted

Yes  No

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	F	Construction	F2	Roads, railways, Utility projects	71.02
2	K	Financial and insurance Service	K8	Other financial activities	26.26

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

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

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	GMR ENTERPRISES PRIVATE LIM	U74900TN2007PTC102389	Holding	45.41

2	GMR ENERGY TRADING LIMITE	U31200KA2008PLC045104	Subsidiary	94.25
3	GMR LONDA HYDROPOWER PI	U40101KA2008PTC048190	Subsidiary	82.16
4	GMR GENERATION ASSETS LIM	U40104MH2010PLC282702	Subsidiary	82.16
5	GMR HIGHWAYS LIMITED	U45203MH2006PLC287171	Subsidiary	100
6	GMR AMBALA-CHANDIGARH E	U45203KA2005PTC036773	Subsidiary	94.79
7	GMR POCHANPALLI EXPRESSW	U45200KA2005PLC049327	Subsidiary	99.8
8	GMR HYDERABAD VIJAYAWAD	U45201KA2009PTC050109	Subsidiary	99.83
9	GMR CHENNAI OUTER RING RC	U45203KA2009PTC050441	Subsidiary	84.74
10	GATEWAYS FOR INDIA AIRPOR	U62100TG2005PTC045123	Subsidiary	86.49
11	GMR CORPORATE SERVICES LI	U70200TG2007PLC054821	Subsidiary	100
12	GMR AVIATION PRIVATE LIMIT	U62200DL2006PTC322498	Subsidiary	100
13	GMR KRISHNAGIRI SIR LIMITED	U45209TN2007PLC064863	Subsidiary	100
14	ADVIKA PROPERTIES PRIVATE L	U70102TZ2008PTC021691	Subsidiary	100
15	AKLIMA PROPERTIES PRIVATE I	U70101TZ2008PTC022217	Subsidiary	100
16	AMARTYA PROPERTIES PRIVAT	U70101TZ2008PTC022242	Subsidiary	100
17	BARUNI PROPERTIES PRIVATE L	U45206TZ2008PTC021787	Subsidiary	100
18	BOUGAINVILLEA PROPERTIES F	U45201TZ2008PTC021770	Subsidiary	100
19	CAMELIA PROPERTIES PRIVATE	U70102TZ2008PTC021850	Subsidiary	100
20	DEEPESH PROPERTIES PRIVATE	U70102TZ2010PTC021792	Subsidiary	100
21	EILA PROPERTIES PRIVATE LIM	U45203TZ2008PTC028473	Subsidiary	100
22	GERBERA PROPERTIES PRIVATE	U70101TZ2008PTC021802	Subsidiary	100
23	LAKSHMI PRIYA PROPERTIES PI	U45200TZ2008PTC028181	Subsidiary	100
24	HONEYSUCKLE PROPERTIES PF	U45201TZ2008PTC021847	Subsidiary	100
25	IDIKA PROPERTIES PRIVATE LIM	U70101TZ2008PTC022222	Subsidiary	100
26	KRISHNAPRIYA PROPERTIES PR	U70102TZ2007PTC021855	Subsidiary	100

27	LARKSPUR PROPERTIES PRIVATE LIMITED	U45200TZ2008PTC021848	Subsidiary	100
28	NADIRA PROPERTIES PRIVATE LIMITED	U70109TZ2008PTC022221	Subsidiary	100
29	PADMAPRIYA PROPERTIES PRIVATE LIMITED	U70101TZ2010PTC021798	Subsidiary	100
30	PRAKALPA PROPERTIES PRIVATE LIMITED	U70109TZ2008PTC022241	Subsidiary	100
31	PURNACHANDRA PROPERTIES PRIVATE LIMITED	U70102TZ2007PTC021856	Subsidiary	100
32	SHREYADITA PROPERTIES PRIVATE LIMITED	U70109TZ2008PTC021853	Subsidiary	100
33	PRANESH PROPERTIES PRIVATE LIMITED	U70102TZ2011PTC021849	Subsidiary	100
34	SREEPA PROPERTIES PRIVATE LIMITED	U70102TZ2007PTC021852	Subsidiary	100
35	RADHAPRIYA PROPERTIES PRIVATE LIMITED	U70102TZ2011PTC021854	Subsidiary	100
36	ASTERIA REAL ESTATES PRIVATE LIMITED	U45200TZ2008PTC021712	Subsidiary	100
37	LANTANA PROPERTIES PRIVATE LIMITED	U74120TZ2012PTC021851	Subsidiary	100
38	NAMITHA REAL ESTATES PRIVATE LIMITED	U70102KA2008PTC047823	Subsidiary	100
39	HONEYFLOWER ESTATES PRIVATE LIMITED	U70100KA2003PTC032917	Subsidiary	100
40	GMR SEZ & PORT HOLDINGS LIMITED	U74900MH2008PLC274347	Subsidiary	100
41	SUZONE PROPERTIES PRIVATE LIMITED	U70200KA2011PTC059294	Subsidiary	100
42	LILLIAM PROPERTIES PRIVATE LIMITED	U70100KA2012PTC065861	Subsidiary	100
43	DHRUVI SECURITIES LIMITED	U65900KA2007PLC050828	Subsidiary	100
44	GMR Energy Projects (Mauritius) Limited		Subsidiary	100
45	GMR Infrastructure (Singapore) Limited		Subsidiary	100
46	GMR Coal Resources Pte Limited		Subsidiary	100
47	GMR Power and Urban Infra (Malaysia) Limited		Subsidiary	100
48	GMR Infrastructure (Cyprus) Limited		Subsidiary	100
49	GMR Infrastructure Overseas Limited		Subsidiary	100
50	GMR Infrastructure (UK) Limited		Subsidiary	100
51	GMR Infrastructure (Global) Limited		Subsidiary	100

52	Indo Tausch Trading DMCC (IT		Subsidiary	100
53	GMR Infrastructure (Overseas)		Subsidiary	100
54	GMR SMART ELECTRICITY DIST	U40100KA2005PTC037308	Subsidiary	82.16
55	GMR Male International Airpor		Subsidiary	76.87
56	PT GMR Infrastructure Indones		Subsidiary	100
57	GMR ENERGY LIMITED	U85110MH1996PLC274875	Subsidiary	47.43
58	GMR Energy (Mauritius) Limite		Subsidiary	50.05
59	GMR Lion Energy Limited (GLE		Subsidiary	50.05
60	Karnali Transmission Company		Subsidiary	50.06
61	GMR KAMALANGA ENERGY LIM	U40101KA2007PLC044809	Subsidiary	46.31
62	GMR VEMAGIRI POWER GENER	U23201KA1997PLC032964	Subsidiary	47.43
63	GMR (BADRINATH) HYDRO PO	U40101UR2006PTC031381	Subsidiary	47.43
64	GMR CONSULTING SERVICES L	U74200KA2008PLC045448	Subsidiary	47.43
65	GMR BAJOLI HOLI HYDROPOW	U40101HP2008PTC030971	Subsidiary	37.88
66	GMR WARORA ENERGY LIMITE	U40100MH2005PLC155140	Subsidiary	43.67
67	GMR BUNDELKHAND ENERGY	U40101KA2010PTC054124	Subsidiary	47.43
68	GMR RAJAM SOLAR POWER PR	U40107KA2010PTC054125	Subsidiary	47.43
69	GMR MAHARASHTRA ENERGY	U40107KA2010PLC053789	Subsidiary	47.43
70	GMR GUJARAT SOLAR POWER	U40100KA2008PLC045783	Subsidiary	47.43
71	GMR INDO-NEPAL POWER COF	U40107KA2010PLC055843	Subsidiary	47.43
72	GMR Upper Karnali Hydropow		Subsidiary	36.54
73	GMR Green Energy Limited	U40106MH2022PLC377550	Subsidiary	100
74	GMR Tenaga Operations and M	U74999DL2018PTC332161	Associate	23.71
75	Megawide GISPL Construction		Associate	45
76	GMR Rajahmundry Energy Lim	U40107KA2009PLC051643	Associate	36.97

#### 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	1,100,000,000	603,594,528	603,594,528	603,594,528
Total amount of equity shares (in Rupees)	5,500,000,000	3,017,972,640	3,017,972,640	3,017,972,640

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	1,100,000,000	603,594,528	603,594,528	603,594,528
Nominal value per share (in rupees)	5	5	5	5
Total amount of equity shares (in rupees)	5,500,000,000	3,017,972,640	3,017,972,640	3,017,972,640

###### (b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

###### (c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

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

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
<b>Equity shares</b>						

<b>At the beginning of the year</b>	0	603,594,528	603594528	3,017,972,6	3,017,972,	
<b>Increase during the year</b>	10	0	10	50	50	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify	10	0	10	50	50	
Rematerialisation of 10 shares						
<b>Decrease during the year</b>	0	10	10	50	50	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify	0	10	10	50	50	
Rematerialisation of 10 shares						
<b>At the end of the year</b>	10	603,594,518	603594528	3,017,972,6	3,017,972,	
<b>Preference shares</b>						
<b>At the beginning of the year</b>	0	0	0	0	0	
<b>Increase during the year</b>	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
<b>Decrease during the year</b>	0	0	0	0	0	0

i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
<b>At the end of the year</b>	0	0	0	0	0	

ISIN of the equity shares of the company

INE0CU601026

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

0

Class of shares		(i)	(ii)	(iii)
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

[Details being provided in a CD/Digital Media]

Yes

No

Not Applicable

Separate sheet attached for details of transfers

Yes

No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting	<input type="text"/>
Date of registration of transfer (Date Month Year)	<input type="text"/>
Type of transfer	<input type="text"/> 1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock



Number of Shares/ Debentures/ Units Transferred	<input style="width:95%;" type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input style="width:95%;" type="text"/>
Ledger Folio of Transferor <input style="width:95%;" type="text"/>			
Transferor's Name	<input style="width:95%;" type="text"/>	<input style="width:95%;" type="text"/>	<input style="width:95%;" type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee <input style="width:95%;" type="text"/>			
Transferee's Name	<input style="width:95%;" type="text"/>	<input style="width:95%;" type="text"/>	<input style="width:95%;" type="text"/>
	Surname	middle name	first name
Date of registration of transfer (Date Month Year) <input style="width:95%;" type="text"/>			
Type of transfer	<input style="width:95%;" type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input style="width:95%;" type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input style="width:95%;" type="text"/>
Ledger Folio of Transferor <input style="width:95%;" type="text"/>			
Transferor's Name	<input style="width:95%;" type="text"/>	<input style="width:95%;" type="text"/>	<input style="width:95%;" type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee <input style="width:95%;" type="text"/>			
Transferee's Name	<input style="width:95%;" type="text"/>	<input style="width:95%;" type="text"/>	<input style="width:95%;" type="text"/>
	Surname	middle name	first name

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

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0

Particulars	Number of units	Nominal value per unit	Total value
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
<b>Total</b>			0

**Details of debentures**

Class of 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
<b>Non-convertible debentures</b>	0	0	0	0
<b>Partly convertible debentures</b>	0	0	0	0
<b>Fully convertible debentures</b>	0	0	0	0

**(v) Securities (other than shares and debentures)**

1

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Foreign Currency Conv	275	USD 1000000	275,000,000	USD 1000000	275,000,000
<b>Total</b>	275		275,000,000		275,000,000

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

**(i) Turnover**

14,087,836,716.52

**(ii) Net worth of the Company**

112,565,364,378.03

**VI. (a) \*SHARE HOLDING PATTERN - Promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	966,007	0.16	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	

	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	360,150,507	59.67	0	
10.	Others Trust	400	0	0	
	<b>Total</b>	361,116,914	59.83	0	0

**Total number of shareholders (promoters)**

21

**(b) \*SHARE HOLDING PATTERN - Public/Other than promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	71,835,398	11.9	0	
	(ii) Non-resident Indian (NRI)	1,720,597	0.29	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	1,300	0	0	
3.	Insurance companies	10,367,313	1.72	0	
4.	Banks	6,152,575	1.02	0	
5.	Financial institutions	0	0	0	

6.	Foreign institutional investors	127,850,103	21.18	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	23,455,411	3.89	0	
10.	Others IEPF, NBFC, CM, Trust	1,094,917	0.18	0	
	<b>Total</b>	242,477,614	40.18	0	0

**Total number of shareholders (other than promoters)**

330,993

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

331,014

**(c) \*Details of Foreign institutional investors' (FIIs) holding shares of the company**

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Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
ASN INVESTMENTS LIM	'c/o Intertrust Corporate Services L		KY	43,906,992	7.27
VARANIUM INDIA OPP	'SBI SG GLOBAL SECURITIES SERVI		MU	21,350,468	3.54
VEDA INVESTORS FUN	'c/o Cogency Global Inc. 850 New		US	15,170,487	2.51
DECCAN VALUE INVES	'c/o Cogency Global Inc. 850 New		US	10,688,691	1.77
A/D INVESTORS FUND	'c/o Cogency Global Inc. 850 New		US	7,839,372	1.3
C/D INVESTORS FUND	'c/o Cogency Global Inc. 850 New		US	6,438,409	1.07
DVG 1740 FUND L.P.	'c/o Cogency Global Inc. 850 New		US	5,377,994	0.89
NOMURA SINGAPORE	'10 MARINA BOULEVARD 36 01 MA		SG	4,499,166	0.75
H/D INVESTORS FUND	'c/o Cogency Global Inc. 850 New		US	4,123,462	0.68
AVIATOR GLOBAL INV	'4th Floor 19 Bank Street Cybercity		MU	2,500,000	0.41
DECCAN VALUE INVES	'c/o Cogency Global Inc. 850 New			1,859,985	0.31
GOVERNMENT PENSIC	'Bankplassen 2 P O Box 1179 Sentr		NO	1,491,319	0.25
MAYBANK SECURITIES	'HDFC BANK LIMITED CUSTODY OI		IN	1,080,117	0.18
LGOF GLOBAL OPPOR	'6th Floor Tower 1 Nexteracom Bu		MU	1,000,000	0.17
LEGAL AND GENERAL	'CITIBANK N.A. CUSTODY SERVICES		IN	186,795	0.03

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
UPS GROUP TRUST	'55 GLENLAKE PKWY NE ATLANTA		US	128,504	0.02
SOCIETE GENERALE	'29 BOULEVARD HAUSSMANN PAF		FR	73,602	0.01
LEGAL & GENERAL GLC	'50 Bank Street London		GB	50,166	0.01
COPTHALL MAURITIUS	'JP Morgan Chase Bank N.A, INDIA		IN	36,258	0.01
CITRINE FUND LIMITED	'4TH FLOOR RAFFLES TOWER 19 C		MU	25,000	0
BLACKROCK AQUILA E	'12 THROGMORTON AVENUE LONI		GB	9,902	0
BNP PARIBAS ARBITRA	'1 RUE LAFFITTE PARIS		FR	4,337	0
ALASKA PERMANENT	'801 WEST 10TH STREET JUNEAU /		US	3,321	0
MORGAN STANLEY AS	'23 Church Street 16-01 Capital Sc		SG	2,250	0
COPTHALL MAURITIUS	'JP Morgan Chase Bank N.A, INDIA		IN	1,899	0

**VII. \*NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS**  
**(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	21	21
Members (other than promoters)	381,057	330,993
Debenture holders	0	0

**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
<b>A. Promoter</b>	1	2	1	2	0.01	0.04
<b>B. Non-Promoter</b>	1	8	2	7	0	0
(i) Non-Independent	1	2	2	1	0	0
(ii) Independent	0	6	0	6	0	0
<b>C. Nominee Directors representing</b>	0	0	0	0	0	0

(i) Banks & 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	2	10	3	9	0.01	0.04

**Number of Directors and Key managerial personnel (who is not director) as on the financial year end date** 14

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

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Mr. G. M. Rao	00574243	Director	173,133	
Mr. Grandhi Kiran Kumar	00061669	Director	87,216	
Mr. Srinivas Bommidala	00061464	Managing Director	45,166	
Mr. B.V. N. Rao	00051167	Director	18,214	
Mr. Madhva Bhimcharya	05343139	Whole-time director	0	
Mr. G Subba Rao	00064511	Whole-time director	80	
Mrs. Vissa Siva Kameswari	02336249	Director	0	
Mr. Suresh Narang	08734030	Director	0	
Dr. Satyanarayana Beel	09462114	Director	200	
Mr. Subodh Kumar Goe	00492659	Director	0	28/07/2023
Dr. Emandi Sankara Ra	05184747	Director	0	
Mr. I.V. Srinivasa Rao	01541362	Director	0	10/07/2023
Mr. Vimal Prakash	ASHPP9032G	Company Secretar	0	
Mr. Suresh Bagrodia	ADRPB3174E	CFO	100	

**(ii) Particulars of change in director(s) and Key managerial personnel during the year** 13

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
Mr. G. M. Rao	00574243	Additional director	27/09/2022	Change in designation
Mr. Grandhi Kiran Kumar	00061669	Additional director	27/09/2022	Change in designation
Mr. B.V. N. Rao	00051167	Additional director	27/09/2022	Change in designation
Mr. Madhva Bhimchary	05343139	Additional director	27/09/2022	Change in designation
Mrs. Vissa Siva Kameswari	02336249	Additional director	27/09/2022	Change in designation
Mr. Suresh Narang	08734030	Additional director	27/09/2022	Change in designation
Dr. Satyanarayana Beel	09462114	Additional director	27/09/2022	Change in designation
Mr. Subodh Kumar Goel	00492659	Additional director	27/09/2022	Change in designation
Dr. Emandi Sankara Rao	05184747	Additional director	27/09/2022	Change in designation
Mr. I.V. Srinivasa Rao	01541362	Additional director	27/09/2022	Change in designation
Mr. G Subba Rao	00064511	Whole-time director	27/09/2022	Regularisation as Director
Mr. Srinivas Bommidala	00061464	Managing Director	27/09/2022	Regularisation as Director
Mr. Madhva Bhimchary	05343139	Additional director	08/08/2022	Change in designation

## 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	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	27/09/2022	354,138	79	59.83

### B. BOARD MEETINGS

\*Number of meetings held

5

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	18/05/2022	12	11	91.67
2	08/08/2022	12	10	83.33
3	01/09/2022	12	12	100
4	11/11/2022	12	9	75
5	13/02/2023	12	12	100

### C. COMMITTEE MEETINGS

Number of meetings held

33

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	AUDIT COMM	14/04/2022	4	3	75
2	AUDIT COMM	17/05/2022	4	4	100
3	AUDIT COMM	08/08/2022	4	4	100
4	AUDIT COMM	01/09/2022	4	4	100
5	AUDIT COMM	10/11/2022	4	4	100
6	AUDIT COMM	09/02/2023	4	4	100
7	NOMINATION	17/05/2022	4	4	100
8	NOMINATION	05/08/2022	4	3	75
9	NOMINATION	30/08/2022	4	4	100
10	STAKEHOLDER	16/05/2022	3	3	100

### D. \*ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on 18/09/2023 (Y/N/NA)
		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	
1	Mr. G. M. Rao	5	5	100	17	16	94.12	No



2	Mr. Grandhi K	5	4	80	19	8	42.11	Yes
3	Mr. Srinivas B	5	3	60	19	15	78.95	Yes
4	Mr. B.V. N. Ra	5	4	80	20	12	60	Yes
5	Mr. Madhva B	5	4	80	0	0	0	Yes
6	Mr. G Subba F	5	5	100	5	2	40	Yes
7	Mrs. Vissa Siv	5	5	100	8	8	100	Yes
8	Mr. Suresh Na	5	4	80	0	0	0	Yes
9	Dr. Satyanara	5	5	100	14	13	92.86	Yes
10	Mr. Subodh K	5	5	100	9	9	100	Not Applicable
11	Dr. Emandi Sa	5	5	100	1	1	100	Yes
12	Mr. I.V. Sriniva	5	5	100	13	13	100	Not Applicable

**X. \*REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

Nil

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	Mr. Srinivas Bommi	Managing Direct	23,757,631	0	0	1,300,065	25,057,696
2	Mr. G Subba Rao	Executive Direct	10,590,378	0	0	0	10,590,378
3	Mr. Madhva Bhimac	Executive Direct	16,347,590	0	0	1,934,686	18,282,276
	Total		50,695,599	0	0	3,234,751	0

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

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mr. Suresh Bagrodi	CFO	7,460,033				7,460,033
2	Mr. Vimal Prakash	CS	1,789,796				1,789,796
	Total		9,249,829				0

Number of other directors whose remuneration details to be entered

6

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
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S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mrs. Vissa Siva Kar	Independent Dir	0	0	0	480,000	480,000
2	Mr. Suresh Narang	Independent Dir	0	0	0	160,000	160,000
3	Dr. Satyanarayana	Independent Dir	0	0	0	560,000	560,000
4	Mr. Subodh Kumar	Independent Dir	0	0	0	500,000	500,000
5	Dr. Emandi Sankara	Independent Dir	0	0	0	220,000	220,000
6	Mr. I.V. Srinivasa R.	Independent Dir	0	0	0	580,000	580,000
	Total		0	0	0	2,500,000	0

#### 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	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	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

#### XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes  No

(In case of 'No', submit the details separately through the method specified in instruction kit)

#### XIV. 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.

Name

Mr V Sreedharan

Whether associate or fellow

Associate  Fellow

Certificate of practice number

833

#### 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 all the provisions of the Act during the financial year.

#### Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ...  dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the 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.

**Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.**

#### To be digitally signed by

Director

SUBBARAO  
GUNUPUTI

DIN of the director

00064511

#### To be digitally signed by

VIMAL  
PRAKASH

Company Secretary

Company secretary in practice

Membership number

20876

Certificate of practice number

**Attachments**

- 1. List of share holders, debenture holders
- 2. Approval letter for extension of AGM;
- 3. Copy of MGT-8;
- 4. Optional Attachment(s), if any

<b>Attach</b>
<b>Attach</b>
<b>Attach</b>
<b>Attach</b>

**List of attachments**

Signed MGT-8_GPUIL.pdf
Annexures 2022-23 MGT-7.pdf

**Remove attachment**

Modify

Check Form

Prescrutiny

Submit

**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 POWER AND URBAN INFRA LIMITED** as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on March 31, 2023. 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, Central Government, or other authorities within the prescribed time; The Company was not required to file any forms and returns with the Regional Director/ the Tribunal during the financial year under review;



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. The Company had not passed any resolutions by way of Postal Ballot during the period under review.
5. Closure of Register of Members / Security holders, as the case may be **(Not applicable to the Company during the financial year under review)**.
6. Advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act. **(Not applicable to the Company during the financial year under review)**;
7. Contracts/arrangements with related parties as specified in section 188 of the Act;
8. Transfer, issue or allotment of securities; alteration of share capital during the year. There was no transmission/buy back of securities / redemption of preference shares or debentures/ reduction of share capital / conversion of shares / securities during the financial year under review.
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. **(Not applicable to the Company during the financial year under review)**;
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. **(Not applicable to the Company during the financial year under review)**;

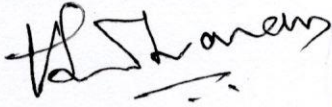


11. Signing of audited financial statement and report of directors as per the provisions of section 134 of the Companies Act and report of directors is as per sub - sections (3), (4) and (5) thereof;
12. Constitution, re-appointment, disclosures of the directors, key managerial personnel and remuneration paid to them. There was no appointment or retirement or filling up of casual vacancies of directors, Key Managerial Personnel or resignation during the financial year under review.
13. Appointment of auditors as per the provisions of section 139 of the Act. There was no casual vacancy of auditors during the year under review ;
14. There was no approval required to be taken from the Central Government/ Regional Director/ Court/ Registrar of Companies or such other authorities under the various provisions of the Act. However, the Company has received approvals with respect to various e-forms filed with the Registrar of Companies during the year;
15. Acceptance/ renewal/ repayment of deposits; **(Not applicable to the Company during the financial year under review);**
16. Borrowings from public financial institutions, banks and others. The Company has not borrowed any loan from its directors and members. The Company has created / modified / satisfied the charges during the year.
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. **(Not applicable since the Company is engaged in the business of rendering infrastructural facilities and is exempted under section 186(11)(a) of the Companies Act, 2013).**



18. Alteration of the provisions of the Memorandum and/ or Articles of Association of the Company. (Not applicable to the Company during the financial year under review).

For V. Sreedharan & Associates



(V. Sreedharan)  
Partner  
FCS 2347; CP No.833

Address: Plot No.293 #201, 2<sup>nd</sup> Floor, 10<sup>th</sup> Main  
3<sup>rd</sup> Block, Jayanagar Bengaluru-560011.

Place: Bengaluru.

Date: November 10, 2023

UDIN: F002347E001807216  
Peer Review Certificate No.589/2019

*This certificate is to be read with Annexure which forms an integral part of this certificate.*



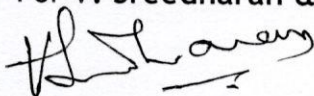
To,

**GMR POWER AND URBAN INFRA LIMITED**

Our certificate in Form MGT 8 on the Annual Return (MGT-7) for the financial year ended on March 31, 2023 is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the Management of the Company. Our responsibility is to express an opinion on these secretarial records based on my audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in the Annual Return (Form MGT-7). We believe that the process and practices we followed provide a reasonable basis for our opinion.
3. The compliance of the provisions of the Companies Act 2013, rules, regulations and standards is the responsibility of the Management. Our examination was limited to the verification of records on test basis.

For **V. Sreedharan & Associates**



**(V. Sreedharan)**

**Partner**

**FCS 2347; CP No.833**



**Address: Plot No.293 #201, 2<sup>nd</sup> Floor, 10<sup>th</sup> Main  
3<sup>rd</sup> Block, Jayanagar Bengaluru-560011.**

**Place: Bengaluru.**

**Date: November 10, 2023**

**UDIN: F002347E001807216**

# GMR POWER & URBAN INFRA

Date: November 14, 2023

**The Registrar of Companies, Mumbai**  
100, Everest,  
Marine Drive  
Mumbai- 400002

**Dear Sir/ Madam,**

**Explanatory Notes to Form no. MGT-7 of GMR Power and Urban Infra Limited for the year ended March 31, 2023.**

1. For the **Point No. III** of Form MGT-7 with respect to Particulars of Holding, Subsidiary and Associate Companies (Including Joint Ventures), it may be noted that GMR Enterprises Private Limited (Holding Company) holds directly 45.41% equity and along with its subsidiaries holds 59.56%, as on March 31, 2023.

The % of shares held with respect to Subsidiary and Associate Companies (Including Joint Ventures) are calculated based on the effective share capital.

Associates includes associates of subsidiary companies.

2. For Point **No. IV (v)** of Form MGT-7 with respect to Securities (other than shares and debentures) the detailed note on the FCCBs is provided in **Annexure**.
3. For the **Point No. IV (iii)** of Form MGT-7 with respect to details of shares/ debenture transfers since closure date of last Financial Year, in terms of decision of SEBI Board Meeting dated March 28, 2018 vide SEBI PR No.09/2018 transfer of shares in physical mode is not permitted. Further, share transfers in electronic mode are captured in the records of the Depositories.
4. Under Point **No. VI (a)** of Form MGT-7- Shareholding Pattern of Promoters, details of shareholding of Promoters include shareholding of Promoters and Promoters group.

The total Promoters shareholding as on March 31, 2023 is 27,42,57,546 constituting 45.44% and Promoter Group shareholding is 868,59,368 constituting 14.39%.

5. For the **Point VI (c)** to the Details of Foreign institutional investors' (FIIs) holding shares of the company, the form allows us to capture the details for maximum 25 FIIs only. Since the company had total no. of 27 FIIs, the details of remaining for 2 FIIs is as follows:

## GMR Power & Urban Infra Limited

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Registered Office: Plot No. C-31, G Block, 701, 7th Floor, Naman Centre, Bandra Kurla Complex (Opp. Dena Bank), Bandra (East), Mumbai - 400 051

CIN L45400MH2019PLC325541 T +91 11 42532600 F +91 11 47197181 E GPUII.CS@gmrgroup.in W www.gmrpui.com



# GMR POWER & URBAN INFRA

SL NO	NAME/JOINT NAME(S)	ADDRESS	COUNTRY OF INCORPORATION	HOLDING	%
26	American Century ETF Trust - Avantis Emerging Mark ETS Equity Fund	Deutsche Bank Ag, Db House, Hazarimal Somani Marg, P.O. Box No. 1142, Fort Mumbai	India	1505	0.00
27	Dimensional Emerging Core Equity Market ETF of DIM ENSIONAL ETF Trust	Citibank N.A. Custody Services FIFC- 9th Floor, G Block Plot C-54 And C-55, BKC Bandra - East, Mumbai	India	102	0.00

6. For point **No. VIII (B) (i)** of Form MGT-7 with respect to the details of Directors and Key Managerial Personnel as on the closure of Financial Year, shareholding of the Directors provided, includes shares held as Karta of HUF and with respect to details of directors and Key Managerial Personnel as on closure of financial year, this is to inform you that Mr. Shantanu Ghosh, Dr. Fareed Ahmed and Ms. Suman Naresh Sabnani were appointed as Additional Directors in the category of independent directors w.e.f. August 04, 2023.
7. For the **point No. IX (C)** of Form MGT-7 with respect to the number of committee meetings held during the financial year 2022-23, the form allows to capture the details for maximum 10 meetings. The details of remaining 23 meetings are as follows:

S No.	Type of Meeting	Date of Meeting	Total number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Stakeholder's Relationship Committee	05/08/2022	3	2	66.67
2.	Stakeholder's Relationship Committee	07/11/2022	3	2	66.67
3.	Stakeholder's Relationship Committee	06/02/2023	3	2	66.67
4.	Risk Management Committee	01/09/2022	4	4	100
5.	Risk Management Committee	20/02/2023	4	3	75
6.	Corporate Social Responsibility Committee	30/08/2022	3	3	100
7.	Management Committee	05/04/2022	4	2	50
8.	Management Committee	12/04/2022	4	2	50

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# GMR POWER & URBAN INFRA

9.	Management Committee	13/05/2022	4	2	50
10.	Management Committee	09/06/2022	4	2	50
11.	Management Committee	02/07/2022	4	2	50
12.	Management Committee	28/07/2022	4	3	75
13.	Management Committee	09/08/2022	4	2	50
14.	Management Committee	17/08/2022	4	2	50
15.	Management Committee	25/08/2022	4	2	50
16.	Management Committee	22/09/2022	4	3	75
17.	Management Committee	19/10/2022	4	3	75
18.	Management Committee	02/12/2022	4	3	75
19.	Management Committee	31/01/2023	4	4	100
20.	Management Committee	14/02/2023	4	4	100
21.	Management Committee	13/03/2023	4	3	75
22.	Management Committee	19/03/2023	4	3	75
23.	Management Committee	31/03/2023	4	4	100

Thanking you,

Kindly take the same on your record.

**For GMR Power & Urban Infra Limited**


**Vimal Prakash**  
Company Secretary  
ACS 20876

Add: New Udaan Bhawan, Opp IGI Airport, New Delhi- 110037.

Encl. as above

## GMR Power & Urban Infra Limited

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**(v) Securities (other than shares and debentures)**

**I. FOREIGN CURRENCY CONVERTIBLE BONDS (FCCBs)\*:**

Type of Securities	Number of securities	Nominal value of each unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Foreign Currency Convertible Bonds (FCCBs)	275	US\$ 1,000,000	US\$ 275,000,000	US\$ 1,000,000	US\$ 275,000,000

\* Pursuant to the Composite Scheme of Amalgamation and Arrangement (Scheme) amongst inter-alia the Company and GMR Airports Infrastructure Limited (GIL) (Formerly GMR Infrastructure Limited), providing inter-alia for the demerger of the EPC Business and the Urban Infrastructure Business which was vested into the company. ("Demerger").

Pursuant to the Scheme, GIL erstwhile Holding Company had on December 10, 2015 issued and allotted 7.5% Foreign Currency Convertible Bonds aggregating US\$ 300,000,000 (FCCBs) due on 2075 to the Kuwait Investment Authority (KIA).

In accordance with the Scheme and the requirements of Section 2(19AA) of the Income Tax Act, 1961, part of liability pertaining to the outstanding FCCBs of GIL attributable to the Demerged Undertaking stood vested and transferred to the Company. Accordingly, the FCCBs aggregating to US\$ 275,000,000 (United States Dollar Two Hundred and Seventy-Five Million) stood vested to the Company. The tenure of FCCBs is 60 years from the date of allotment by GIL and FCCBs if converted shall account for 11,12,41,666 equity shares of the Company.



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