GMR Highways

GMR Pochanpalli Expressways Limited

Corporate Office:
T&UI Office, Terminal-2, Opp. Departure
Gate No. 1, IGI Airport, New Delhi-
110037
CIN U45200KA2005PLC049327
T +91 011 40052455
F +91 011 40052482
E- highways.secretarial@gmrgroup.in
W www.gmrpui.com

Date: August 07, 2026

To
National Stock Exchange of India Limited
Exchange Plaza, Plot no. C/1, G Block,
Bandra Kurla Complex,
Bandra (E), Mumbai 400 051, India

Dear Sir/Madam,

Sub: Intimation for 21st Annual General Meeting of the Company pursuant to Regulation 50(2) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.

Pursuant to Regulation 50(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), we wish to inform you that the 21st Annual General Meeting of the Members of GMR Pochanpalli Expressways Limited ('the Company') is scheduled to be held on Thursday, September 03, 2026 to inter-alia, consider and adopt the audited financial statements of the Company for the year ended March 31, 2026.

Notice of Annual General Meeting is also attached herewith.

Request you to please take the same on record.

Thanking you

For GMR Pochanpalli Expressways Limited

PARAMJEET SINGH
Digitally signed by PARAMJEET SINGH
Date: 2026.08.07 12:52:19 +05'30'

Paramjeet Singh
Company Secretary

CC : Chief Operating Officer & Compliance Officer
The Debenture Trustee - Axis Trustee Services Limited
The Ruby, 2nd Floor, SW, 29, Senapati Bapat Marg,
Dadar West, Mumbai- 400 028

GMR POCHANPALLI EXPRESSWAYS LIMITED
CIN No. U45200KA2005PLC049327
Registered Office: 25/1, SKIP House, Museum Road, Bengaluru–560 025, Karnataka,
Corporate office: GMR T&UI office, Terminal-2, Opp. Departure Gate No.1, IGI Airport, New Delhi-110037, Tel: 011 40052455
E-mail: highways.secretarial@gmrgroup.in, Website: www.gmrpui.com

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Notice of
21st Annual General Meeting

Day, Date & Time

Thursday, the 03rd day of September, 2026

At

4:00 P.M

Venue

**Transportation Business Board Room,
GMR T&UI Office, Terminal-2, Opp. Departure Gate No. 1,
IGI Airport, New Delhi–110037**

NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the 21st (twenty first) Annual General Meeting ("AGM") of the Members of **GMR Pochanpalli Expressways Limited** will be held on **Thursday, the 03rd day of September 2026** at 04.00 PM at the Corporate Office of the Company situated at Transportation Business Board Room, GMR T&UI Office, Terminal-2, Opp. Departure Gate No. 1, IGI Airport, New Delhi – 110037, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Financial Statements of the Company together with the report of Board of Directors and Auditors' Report thereon for the Financial Year ended March 31, 2026.

2. To appoint Director in place of Mrs. Grandhi Ragini, Director (DIN- 00582227), who is liable to retire by rotation and, being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

3. **To ratify the remuneration of M/s. G. R. & Co., Cost Auditor of the Company for the Financial Year 2026-27.**

To consider and, if thought fit, to pass with or without modification/(s), the following Resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013, if any, and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Shareholders hereby ratify the remuneration of ₹ 65,000/- (Indian Rupees Sixty Five Thousand Only) plus applicable taxes and out of pocket expenses as may be incurred, payable to M/s. G. R. & Co., Cost Accountants (Firm Registration No: 101504), as appointed by the Board of Directors as Cost Auditors of the Company to conduct the audit of cost records of the Company for the financial year 2026-27.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

4. **Appointment of Mr. Vithala Satyanarayana Murthy (DIN: 07603834) as Independent Director of the Company.**

To consider and, if thought fit, to pass with or without modification(s), the following Resolutions as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Section 149, 152 and any other applicable provisions of the Companies Act, 2013 ("the Act") read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Vithala Satyanarayana Murthy (DIN: 07603834), who was appointed as an Additional Independent Director of the Company and has submitted a declaration confirming that he meets the criteria of independence under Section 149(6) of the Act and whose candidature for the office of Director has been recommended by the Nomination and Remuneration Committee and the Board of Directors and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act, proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, to hold office for a term of five years, with effect from July 22, 2026 and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby authorized, to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for giving effect to this resolution."

By the Order of the Board
For **GMR Pochanapalli Expressways Limited**

GMR Pochanapalli Expressways Limited

Paramjeet Singh
Company Secretary
M. No. A18789
GMR T&UI Office, Terminal-2 Opp. Departure Gate No.-1, IGI Airport, New Delhi-110037

Place: New Delhi
Date: 22/07/2026

NOTES:

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of the Special Business is annexed hereto

2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE VALID AND EFFECTIVE MUST BE DELIVERED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

3. 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 carrying voting rights, provided that, a member holding more than ten percent of the total paid up share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

4. Members and/or proxies are requested to bring their copy of the notice to the meeting and should bring the attendance slips duly filled in at the meeting to avoid any inconvenience.

5. Corporate members are requested to send a duly certified copy of the Board resolution authorizing their representative/(s) to attend and vote at the General Meeting.

6. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.

7. In terms of the requirements of the Secretarial Standards -2 on "General Meetings" issued by the Institute of the Company Secretaries of India and approved & notified by the Central Government, Route Map for the location of the aforesaid meeting is enclosed.

8. In terms of Section 20 of the Companies Act, 2013, the Notice is being sent to all the Members on the electronic mail address as provided by the Registrar or the Member from time to time for sending communications unless any Member has requested for a hard copy of the same. Members are requested to register their E-mail Id with their Depository Participant/the Company and inform any changes to the same from time to time. However, Members who prefer physical copy to be delivered may write to the Company at its Registered Office by providing their DP Id and Client Id/ledger folio number as reference.

9. Members are requested to notify any change in their registered address along with pin code and quote their respective ledger folio number/ DP Id and Client Id on every communication with the Company/Depository Participant.

10. The Register of Directors and Key Managerial Personnel and their Shareholding, maintained under Section 170 of Companies Act, 2013 and the Register of Contracts and Arrangements in which directors are Interested maintained under Section 189 of Companies Act, 2013 will be available for inspection by the members at the AGM.

11. All documents referred to in accompanying Notice and Explanatory statement are open for inspection at the registered/corporate office of the Company during the office hours on all working days except Saturdays/Sundays and holidays between 11.00 A.M. and 1.00 P.M till the date of meeting.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 FOR THE ITEMS SET OUT IN THE ACCOMPANYING NOTICE ARE AS UNDER:

Item No 3:

To ratify the remuneration of M/s. G. R. & Co., Cost Accountant of the Company for the financial year 2026-27.

M/s. G.R & Co., Practicing Cost Accountants, is carrying out the Cost Audit of the Company since the Financial Year 2014-15. The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s. G. R. & Co., Cost Accountant to conduct the audit of the cost records of the Company for the financial year 2026-27 at remuneration as detailed in the resolution.

In accordance with the provisions of Section 148(3) of the Act read with the Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors needs to be ratified by the Shareholders of the Company.

Accordingly, consent of the members is being sought for ratification of the remuneration payable to the Cost Auditors for the financial year 2026-27.

None of the Directors and Key Managerial Personnel of the Company & their relatives is in any way, concerned or interested, financially or otherwise, in this resolution.

The Board recommends Item No. 3 for approval of the members by an **Ordinary Resolution.**

Item No 4

Appointment of Mr. Vithala Satyanarayana Murthy (DIN: 07603834) as Independent Director of the Company

Mr. Bajrang Lal Gupta (DIN 07175777) was appointed as an Independent Director of the Company for the second term w.e.f. September 03, 2021 for a period of 5 years. His present tenure of Second Term will be concluding on September 02, 2026.

Hence, another Independent Director need to be appointed on the Board to fill the intermittent vacancy and to meet the statutory requirement as prescribed under the provisions of Companies Act, 2013.

Further in order to meet the statutory requirement of two Independent Directors on the Board of the Company, the Board of the Directors on the recommendation of the Nomination and Remuneration Committee had appointed Mr. Vithala Satyanarayana Murthy (DIN: 07603834), as an Additional Independent Director w.e.f. July 22, 2026 and pursuant to the requirements of the Act, it is being proposed to seek approval of the members for the above appointment of Mr. Vithala Satyanarayana Murthy (DIN:

07603834), as an Independent Director for a term of five years commencing from July 22, 2026. Further, Mr. Vithala Satyanarayana Murthy (DIN: 07603834) shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013.

"Brief profile of Mr. Vithala Satyanarayana Murthy:

Mr. Vithala Satyanarayana Murthy is B.E. (Mechanical Engineering) and has rich experience over 42 years in Nuclear Reactors Construction, Commissioning, Operation and Maintenance aspects, Nuclear Reactor safety and operation reviews and regulatory aspects. Mr. Vithala Satyanarayana Murthy has worked with BHABHA ATOMIC RESEARCH CENTRE, MUMBAI as scientific officer.

Mr. Vithala Satyanarayana Murthy is a life member of INDIAN NUCLEAR SOCIETY(INS), a Registered professional body of nuclear scientists, engineers and technologists in India, with its headquarters at Mumbai and branches at Hyderabad, Kalpakkam, Rawatbhata, Mysore and Norora. He served as executive committee member in Mumbai Branch, till 2024.

Mr. Vithala Satyanarayana Murthy (DIN: 07603834) has given a declaration to the Board that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013. In terms of proviso to sub-section (5) of Section 152, the Board of Directors are of the opinion that Mr. Vithala Satyanarayana Murthy fulfils the conditions specified in the Act, for his appointment as an Independent Director.

The Company has also received the consent in writing to act as a Director, and an intimation that he is not disqualified under section 164(2) of the Companies Act, 2013.

The Company has received a notice in writing from a member, pursuant to Section 160(1) of the Companies Act, 2013, proposing the candidature of Mr. Vithala Satyanarayana Murthy for his appointment to the office of Independent Director.

Pursuant to the Secretarial Standards-2 issued by the Institute of Company Secretaries of India, additional information about Mr. Vithala Satyanarayana Murthy is annexed in **Annexure I** to this Notice.

Mr. Vithala Satyanarayana Murthy does not hold any shares/securities in the Company, either in his individual capacity or on a beneficial basis for any other person.

Except Mr. Vithala Satyanarayana Murthy and his relatives, none of the other Directors and Key Managerial Personnel of the Company, or their relatives, are concerned or interested, financially or otherwise in this resolution.

The Board recommends the Item No. 4 for approval of the members by way of an Ordinary Resolution.

By the Order of the Board of Directors
For GMR Pochanpalli Expressways Limited

GMR Pochanpalli Expressways Limited

Paramjeet Singh
Company Secretary
M. No. A18789
GMR T&UI Off Terminal-2
Opp. Departure Gate No. 1, IGI
Airport, New Delhi – 110037

Place: New Delhi
Date: 22/07/2026

ANNEXURE I

Details pursuant to the requirements of Secretarial Standards-2

<table>
<tr><td>Name of the Director or Manager</td><td>Mr. Vithala Satyanarayana Murthy</td></tr>
<tr><td>Age</td><td>77 Years</td></tr>
<tr><td>Qualifications</td><td>B.E. (Mechanical Engineering)</td></tr>
<tr><td>Experience</td><td>He has rich experience over 42 years in Nuclear Reactors Construction, Commissioning, Operation and Maintenance aspects, Nuclear Reactor safety and operation reviews and regulatory aspects. He is a life member of INDIAN NUCLEAR SOCIETY(INS), a Registered professional body of nuclear scientists, engineers and technologists in India, with its headquarters at Mumbai and branches at Hyderabad, Kalpakkam, Rawatbhata, Mysore and Norora. He served as executive committee member in Mumbai Branch, till 2024.</td></tr>
<tr><td>Terms and conditions of appointment or reappointment along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable</td><td>Appointed as an Independent Director of the Company and will be paid sitting fees for attending Board and Committee meetings of the Company during his tenure.</td></tr>
<tr><td>Date of First appointment on the Board</td><td>July 22, 2026</td></tr>
<tr><td>Shareholding in the Company</td><td>Nil</td></tr>
<tr><td>Relationship with other Directors, Manager and other Key Managerial Personnel of the Company</td><td>NA</td></tr>
<tr><td>Number of Board Meetings attended during the financial year 2025-26</td><td>NA</td></tr>
<tr><td>Other Directorships</td><td>1. GMR Chennai Outer Ring Road Private Limited
2. GMR Generation Assets Limited
3. GMR Enterprises Private Limited</td></tr>
<tr><td>Membership / Chairmanship of Committees of other Boards</td><td><table><tr><td>Name of the Company</td><td>Committee</td><td>Chairman/ Member</td></tr><tr><td>GMR Chennai Outer Ring Road Private Limited</td><td>Audit Committee</td><td>Member</td></tr><tr><td>GMR Chennai Outer Ring Road Private</td><td>Nomination & Remuneration</td><td>Member</td></tr></table></td></tr>
</table>

	Limited	Committee	
	GMR Generation Assets Limited	Audit Committee	Member
	GMR Generation Assets Limited	Nomination & Remuneration Committee	Member
	GMR Enterprises Private Limited	Audit Committee	Member
	GMR Enterprises Private Limited	Review Committee	Member

GMR POCHANPALLI EXPRESSWAYS LIMITED
CIN: U45200KA2005PLC049327
Registered Office: 25/1, SKIP House, Museum Road, Bengaluru–560 025, Karnataka,
Corporate office: GMR T&UI Office, Terminal-2, Opp. Departure Gate No.1, IGI Airport, New Delhi-110037, Tel: 011 40052455
E-mail: highways.secretarial@gmrgroup.in, Website: www.gmrpui.com

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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 21st Annual General Meeting of the Company to be held **on Thursday, the 03rd day of September, 2026** at **4.00 P.M** at **Transportation Business Board Room, GMR T&UI Office, Terminal-2, Opp. Departure Gate No. 1, IGI Airport, New Delhi – 110037**.

☐ MEMBER ☐ PROXY

Signature of Member / Proxy

GMR POCHANPALLI EXPRESSWAYS LIMITED
CIN: U45200KA2005PLC049327
Registered Office: 25/1, SKIP House, Museum Road, Bengaluru–560025, Karnataka,
Corporate office: GMR T&UI office, Terminal-2, Opp. Departure Gate No.1, IGI Airport, New Delhi-110037, Tel: 011 40052455
E-mail: highways.secretarial@gmrgroup.in, Website: www.gmrpui.com

FORM NO.MGT-11

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rule, 2014)

CIN	U45200KA2005PLC049327
Name of the Company	GMR Pochanpalli Expressways Limited
Registered Address	25/1, Skip House, Museum Road, Bengaluru–560025, Karnataka

Name of the member(s)	
Registered Address	
E-Mail ID	
DPID and Client ID /Folio No	

I/We, being the member(s) holding __________ shares of the above named Company, hereby appoint

1	**Name**			
	Address			
	E-Mail ID		Signature	

or failing him

2	**Name**			
	Address			
	E-mail ID		Signature	

or failing him

3	**Name**			
	Address			
	E-Mail ID		Signature	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 21st Annual General Meeting of the Company, to be held on, the **Thursday, the 03rd day of September, 2026** at **Transportation Business Board Room, GMR T&UI Office, Terminal-2, Opp. Departure Gate No. 1, IGI Airport, New Delhi – 110037** and at any adjournment thereof in respect of such resolutions as are indicated below:

Ordinary Business	
1.	To receive, consider and adopt the audited Financial Statements of the Company together with the report of Board of Directors and Auditors' Report thereon for the Financial Year ended March 31, 2026.
2.	To appoint Director in place of Mrs. Grandhi Ragini, Director (DIN- 00582227), who is liable to retire by rotation and being eligible offers herself for re-appointment.
Special Business	
3.	To ratify the remuneration of M/s. G. R. & Co., Cost Auditor of the Company for the Financial Year 2026-27.
4	Appointment of Mr. Vithala Satyanarayana Murthy (DIN: 07603834) as an Independent Director of the Company.

Signed this ____________________ day of ______________________2026

____

Signature of Member

____

Signature of Proxy holder(s)

Affix Revenue Stamp of Re.1

Notes:

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

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

ROUTE MAP OF THE VENUE