

December 17, 2025

BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400001
Equity Scrip: 532754
Debt Scrip: 976449, 976601,
977026, 977027

National Stock Exchange of India Ltd.
Exchange Plaza,
Plot no. C/1, G Block,
Bandra-Kurla Complex
Bandra (E)
Mumbai - 400051
Symbol: GMRAIRPORT

Sub: Notice of the Postal Ballot

Ref: Regulation 30 & 51 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")

Pursuant to the Regulation 30 & 51 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), please find enclosed the Notice of Postal Ballot dated November 13, 2025. The Notice is being sent electronically to all those members whose names appear in the Register of Members or in the list of Beneficial Owners as of the cut-off date, i.e., Thursday, December 11, 2025, and whose email addresses are registered with KFin Technologies Limited ("KFintech"), the Company's Registrar and Share Transfer Agent, or with their respective Depository Participants, for seeking their approval by means of Postal Ballot through remote e-voting only for the following Resolutions:

Item No.	Description
Ordinary Resolutions:	
1	Appointment of Mr. Regis Sebastien Lacote (DIN: 09135168), as a Non-Executive Non-Independent Director of the Company
2	Appointment of Ms. Christelle Florence Nicole Jacquemet de Robillard (DIN: 10372191), as a Non-Executive Non-Independent Director of the Company
3	Appointment of Mr. Matthieu Daubert (DIN: 11373737), as a Non-Executive Non-Independent Director of the Company
Special Resolutions:	
4	Appointment of Mr. Normand Boivin (DIN: 11228805), as a Non-Executive Independent Director of the Company
5	Appointment of Dr. Mathilde Lemoine (DIN: 11293586), as a Non-Executive Independent Director of the Company.
6	Appointment of Mr. Salil Anil Gupte (DIN: 08438601), as a Non-Executive Independent Director of the Company
7	Approval for payment of remuneration to the Independent Directors of the Company





The e-voting will commence from Thursday, December 18, 2025 (09:00 a.m. IST) and shall end on Friday, January 16, 2026 (05:00 p.m. IST). The results of the postal ballot will be declared on or before Monday, January 19, 2026.

The above information will be made available on the website of the Company at www.gmraero.com.

Request you to please take the same on record.

Thanking you,

For GMR Airports Limited

(Formerly GMR Airports Infrastructure Limited)

T. Venkat Ramana
Company Secretary &
Compliance Officer

Encl: as above



GMR Airports Limited

(Formerly GMR Airports Infrastructure Limited)

CIN: L52231HR1996PLC113564

Regd. Office: Unit No. 12, 18th Floor, Tower A, Building No. 5, DLF Cyber City, DLF Phase- III, Gurugram- 122002, Haryana, India

Ph +91 124 6637750,

Email: gal.cosecy@gmrgroup.in, Website: www.gmraero.com

NOTICE OF POSTAL BALLOT PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013

Dear Member(s)/Shareholder(s),

Notice is hereby given pursuant to Section 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013, ("the Act") read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") (including any statutory modification or re-enactment thereof for the time being in force), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ('SS-2'), each as amended and other applicable laws and regulations read with the General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 and subsequent circulars issued in this regard, the latest being, General Circular No. 03/2025 dated September 22, 2025, issued by the Ministry of Corporate Affairs, Government of India (hereinafter collectively referred to as "**MCA Circulars**"), that the resolution(s) set out below are proposed to be passed by the Members of GMR Airports Limited (formerly GMR Airports Infrastructure Limited) (hereinafter referred to as "**the Company**") by means of Postal Ballot (**only through remote e-voting process**).

The Explanatory Statement(s), pursuant to Section 102 and other applicable provisions of the Act read with the rules made thereunder, the SS-2 and SEBI Listing Regulations, setting out material facts pertaining to the resolution(s) proposed in this Postal Ballot Notice are annexed hereto.

As permitted under the MCA Circulars, the Company is sending the Notice in electronic form only. Hence, hard copy of Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot.

In compliance with Regulation 44 of SEBI Listing Regulations and the provisions of Section 108 and 110 of the Act read with the Rules, the SS-2 as amended from time to time, and in accordance with MCA Circulars, the Company has extended only remote e-voting facility to the Members (whether holding shares in physical or in dematerialised form) to enable them to exercise their right to vote on the matters included in the Postal Ballot Notice, electronically i.e., through remote e-voting instead of submitting the Postal Ballot Form. The remote e-voting period commences on Thursday, December 18, 2025 (9:00 a.m. IST) and ends on Friday, January 16, 2026 (5:00 p.m. IST). The instructions for remote e-voting are appended to this

Postal Ballot Notice and Members are requested to read it carefully and follow the same.

Members desiring to exercise their vote by postal ballot can send their assent or dissent through the remote e-voting process before the close of working hours (5:00 p.m. IST) on Friday, January 16, 2026. The remote e-voting facility will be disabled immediately thereafter.

The Board of Directors at their meeting, held on November 13, 2025, has appointed Mr. V Sreedharan (Membership No. FCS 2347) or failing him Mr. Pradeep Kulkarni, (Membership No. FCS 7260), partners of M/s V. Sreedharan & Associates, Practicing Company Secretaries, as a Scrutinizer for conducting the Postal Ballot by way of E-voting process in accordance with the law, in a fair and transparent manner.

The Scrutinizer will submit his report to the Chairman of the Board of Directors, or any person authorised by him, after the completion of the scrutiny. The Chairman or person authorised by him will announce the results of the Voting by Postal Ballot (through the remote e-voting process), on or before Monday, January 19, 2026 and result along with the Scrutinizer's Report will be hosted on the Company's website <https://www.gmraero.com> and KFin Technologies Limited's e-voting website i.e. <https://evoting.kfintech.com> besides communicating to the Stock Exchanges where the Company's equity shares are listed. The result shall also be displayed on the notice board at the Registered Office of the Company situated at Unit No. 12, 18th Floor, Tower A, Building No. 5, DLF Cyber City, DLF Phase- III, Gurugram, Haryana – 122002, as well as at the Corporate Office of the Company situated at New Udaan Bhawan, Opposite Terminal 3, Indira Gandhi International Airport, New Delhi-110037.

The proposed resolution(s), if approved by requisite majority, will be taken as passed on the last date of voting, i.e., Friday, January 16, 2026.

Members requiring any clarifications on e-voting may contact KFin Technologies Limited ("KFintech") on toll free number 1800 3454 001 or by email inward.ris@kfintech.com.

Proposed Resolution(s)

Special Business(es):

Item No. 1:

1. Appointment of Mr. Regis Sebastien Lacote (DIN: 09135168), as a Non-Executive Non-Independent Director of the Company.

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 recommendation of the Nomination and Remuneration Committee and the Board of Directors and the provisions of Sections 149, 152, and 160 read with rules made thereunder, Regulation 17(1C) of SEBI

(Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and other applicable provisions of the Companies Act, 2013 ("Act") including the Companies (Appointment and Qualifications of Directors) Rules, 2014, SEBI Listing Regulations and any other law for the time being in force [including any statutory modification(s) or re-enactment thereof for the time being in force], Mr. Regis Sebastien Lacote (DIN: 09135168), who was appointed as an Additional Director in the category of Non-Executive Non-Independent of the Company by the Board of Directors with effect from November 13, 2025, be and is hereby appointed as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors (which term shall include any Committee of the Board) be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient for the purpose of giving effect to the foregoing resolution and for matters connected therewith or incidental thereto."

2. Appointment of Ms. Christelle Florence Nicole Jacquemet de Robillard (DIN: 10372191), as a Non-Executive Non-Independent Director of the Company

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 recommendation of the Nomination and Remuneration Committee and the Board of Directors and the provisions of Sections 149, 152, and 160 read with rules made thereunder, Regulation 17(1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and other applicable provisions of the Companies Act, 2013 ("Act") including the Companies (Appointment and Qualifications of Directors) Rules, 2014, SEBI Listing Regulations and any other law for the time being in force [including any statutory modification(s) or re-enactment thereof for the time being in force], Ms. Christelle Florence Nicole Jacquemet de Robillard (DIN: 10372191), who was appointed as an Additional Director in the category of Non-Executive Non-Independent of the Company by the Board of Directors with effect from November 13, 2025, be and is hereby appointed as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors (which term shall include any Committee of the Board) be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient for the purpose of giving effect to the foregoing resolution and for matters connected therewith or incidental thereto."

3. Appointment of Mr. Matthieu Daubert (DIN: 11373737), as a Non-Executive Non-Independent Director of the Company

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 recommendation of the Nomination and Remuneration Committee and the Board of Directors and the provisions of Sections 149, 152, and 160 read with rules made thereunder, Regulation 17(1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and other applicable provisions of the Companies Act, 2013 ("Act") including the Companies (Appointment and Qualifications of Directors) Rules, 2014, SEBI Listing Regulations and any other law for the time being in force [including any statutory modification(s) or re-enactment thereof for the time being in force], Mr. Matthieu Daubert (DIN: 11373737), who was appointed as an Additional Director in the category of Non-Executive Non-Independent of the Company by the Board of Directors with effect from November 13, 2025, be and is hereby appointed as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors (which term shall include any Committee of the Board) be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient for the purpose of giving effect to the foregoing resolution and for matters connected therewith or incidental thereto."

4. Appointment of Mr. Normand Boivin (DIN: 11228805), as a Non-Executive Independent Director of the Company.

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

"RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company and the provisions of Section 149, 150, 152 and 160 read with rules made thereunder and Schedule IV of the Companies Act, 2013 ("Act"), Regulation 17(1C) and 25(2A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and other applicable provisions of the Act including the Companies (Appointment and Qualifications of Directors) Rules, 2014, SEBI Listing Regulations and any other law for the time being in force [including any statutory modification(s) or re-enactment thereof for the time being in force], Mr. Normand Boivin (DIN: 11228805), who was appointed as an Additional Director in the category of Non-Executive Independent Director by the Board of Directors with effect from November 13, 2025, be and is hereby appointed as a Director of the Company in the category of Non-Executive Independent Director, not liable to retire by rotation, w.e.f. November 13, 2025, to hold office for the first term of 5 (five) consecutive years or up to the conclusion of the 34th Annual General Meeting of the Company, whichever is earlier.

RESOLVED FURTHER THAT the Board of Directors (which term shall include any Committee of the Board) be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient for the purpose of giving effect to the foregoing resolution and for matters connected therewith or incidental thereto."

5. Appointment of Dr. Mathilde Lemoine (DIN: 11293586), as a Non-Executive Independent Director of the Company.

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

"RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company and the provisions of Section 149, 150, 152 and 160 read with rules made thereunder and Schedule IV of the Companies Act, 2013 ("Act"), Regulation 17(1C) and 25(2A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and other applicable provisions of the Act including the Companies (Appointment and Qualifications of Directors) Rules, 2014, SEBI Listing Regulations and any other law for the time being in force [including any statutory modification(s) or re-enactment thereof for the time being in force], Dr. Mathilde Lemoine (DIN: 11293586), who was appointed as an Additional Director in the category of Non-Executive Independent Director by the Board of Directors with effect from November 13, 2025, be and is hereby appointed as a Director of the Company in the category of Non-Executive Independent Director, not liable to retire by rotation, w.e.f. November 13, 2025, to hold office for the first term of 5 (five) consecutive years or up to the conclusion of the 34th Annual General Meeting of the Company, whichever is earlier.

RESOLVED FURTHER THAT the Board of Directors (which term shall include any Committee of the Board) be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient for the purpose of giving effect to the foregoing resolution and for matters connected therewith or incidental thereto."

6. Appointment of Mr. Salil Anil Gupte (DIN: 08438601), as a Non-Executive Independent Director of the Company

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

"RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company and the provisions of Section 149, 150, 152 and 160 read with rules made thereunder and Schedule IV of the Companies Act, 2013 ("Act"), Regulation 17(1C) and 25(2A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and other applicable provisions of the Act including the Companies (Appointment and Qualifications of Directors) Rules, 2014, SEBI Listing Regulations and any other law for the time being in force [including any statutory modification(s) or re-enactment thereof for the time being in force], Mr. Salil Anil Gupte (DIN: 08438601), who was appointed as an Additional Director in the category of Non-Executive Independent Director by the Board of Directors with effect from November 13, 2025, be and is hereby appointed as a Director of the Company in the category of Non-Executive Independent Director, not liable to retire by rotation,

w.e.f. November 13, 2025, to hold office for the first term of 5 (five) consecutive years or up to the conclusion of the 34th Annual General Meeting of the Company, whichever is earlier.

RESOLVED FURTHER THAT the Board of Directors (which term shall include any Committee of the Board) be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient for the purpose of giving effect to the foregoing resolution and for matters connected therewith or incidental thereto."

7. Approval for payment of remuneration to the Independent Directors of the Company.

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

"RESOLVED THAT pursuant to the provisions of Section 197, 198 read with Schedule V of the Companies Act, 2013, and the rules made thereunder, Regulation 17(6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and any other applicable provisions of the Act read with rules made thereunder, SEBI Listing Regulations and any other law for the time being in force (including any statutory modification(s) or re-enactment thereof for the time being in force) as may be applicable, the Nomination and Remuneration Policy and based on the recommendation of the Board of Directors, consent of the Members be and is hereby accorded for payment of an annual remuneration of an amount of up to INR 30,00,000 (Indian Rupees Thirty Lakhs only) per annum, inclusive of the sitting fees paid during the financial year, to each Independent Director, present and/or future, of the Company, based on and in proportion to the attendance of respective Independent Director in Quarterly Board Meeting(s) held for considering the financial results, for a period of 3 years, comprising of 12 quarters beginning from the Quarterly Board Meeting at which the Q3 - FY 2025-26 financials will be considered, and during their respective tenure as such in the Company, on a monthly, quarterly, half-yearly, or annual basis, as may be deemed fit by the Management, in due compliance with the applicable law, and on such other terms and conditions as approved by the Board from time to time.

RESOLVED FURTHER THAT notwithstanding anything contained herein, in any of the financial years stated above the Company has no profits or has inadequate profits, the Independent Directors shall be entitled to receive the aforementioned annual remuneration, as minimum remuneration subject to other requisite approvals, restrictions, if any.

RESOLVED FURTHER THAT for the aforesaid period of three years and within the overall remuneration amount stated above for each Independent Director, the Board of Directors (including its Committee thereof) and Managing Director & CEO of the Company, be and is hereby severally authorised to alter and vary the terms and conditions of the aforesaid remuneration as it / he may deem fit in consultation with respective Independent Director(s) and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to the foregoing resolution.”

**By order of the Board
For GMR Airports Limited**
(formerly GMR Airports Infrastructure Limited)

**Sd/-
T. Venkat Ramana
(Company Secretary & Compliance Officer)
ICSI M. No. A13979**

Date: November 13, 2025

Place: New Delhi

Registered Office:

GMR Airports Limited

(formerly GMR Airports Infrastructure Limited)

Unit No. 12, 18th Floor, Tower A, Building No. 5,

DLF Cyber City, DLF Phase– III, Gurugram, Haryana– 122002.

CIN: L52231HR1996PLC113564

NOTES:

1. Explanatory Statement(s), pursuant to the provisions of Section 102 and other applicable provisions of the Act read with rules made thereunder, the SS-2 and SEBI Listing Regulations, setting out material facts in respect of the proposed resolution(s) mentioned above, are appended below to this Notice.
2. In accordance with the MCA Circulars, the Postal Ballot Notice is being sent to all the Members through electronic mode, whose names appear on the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited ("NSDL") / Central Depository Services (India) Limited ("CDSL") on December 11, 2025 ("Cut-off date") and who have registered their e-mail addresses in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, KFin Technologies Limited ("**KFintech**").
3. Eligible Members who have registered their email address and not received Postal Ballot Notice, User-Id and password for remote e-voting may, write an email to Gal.cosecy@gmrgroup.in with subject as "Postal Ballot Notice" and obtain the same. For Members who have not registered their email address and in consequence, the Postal Ballot Notice could not be serviced, may temporarily get their email address registered with KFintech by following the instructions given under Note No. 8C below.
4. Members whose names appear on the Register of Members / List of Beneficiary Owners as on December 11, 2025 (Cut-off Date) will be considered for the purpose of e-voting. A person who is not a Member as on the Cut-off date should treat this Notice for information purposes only.
5. In compliance with the provisions of Section 108, 110 of the Act read with rules made thereunder, MCA Circulars, Regulation 44 of the SEBI Listing Regulations read with Section VI-C of SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 as amended ("SEBI Master Circular") and the SS-2 and any amendments thereto, Members are provided with the facility to cast their vote on the proposed resolution(s) electronically. For this purpose, the Company has engaged KFintech for facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching Postal Ballot Form. The instructions for e-voting are provided as part of this Postal Ballot Notice.
6. Voting rights shall be reckoned in proportion to the holding of the paid-up value of the shares registered in the name of the Members/ Beneficial Owners as on the Cut-off date.
7. The e-voting process commences on Thursday, December 18, 2025 (9:00 a.m. IST) and ends on Friday, January 16, 2026 (5:00 p.m. IST). The remote e-voting module shall be disabled by KFintech for remote e-voting thereafter. Once the vote on a Resolution is cast by an equity shareholder, the equity shareholder shall not be allowed to change it subsequently.





8. THE PROCESS AND MANNER FOR E-VOTING IS AS UNDER:

A) Information and instructions for e-voting by Individual Shareholders holding shares of the Company in demat mode:

- Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 on "e-voting facility provided by Listed Companies", e-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.
- Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider ("ESP") thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process.
- Shareholders are advised to update their mobile number and email id in their demat accounts to access e-voting facility to enable an OTP based verification for security of the e-voting system.
- Individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts. The procedure to login and access remote e-voting, as devised by the Depositories/ Depository Participant(s), is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p>1. Members already registered for NSDL Internet Based Demat Account Statement (IDeAS) facility:</p> <ul style="list-style-type: none">• Please visit the following URL https://eservices.nsdl.com.• Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section.• A new screen will prompt, and you will have to enter your User ID and Password.• Post successful authentication, click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page.• Click on company name or e-Voting service provider name i.e., KFintech and you will be re-directed to KFintech website for casting your vote during the remote e-voting period.

Type of shareholders	Login Method
	<p>2. Members who have not registered for IDeAS facility, may follow the below steps:</p> <ol style="list-style-type: none"> To register for IDeAS facility, visit the URL at https://eservices.nsdl.com. Click on “Register Online for IDeAS” or for direct registration click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. On completion of the registration formalities, follow the steps provided above. <p>3. Members may alternatively vote through the e-voting website of NSDL in the following manner:</p> <ol style="list-style-type: none"> Visit the following URL: https://www.evoting.nsdl.com/. Click on the icon “Login” which is available under ‘Shareholder/Member’ section. Members to enter User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code shown on the screen. Post successful authentication, you will be redirected to NSDL IDeAS site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e., KFintech and you will be redirected to KFintech website for casting your vote. <p>Members can also download the NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p>

Type of shareholders	Login Method
	<p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Members already registered for Easi/Easiest facility may follow the below steps: <ol style="list-style-type: none"> i. Visit the following URL: https://web.cdslindia.com/myeasitoken/Home/Login. or www.cdslindia.com. ii. Click on the "Login" icon and opt for "New System Myeasi" (only applicable when using the URL: www.cdslindia.com) iii. On the new screen, enter User ID and Password. Without any further authentication, the e-voting page will be made available. iv. Click on Company name or e-voting service provider name i.e., KFintech to cast your vote. 2. Members who have not registered for Easi/Easiest facility, may follow the below steps; <ol style="list-style-type: none"> i. To register for Easi/Easiest facility visit the URL at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration. ii. On completion of the registration formality, follow the steps mentioned above. 3. Members may alternatively vote through the e-voting website of CDSL in the manner specified below: <ol style="list-style-type: none"> i. Visit the following URL: www.cdslindia.com. ii. Enter the demat account number and PAN. iii. Enter OTP received on mobile number and email address registered with the demat account for authentication.

Type of shareholders	Login Method
	iv. Upon successful authentication, the member will receive a link for the respective e-voting service provider i.e., KFintech where the e-voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<ol style="list-style-type: none"> Members may alternatively log-in using the credentials of the demat account through their Depository Participant(s) registered with NSDL / CDSL for the e-voting facility. Upon clicking the e-voting icon, members will be redirected to the NSDL / CDSL site, as applicable, on successful authentication. Members may then click on the Company's name or the e-voting service provider's name i.e., KFintech and will be redirected to KFintech's website for casting their vote.

Individual Shareholders holding securities in demat mode with NSDL/ CDSL who have forgotten their password:

Shareholders / members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants' website.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

Helpdesk for Individual Shareholders holding securities in demat mode:

In case shareholders / members holding securities in demat mode have any technical issues related to login through Depository i.e., NSDL / CDSL, they may contact the respective helpdesk given below:

Login type Helpdesk details	Login type Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request email at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 or 1800 22 44 30.
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request email at helpdesk.evoting@cdslindia.com or

Login type Helpdesk details	Login type Helpdesk details
	contact at 022-62343625, 022-62343626 or 022-62343259.

B) Login method for e-voting for shareholders other than Individual shareholders holding securities in demat mode and for all shareholders holding securities in physical mode.

Members whose e-mail IDs are registered with the Company / Depository Participant(s) will receive an e-mail from KFintech which will include details of E-Voting Event Number ("EVEN"), USER ID and password. They will have to follow the following process:

- i. Launch internet browser by typing the URL: <https://evoting.kfintech.com/>.
- ii. Enter the login credentials (i.e., User ID and Password). In case of physical folio, User ID will be EVEN (e-Voting Event Number) XXXX, followed by folio number. Your Folio No./DP ID-Client ID will be your User ID. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and Password for casting your vote.
- iii. After entering these details appropriately, click on 'LOGIN'.
- iv. You will now reach the password change Menu, where you are required to mandatorily change your password. The new password must contain a minimum of 8 characters, including at least one upper case letter (A-Z), one lower case letter (a-z), one numeric digit (0-9) and one special character such as @, #, or \$, etc. During your first login, the system will prompt you to change your password and update your contact details like mobile number, email address etc. Additionally, you may set a secret question and answer of your choice to help retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep it confidential.
- v. After updating your password, log in again using the new credentials.
- vi. On successful login, the system will prompt you to select the 'EVENT', i.e., Postal Ballot- GMR Airports Limited (formerly GMR Airports Infrastructure Limited).
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-Off Date under 'FOR' or 'AGAINST'. Alternatively, you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR/AGAINST' taken together should not exceed your total shareholding. You may also choose the option 'ABSTAIN'. If you do not indicate either 'FOR' or 'AGAINST', it will be treated as 'ABSTAIN' and the shares held will not be counted under either head.

- viii. Equity shareholders holding multiple folios/demat accounts may choose the voting process separately for each folio/demat accounts.
- ix. You may then cast your vote by selecting an appropriate option and click on 'Submit'.
- x. A confirmation box will appear. Click 'OK' to confirm or 'CANCEL' to modify. Once confirmed, you cannot modify your vote. During the voting period, you may login multiple times until you have your vote on the Resolution.
- xi. Corporate / Institutional Members (other than Individuals, HUF, NRI etc.) are required to send a scanned certified true copy (PDF Format) of the Board Resolution / Authority Letter, duly authorising their authorized representative(s) to cast vote on its behalf and to vote through remote e-voting, to the Scrutinizer at his e-mail ID compliance@sreedharancs.com with a copy marked to evoting@kfintech.com and to the Company at Gal.cosecy@gmrgroup.in. The scanned file of the Board Resolution / Authority Letter should be in the naming format "Corporate Name_ EVEN no." If the authorized representative casts the vote, the above mentioned documents must be submitted before or at the time of voting.

C) Members whose email IDs are not registered with the Company/ Depository Participants(s), and consequently Notice of Postal Ballot and e-voting instructions cannot be serviced:

To facilitate equity shareholders to receive this Notice electronically and cast their vote electronically, the Company has made special arrangements with KFintech for registration of email addresses of the Members in terms of the MCA Circulars. Eligible Members who have not registered their email address and in consequence the e-voting notice could not be serviced, may get their email address registered with KFintech.

- I. The process for registration of email address with KFintech for receiving the Notice of Meeting and login ID and password for e-voting is as under:
 - a) Visit the link: <https://kprism.kfintech.com/>.
 - b) Enter the Permanent Account Number of the first holder.
 - c) Enter the OTPs received by SMS and email, to complete the validation process.
 - d) Upon registration, Member will receive an e-mail from KFintech which includes details of E-Voting Event Number (EVEN), USER ID and password.
- II. Alternatively, member may send an email request to e-voting@kfintech.com along with a scanned copy of the signed request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Postal Ballot Notice and the e-voting instructions.

- III. Please follow all steps mentioned in Note No. 8(B) above to cast your vote by electronic means.

9. Other Instructions:

- I. If there is any change in the e-mail address already registered with the Company, the equity shareholders are requested to immediately notify such change to the Company's Registrar and Transfer Agent, KFintech, in respect of shares held in physical form.
- II. Any Member who has not received/forgotten the User ID and Password, may obtain/retrieve the same from KFintech in the manner as mentioned below:
- (a) If the mobile number of the equity shareholder is registered against Folio No./DP ID-Client ID, the Member may send SMS: MYEPWD<SPACE>Folio No. or DP ID-Client ID to +91 9212993399. In case of physical holding, prefix Folio No. with EVEN.
- Example for NSDL: MYEPWD<SPACE>IN12345612345678
Example for CDSL: MYEPWD<SPACE>1402345612345678
Example for Physical: MYEPWD<SPACE>XXX1234567890 (XXXX being EVEN)
- (b) If email address or mobile number of the equity shareholder is registered against Folio No./DP ID-Client ID, then on the home page of <https://evoting.kfintech.com>, the equity shareholder may click 'Forgot Password' and enter Folio No. or DP ID Client ID and PAN to generate a password.
- III. Registration of e-mail address permanently with Company / Depository Participant(s): In case e-mail ID of a Member is not registered with the Company/ Depository Participant(s), then such Member is requested to register/ update their e-mail addresses:
- a) with the Depository Participant (in case of Shares held in dematerialised form);
- b) with KFintech by sending an email request at the email address evoting@kfintech.com (in case of Shares held in physical form).
- IV. In case of any queries, please visit Help section and Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com>. For any grievances related to e-voting, please contact Mr. G. Ramdas, Senior Manager, KFin Technologies Limited, Selenium Tower B, Plot Nos. 31 & 32, Gachibowli Financial District, Nanakramguda, Hyderabad-500032 at e-mail: evoting@kfintech.com, Toll Free No: 1800-309-4001.
10. SEBI vide its notification dated January 24, 2022 has amended Regulation 40 of the SEBI Listing Regulations and has mandated that all requests for effecting transfer of securities including transmission and transposition shall not be processed unless the securities are held in the dematerialised form. Hence members are advised to dematerialise their shares that are held in physical form.

Further, this is to inform that SEBI vide its circular dated July 02, 2025, has opened a Special Window for a period of six months which commenced on July 07, 2025 and valid till January 06, 2026 for re-lodgement of transfer deeds that were originally lodged before April 1, 2019, but were rejected, returned, or left unattended due to deficiency in the documents/process/or otherwise. During this period, the securities that are re-lodged for transfer will be issued only in Demat mode. For further details, Members may refer to the Company's website at <https://investor.gmraero.com/special-window-relodgement-transfer-requests-physical-shares>.

- 11.** Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, PAN, Bank details, etc., to their Depository Participant(s) in case the shares are held in electronic form and to the RTA, in case the shares are held in physical form, in prescribed Form No. ISR-1, quoting their folio number and enclosing the copy of the share certificate (front and back), self-attested copy of the PAN card and such other self-attested supporting documents as prescribed in the said Form, at einward.ris@kfintech.com. The said form can be downloaded from the Company's website at <https://investor.gmraero.com> and is also available at the website of the RTA at <https://ris.kfintech.com/clientservices/isc/isrforms.aspx>.
- 12.** Members may please note that SEBI vide its Master Circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/91, dated June 23, 2025 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website at <https://investor.gmraero.com> and on the website of RTA at <https://ris.kfintech.com/clientservices/isc/default.aspx#isc>.
- 13.** As per the provisions of Section 72 of the Companies Act, 2013, nomination facility is available to the members, in respect of equity shares held by them. Nomination form i.e., Form No. SH-13, can be downloaded from the Company's website at <https://investor.gmraero.com> and is also available at the website of the RTA at <https://ris.kfintech.com/clientservices/isr/sh13.aspx>. Members are requested to submit the said Form to their Depository Participants in case the shares are held in electronic form and to the RTA, in case the shares are held in physical form, quoting their folio no.

In terms of SEBI Circular no. SEBI/HO/MIRSD/POD-1/P/CIR/ 2024/81 dated June 10, 2024 and other applicable provisions, the Members of the Company (who have not opted for the nomination) are encouraged, in their own interest, to provide 'choice of nomination' for ensuring smooth transmission of securities held by them as well as to prevent accumulation of unclaimed assets in securities market. To avail the facility of nomination or to opt out or cancel / make any variation in the already submitted nomination, Members are requested to reach out to RTA in case of shares held in physical mode and to their respective DPs in case of shares held in Demat form

- 14.** As per Rule 3 of the Companies (Management and Administration) Rules, 2014, Register of Members of the Company should have additional details pertaining to e-mail, PAN /CIN, UID, Occupation, Status, Nationality. We request all the Members of the Company to update their details with their respective Depository Participants (DPs) in case of shares held in electronic form and with the Company's RTA in the case of physical holding, immediately.
- 15.** Non-resident Indian shareholders are requested to inform about the following immediately to the Company or its RTA or the concerned Depository Participant, as the case may be: -
- a) the change in the residential status on return to India for permanent settlement, and
 - b) the particulars of the updated Bank Account in India.
- 16.** Members are requested to note that the dividend remaining unclaimed for a continuous period of seven years from the date of transfer to the Company's Unpaid Dividend Account was transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government. In addition, all underlying shares in respect of which dividend has remained unclaimed for seven consecutive years or more have been transferred by the Company to demat account of the IEPF Authority.
- In the event of transfer of shares and unclaimed dividends to IEPF, Members are entitled to claim the same from the IEPF authority by submitting an online application in the prescribed Form IEPF-5 available on the website <http://www.iepf.gov.in> and by sending a physical copy of the same to the Company along with the requisite documents enumerated in Form IEPF-5. Members can file only one consolidated claim in a financial year as per the IEPF Rules.
- 17.** SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/ CIR/ 2023/131 dated July 31, 2023, SEBI/HO/OIAE/ OIAE_IAD- 1/ P/CIR/2023/135 dated August 04, 2023 and SEBI/HO/ OIAE/ OIAE_IAD-3/P/CIR/2023/191 dated December 20, 2023 read with Master Circular No. SEBI/HO/OIAE/ OIAE_IAD-3/P/CIR/ 2023/195 dated December 28, 2023 has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market. Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>) and the same can also be accessed through the Company's website <https://investor.gmraero.com/smart-odr>. Member seeking any information with regard to any queries regarding the Annual Report, may write to the Company at Gal.cosecy@gmrgroup.in.
- 18.** A copy of each of the documents, if any, referred to in the accompanying Explanatory Statement(s) is open for inspection at the Registered Office of the Company from the circulation of this Notice during office hours on all working days, except Saturday and Sunday and other holidays, between 11:00 a.m. to 1:00 p.m. up to the last date of e-voting, i.e., Friday, January 16, 2025.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (THE "ACT") AND ADDITIONAL INFORMATION AS REQUIRED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 ("SEBI LISTING REGULATIONS"), CIRCULARS ISSUED THEREUNDER AND SECRETARIAL STANDARD ON GENERAL MEETINGS ("SS-2") ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA ("ICSI").

Item No. 1:

Appointment of Mr. Regis Sebastien Lacote (DIN: 09135168) as a Non-Executive Non-Independent Director of the Company

In terms of the Articles of Association of the Company, the Board of Directors shall comprise of up to twenty (20) Directors, including Executive Directors, Non-Executive Directors and Non-Executive Non - Independent Directors.

As per the provisions of Section 152 of the Companies Act, 2013 ('the Act'), save as otherwise expressly provided in this Act, every director shall be appointed by the company in general meeting.

Further, in terms of Section 160 of the Act, a person who is not a retiring director in terms of section 152 shall, subject to the provisions of this Act, shall be eligible for appointment to the office of a director at any general meeting, if he, or some member intending to propose him as a director, has, not less than 14 days before the meeting, left at the registered office of the company, a notice in writing under his hand signifying his candidature as a director or, as the case may be, the intention of such member to propose him as a candidate for that office, along with the deposit of one lakh rupees or such higher amount as may be prescribed. Provided that requirements of deposit of amount shall not apply in case of appointment of an independent director or a director recommended by the Nomination and Remuneration Committee.

In terms of Regulation 17(1C) of the SEBI Listing Regulations, the listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors or as a manager is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

As per Section 110 of the Companies Act, 2013, the Company may transact the proposed business by means of postal ballot, instead of transacting such business at a general meeting.

Upon recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company, at its meeting held on November 13, 2025, had appointed Mr. Regis Sebastien Lacote (DIN: 09135168) as an Additional Director in the category of Non-Executive Non-Independent Director of the Company, w.e.f. November 13, 2025, subject to approval of the Members of the Company to be obtained at the next general meeting or within a period of not more than three months from the date of appointment, whichever is earlier.

It may be noted that while in terms of Section 161 of the Act, Mr. Regis Sebastien Lacote holds aforesaid office till 30th Annual General Meeting of the Company, in terms of Regulation 17(1C) of SEBI Listing Regulations his appointment needs to be approved by the Members on or before February 12, 2026, considering no General Meeting of the Members is expected to be held before the said date.

Further, based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors, at its aforementioned meeting, has recommended to the Members, the appointment of Mr. Regis Sebastien Lacote as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation.

Pursuant to above stated statutory provisions, the aforesaid appointment of Mr. Regis Lacote requires approval of the Members by way of an Ordinary Resolution.

The Company has received declaration from Mr. Regis Sebastien Lacote that he is not disqualified from being appointed as a Director in terms of Section 164 and other applicable provisions of the Act and also received his consent for the aforesaid appointment. In addition, Form MBP-1, disclosing his interests or concerns in other company(ies) pursuant to Section 184(1) of the Act, has been received.

Further, in terms of Section 160 of the Act, the Company has received a notice from one of its Members, signifying the intention to propose the candidature of Mr. Regis Lacote for the office of Non-Executive Non-Independent Director of the Company.

Brief profile of Mr. Regis Sebastien Lacote is as under:

Mr. Régis Sebastien Lacote, aged about 53 years, is a graduate of ESIEE and ENAC (Engineering Institutes).

Mr. Lacote began his career in 1998 as Head of Operations and Head of Security at Roland Garros Airport on Reunion Island. He joined the Graduate Program of Groupe ADP in June 2002, where he subsequently held various positions. He was in charge of the ground handling service from 2005 to 2008, and was responsible for the operation of Terminals 2E/2F/2G at Paris-Charles de Gaulle airport from 2008 to 2010. He was the Director of Airport Operations at Paris-Orly Airport from 2010 to 2011, and Director of Aeronautical Areas at Paris-Charles de Gaulle Airport from 2012 to 2018.

In February 2018, Mr. Lacote became Director of Paris-Orly Airport, then, in November 2020, Director of Operations of GMR Airports in India. He was appointed as Director of Paris-Charles de Gaulle Airport, and Member of the ADP Executive Committee, as of November 14, 2022. On 14 March 2025, he was also appointed as Executive Vice President in charge of operations and Innovation - Managing Director of Paris Charles de Gaulle airport and a Member of the General Management Committee.

He is also a Member of the Executive Committee of Hologarde and a full member of the Executive Committee of Cargo Community System France (CCS France). He is a Knight of the National Order of Merit.

Nomination and Remuneration Committee and the Board of Directors at their respective meetings have assessed the candidature of Mr. Regis Lacote, taking into account his detailed profile, experience and competencies (including the Skill Matrix) and are of the view that it would be in the interest of the Company to appoint him as a Non-Executive Non-Independent Director of the Company.

As required under Regulation 36 of SEBI Listing Regulations and the SS-2 issued by ICSI, the relevant details of Mr. Regis Sebastien Lacote are annexed herewith to the notice as **Annexure - I**.

Except Mr. Regis Sebastien Lacote, being an appointee and his relatives, none of the Directors and / or Key Managerial Personnel of the Company and/ or their relatives are concerned or interested, financially or otherwise, except for their shareholding, if any, in the Company, in the resolution set out in Item No. 1 of this Notice.

The Board recommends passing of the resolution set out in Item No. 1 of this Notice, as an Ordinary Resolution.

Item No. 2:

Appointment of Ms. Christelle Florence Nicole Jacquemet de Robillard (DIN: 10372191) as a Non-Executive Non-Independent Director of the Company

In terms of the Articles of Association of the Company, the Board of Directors of the Company shall comprise up to twenty (20) Directors, including Executive Directors, Non-Executive Directors and Non-Executive Non-Independent Directors.

As per the provisions of Section 152 of the Companies Act, 2013 ('the Act'), save as otherwise expressly provided in this Act, every director shall be appointed by the company in general meeting.

Further, in terms of Section 160 of the Act, a person who is not a retiring director in terms of section 152 shall, subject to the provisions of this Act, shall be eligible for appointment to the office of a director at any general meeting, if he, or some member intending to propose him as a director, has, not less than 14 days before the meeting, left at the registered office of the company, a notice in writing under his hand signifying his candidature as a director or, as the case may be, the intention of such member to propose him as a candidate for that office, along with the deposit of one lakh rupees or such higher amount as may be prescribed. Provided that requirements of deposit of amount shall not apply in case of appointment of an independent director or a director recommended by the Nomination and Remuneration Committee.

In terms of Regulation 17(1C) of the SEBI Listing Regulations, the listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors or as a manager is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

As per Section 110 of the Companies Act, 2013, the Company may transact the proposed business by means of postal ballot instead of transacting such business at a general meeting.

Upon recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company, at its meeting held on November 13, 2025, had appointed Ms. Christelle Florence Nicole Jacquemet de Robillard (DIN: 10372191) as an Additional Director in the category of Non-Executive Non-Independent Director of the Company, w.e.f. November 13, 2025, subject to approval of the Members of the Company to be obtained at the next general meeting or within a period of not more than three months from the date of appointment, whichever is earlier.

It may be noted that while in terms of Section 161 of the Act, Ms. Christelle Florence Nicole Jacquemet de Robillard holds aforesaid office till 30th Annual General Meeting of the Company, in terms of Regulation 17(1C) of SEBI Listing Regulations her appointment needs to be approved by the Members on or before February 12, 2026, considering no General Meeting of the Members is expected to be held before the said date.

Further, based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors, at its aforementioned meeting, has recommended to the Members, the appointment of Ms. Christelle Florence Nicole Jacquemet de Robillard as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation.

Pursuant to above stated statutory provisions, the aforesaid appointment of Ms. Christelle Florence Nicole Jacquemet de Robillard requires approval of the Members by way of an Ordinary Resolution.

The Company has received declaration from Ms. Christelle Florence Nicole Jacquemet de Robillard that she is not disqualified from being appointed as a Director in terms of Section 164 and other applicable provisions of the Act and also received her consent for the aforesaid appointment. In addition, Form MBP-1, disclosing her interests or concerns in other company(ies) pursuant to Section 184(1) of the Act, has been received.

Further, in terms of Section 160 of the Act, the Company has received a notice from one of its Members, signifying the intention to propose the candidature of Ms. Christelle Florence Nicole Jacquemet de Robillard for the office of Non-Executive Non-Independent Director of the Company.

Brief profile of Ms. Christelle Florence Nicole Jacquemet de Robillard is as under:

Ms. Christelle Florence Nicole Jacquemet de Robillard, aged about 40 years, is a graduate of ESSEC business school and holds a Master's degree in Political Science from Paris-Dauphine University.

She began her career in 2010 at the Ministry of the Economy and Finance in the Budget Department, where she was first responsible for cultural and media policy and then transport policy. In 2014, she joined Groupe ADP in the financial control department, before taking charge of the Group's financial steering department in 2015. She was appointed Chief Financial Officer of Paris-Orly Airport in 2017, then Director of Finance, Management and Strategy for Groupe ADP in 2021. From March 2024 to March 2025, Ms. Robillard was a member of the Icade Group Executive Committee, heading the Finance Department. She rejoined Groupe ADP again on 7

April 2025 as Vice-President in charge of Finance, Strategy and Administration and member of the General Management Committee and the Executive Committee.

Nomination and Remuneration Committee and the Board of Directors at their respective meetings have assessed the candidature of Ms. Christelle Florence Nicole Jacquemet de Robillard, taking into account her detailed profile, experience and competencies (including the Skill Matrix) and are of the view that it would be in the interest of the Company to appoint her as a Non-Executive Non-Independent Director of the Company.

As required under Regulation 36 of SEBI Listing Regulations and the SS-2 issued by ICSI, the relevant details of Ms. Christelle Florence Nicole Jacquemet de Robillard are annexed herewith to the notice as **Annexure - I**.

Except Ms. Christelle Florence Nicole Jacquemet de Robillard, being an appointee and her relatives, none of the Directors and/ or Key Managerial Personnel of the Company and/ or their relatives are concerned or interested, financially or otherwise, except for their shareholding, if any, in the Company, in the resolution set out in Item No. 2 of this Notice.

The Board recommends passing of the resolution set out in Item No. 2 of this Notice, as an Ordinary Resolution.

Item No. 3:

Appointment of Mr. Matthieu Daubert (DIN: 11373737) as a Non-Executive Non-Independent Director of the Company

In terms of the Articles of Association of the Company, the Board of Directors of the Company shall comprise up to twenty (20) Directors, including Executive Directors, Non-Executive Directors and Non-Executive Non-Independent Directors.

As per the provisions of Section 152 of the Companies Act, 2013 ('the Act'), save as otherwise expressly provided in this Act, every director shall be appointed by the company in general meeting.

Further, in terms of Section 160 of the Act, a person who is not a retiring director in terms of section 152 shall, subject to the provisions of this Act, shall be eligible for appointment to the office of a director at any general meeting, if he, or some member intending to propose him as a director, has, not less than 14 days before the meeting, left at the registered office of the company, a notice in writing under his hand signifying his candidature as a director or, as the case may be, the intention of such member to propose him as a candidate for that office, along with the deposit of one lakh rupees or such higher amount as may be prescribed. Provided that requirements of deposit of amount shall not apply in case of appointment of an independent director or a director recommended by the Nomination and Remuneration Committee.

In terms of Regulation 17(1C) of the SEBI Listing Regulations, the listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors or as a manager is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

As per Section 110 of the Companies Act, 2013, the Company may transact the proposed business by means of postal ballot instead of transacting such business at a general meeting.

Upon recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company, at its meeting held on November 13, 2025, had appointed Mr. Matthieu Daubert (DIN: 11373737) as an Additional Director in the category of Non-Executive Non-Independent Director of the Company, w.e.f. November 13, 2025, subject to approval of the Members of the Company to be obtained at the next general meeting or within a period of not more than three months from the date of appointment, whichever is earlier.

It may be noted that while in terms of Section 161 of the Act, Mr. Matthieu Daubert holds aforesaid office till 30th Annual General Meeting of the Company, in terms of Regulation 17(1C) of SEBI Listing Regulations his appointment needs to be approved by the Members on or before February 12, 2026, considering no General Meeting of the Members is expected to be held before the said date.

Further, based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors, at its aforementioned meeting, has recommended to the Members, the appointment of Mr. Matthieu Daubert (DIN: 11373737) as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation.

Pursuant to above stated statutory provisions, the aforesaid appointment of Mr. Matthieu Daubert requires approval of the Members by way of an Ordinary Resolution.

The Company has received declaration from Mr. Matthieu Daubert that he is not disqualified from being appointed as a Director in terms of Section 164 and other applicable provisions of the Act and also received his consent for the aforesaid appointment. In addition, Form MBP-1, disclosing his interests or concerns in other company(ies) pursuant to Section 184(1) of the Act, has been received.

Further, in terms of Section 160 of the Act, the Company has received a notice from one of its Members, signifying the intention to propose the candidature of Mr. Matthieu Daubert for the office of Non-Executive Non-Independent Director of the Company

Brief profile of Mr. Matthieu Daubert is as under:

Mr. Matthieu Daubert, aged about 54 years, is a graduate of the French business school HEC.

Mr. Daubert started his career in strategy consulting in London in 1995. In 1996, he joined Le Bon Marché in Paris, where he held successive positions in the sales, purchasing and organisation departments. From 2002 to 2007, he worked at the Printemps central purchasing office as a collections manager. In April 2007, he joined Groupe ADP as Head of the Retail Division's product offering. In July 2010, he was appointed Head of Retail, and then on May 7, 2018, Head of the Customer Division and joined the Executive Committee.

On March 14, 2025, Mr. Daubert was also appointed Executive Vice-President in charge of Retail and Hospitality, and member of the General Management Committee. Within Groupe ADP, he is a member of the Board of Extime Duty Free Paris (SAS, whose share capital is held jointly with Lagardère Duty Free) and of Extime Food & Beverage Paris (joint venture with Select Service Partner), Chairman and director of Extime Média (SAS, whose share capital is held jointly with JC Decaux), Chairman and member of the Board of Extime Travel Essentials Paris (SAS, whose share capital is held jointly with Lagardère Travel Retail).

In January 2025, Mr. Daubert was appointed to the Board of Directors of Extime PS Inc. and is also member of the Espace Musées Endowment Fund. He is also a member of the Board of Directors of ADP International SA, a subsidiary of ADP SA. In 2024, he was appointed Chairman of Financière PCV, Chairman of Holding Tours & Excursions (HTE) and a member of the Supervisory Board of Paris Experience Holding (PEH).

Nomination and Remuneration Committee and the Board of Directors at their respective meetings have assessed the candidature of Mr. Matthieu Daubert, taking into account his detailed profile, experience and competencies (including the Skill Matrix) and are of the view that it would be in the interest of the Company to appoint him as a Non-Executive Non-Independent Director of the Company.

As required under Regulation 36 of SEBI Listing Regulations and the SS-2 issued by ICSI, the relevant details of Mr. Matthieu Daubert are annexed herewith to the notice as **Annexure - I**.

Except Mr. Matthieu Daubert, being an appointee and his relatives, none of the Directors and/ or Key Managerial Personnel of the Company and/ or their relatives are concerned or interested, financially or otherwise, except for their shareholding, if any, in the Company, in the resolution set out in Item No. 3 of this Notice.

The Board recommends passing of the resolution set out in Item No. 3 of this Notice, as an Ordinary Resolution.

Item No. 4:

Appointment of Mr. Normand Boivin (DIN: 11228805) as a Non-Executive Independent Director of the Company

In terms of the Articles of Association of the Company, the Board of Directors of the Company shall comprise up to twenty (20) Directors, including Executive Directors, Non-Executive Directors and Non-Executive Non-Independent Directors.

As per Section 149(4) of the Act read with Rule 4 of Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17(1)(b) of SEBI Listing Regulations, every listed Company shall have at least 1/3rd of the Board comprising of independent directors and in case the Chairman of the Board is not a regular non-executive chairperson or is a promoter of the listed entity or is related to any promoter or person occupying management positions at the level of board of director or at one level below the board of directors, half of the Board shall comprise of independent directors.

As per Section 149(8) of the Act, the Company and Independent directors shall abide by the provisions specified in Schedule IV.

As per Section 152 (2) of the Act, the appointment of an independent director shall be approved by the company in general meeting. Further, as per Regulation 25(2A) of the SEBI Listing Regulations, the appointment, re-appointment or removal of an independent director of a listed entity, shall be subject to the approval of shareholders by way of a special resolution.

In terms of Section 160 of the Act, a person who is not a retiring director in terms of section 152 shall, subject to the provisions of this Act, be eligible for appointment to the office of a director at any general meeting, if he, or some member intending to propose him as a director, has, not less than 14 days before the meeting, left at the registered office of the company, a notice in writing under his hand signifying his candidature as a director or, as the case may be, the intention of such member to propose him as a candidate for that office, along with the deposit of one lakh rupees or such higher amount as may be prescribed. Provided that requirements of deposit of amount shall not apply in case of appointment of an independent director or a director recommended by the Nomination and Remuneration Committee.

Further, in terms of Regulation 17(1C) of the SEBI Listing Regulations, the listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors or as a manager is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

As per Section 110 of the Companies Act, 2013, the Company may transact the proposed business by means of postal ballot instead of transacting such business at a general meeting.

Upon recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company, at its meeting held on November 13, 2025, had appointed Mr. Normand Boivin (DIN: 11228805) as an Additional Director in the category of Non-Executive Independent Director of the Company, w.e.f. November 13, 2025, to hold office for a first term of 5 (five) consecutive years or up to the conclusion of 34th Annual General Meeting of the Company, whichever is earlier, subject to approval of the Members of the Company to be obtained at the next general meeting or within a period of not more than three months from the date of appointment, whichever is earlier.

It may be noted that while in terms of Section 161 of the Act, Mr. Normand Boivin holds aforesaid office till 30th Annual General Meeting of the Company, in terms of Regulation 17(1C) of SEBI Listing Regulations his appointment needs to be approved by the Members on or before February 12, 2026, considering no General Meeting of the Members is expected to be held before the said date.

Further, based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors, at its aforementioned meeting, has recommended to the Members, the appointment of Mr. Normand Boivin (DIN: 11228805) as a Non-Executive Independent Director of the Company, not liable to retire by rotation, w.e.f. November 13, 2025, to hold office for a first term of 5 (five) consecutive years or up

to the conclusion of 34th Annual General Meeting of the Company, whichever is earlier.

Pursuant to above stated statutory provisions, the aforesaid appointment of Mr. Normand Boivin requires approval of the Members by way of a Special Resolution.

The Company has received declaration from Mr. Normand Boivin that he is not disqualified from being appointed as a Director in terms of Section 164 and other applicable provisions of the Act and also received his consent for the aforesaid appointment.

Further, the Company has also received declaration(s) from Mr. Normand Boivin confirming that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI Listing Regulations. The name and profile of Mr. Normand is registered in the Directors Data Bank maintained by the Indian Institute of Corporate Affairs (IICA).

In terms of Section 160 of the Act, the Company has received a notice from one of its Members, signifying the intention to propose the candidature of Mr. Normand Boivin for the office of Non-Executive Independent Director of the Company.

Brief profile of Mr. Normand Boivin is as under:

Mr. Normand Boivin, aged about 64 years, is graduated from the University of Montreal and holds a degree in Business Management.

Mr. Normand Boivin is a seasoned aviation professional with extensive experience in airport operations and management. Until July 2025, he served as Chief of Aviation at WSP Canada, where he led the Aviation branch and sat on the Global Aviation Committee.

His career spans various high-profile roles, including Corporate Director at Avia-Alliance GmbH, Pangiam Inc., and Decasult, as well as President and Owner of KVNBB Inc. He has held significant positions at PSPIB, Heathrow Airport Limited, and Aéroports de Montréal, where he contributed to operational improvements and strategic initiatives. His academic background includes executive programs from Harvard Business School and MacMaster University, along with specialized training in airport policy and planning from institutions like MIT and the University of Westminster.

Nomination and Remuneration Committee and the Board of Directors at their respective meetings have assessed the candidature of Mr. Normand Boivin, taking into account his detailed profile, experience and competencies (including the Skill Matrix) and are of the view that he is a person of integrity and possesses necessary competencies and skills identified by the Board of Directors for being appointed as an Independent Director of the Company. Based on the same, the Board is of opinion that he fulfils the conditions specified in the Act, rules made thereunder and SEBI Listing Regulations for such an appointment, is independent of the management and it would be in the interest of the Company to appoint him as an Independent Director of the Company.

A draft letter of appointment to be issued to the Independent Directors of the Company, setting out the terms and conditions of their appointment, is available for inspection by the Members at the registered office of the Company and also at the website of the Company at <https://investor.gmraero.com/pdf/Terms%20and%20Conditions%20of%20appointment%20of%20Independent%20directors%20-GIL.pdf>

As required under Regulation 36 of SEBI Listing Regulations and the SS-2 issued by ICSI, the relevant details of Mr. Normand Boivin are annexed herewith to the notice as **Annexure - I**.

Except Mr. Normand Boivin, being an appointee and his relatives, none of the Directors and / or Key Managerial Personnel of the Company and/ or their relatives are concerned or interested, financially or otherwise, except for their shareholding, if any, in the Company, in the resolution set out in Item No. 4 of this Notice.

The Board recommends passing of the resolution set out in Item No. 4 of this Notice, as a Special Resolution.

Item No. 5:

Appointment of Dr. Mathilde Lemoine (DIN - 11293586) as a Non-Executive Independent Director of the Company.

In terms of the Articles of Association of the Company, the Board of Directors of the Company shall comprise up to twenty (20) Directors, including Executive Directors, Non-Executive Directors and Non-Executive Non-Independent Directors.

As per Section 149(4) of the Act read with Rule 4 of Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17(1)(b) of SEBI Listing Regulations, every listed Company shall have at least 1/3rd of the Board comprising of independent directors and in case the Chairman of the Board is not a regular non-executive chairperson or is a promoter of the listed entity or is related to any promoter or person occupying management positions at the level of board of director or at one level below the board of directors, half of the Board shall comprise of independent directors.

As per Section 149(8) of the Act, the Company and Independent directors shall abide by the provisions specified in Schedule IV.

As per Section 152 (2) of the Act, the appointment of an independent director shall be approved by the company in general meeting. Further, as per Regulation 25(2A) of the SEBI Listing Regulations, the appointment, re-appointment or removal of an independent director of a listed entity, shall be subject to the approval of shareholders by way of a special resolution.

In terms of Section 160 of the Act, a person who is not a retiring director in terms of section 152 shall, subject to the provisions of this Act, shall be eligible for appointment to the office of a director at any general meeting, if he, or some member intending to propose him as a director, has, not less than 14 days before the meeting, left at the registered office of the company, a notice in writing under his hand signifying his candidature as a director or, as the case may be, the intention of such member to propose him as a candidate for that office, along with the deposit of one

lakh rupees or such higher amount as may be prescribed. Provided that requirements of deposit of amount shall not apply in case of appointment of an independent director or a director recommended by the Nomination and Remuneration Committee.

Further, in terms of Regulation 17(1C) of the SEBI Listing Regulations, the listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors or as a manager is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

As per Section 110 of the Companies Act, 2013, the Company may transact the proposed business by means of postal ballot, instead of transacting such business at a general meeting.

Upon recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company, at its meeting held on November 13, 2025, had appointed Dr. Mathilde Lemoine (DIN - 11293586) as an Additional Director in the category of Non-Executive Independent Director of the Company, w.e.f. November 13, 2025, to hold office for a first term of 5 (five) consecutive years or up to the conclusion of 34th Annual General Meeting of the Company, whichever is earlier, subject to approval of the Members of the Company to be obtained at the next general meeting or within a period of not more than three months from the date of appointment, whichever is earlier.

It may be noted that while in terms of Section 161 of the Act, Dr. Mathilde Lemoine holds aforesaid office till 30th Annual General Meeting of the Company, in terms of Regulation 17(1C) of SEBI Listing Regulations her appointment needs to be approved by the Members on or before February 12, 2026, considering no General Meeting of the Members is expected to be held before the said date.

Further, based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors, at its aforementioned meeting held on November 13, 2025, has recommended to the Members, the appointment of Dr. Mathilde Lemoine as a Non-Executive Independent Director of the Company, not liable to retire by rotation, w.e.f. November 13, 2025, to hold office for a first term of 5 (five) consecutive years or up to the conclusion of 34th Annual General Meeting of the Company, whichever is earlier.

Pursuant to above stated statutory provisions, the aforesaid appointment of Dr. Mathilde Lemoine requires approval of the Members by way of a Special Resolution.

The Company has received declaration from Dr. Mathilde Lemoine that she is not disqualified from being appointed as a Director in terms of Section 164 and other applicable provisions of the Act and also received her consent for the aforesaid appointment.

Further, the Company has also received declaration(s) from Dr. Mathilde Lemoine confirming that she meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI Listing Regulations. The name and profile of Dr. Mathilde is registered in the Directors Data Bank maintained by the Indian Institute of Corporate Affairs (IICA).

In terms of Section 160 of the Act, the Company has received a notice from one of its Members, signifying the intention to propose the candidature of Dr. Mathilde Lemoine for the office of Non-Executive Independent Director of the Company.

Brief profile of Dr. Mathilde Lemoine is as under:

Dr. Mathilde Lemoine, aged about 56 years, is the Group Chief Economist at Edmond de Rothschild and a Member of its Global Investment Committee. An international macroeconomist and experienced executive, she combines high-level public policy experience with board-level governance and operational leadership in global companies. Currently Independent Director of CMA CGM (leading worldwide shipping, logistic and media group) and Eurazeo (listed major player in private markets asset management), she brings expertise in geo economy, financial markets and transformation.

Dr. Lemoine has worked in London, Geneva, Paris and Singapore, and advised governments as Globalization and Macroeconomic After being a teacher-researcher for the French National Political Science Foundation (Sciences Po Paris), she became economic adviser (international macro-economy and WTO negotiations) to several French Ministers of Economy and Finance. She went on to serve the French Prime Minister Dominique de Villepin as economic advisor on macroeconomics and tax affairs. From 2006 until 2015, she led the Economic Studies and Market Strategy Department for HSBC France and for HSBC Global Research. She has participated to the negotiation of international agreements, led economic strategy in the private sector, and sat on the boards of major listed companies in Europe and Asia, including Carrefour (listed world's leading retailer from 2011 to 2024), Dassault Aviation (Listed French aerospace company) and NOL (Singaporean container shipping company listed on the SGX).

She is also the co-author of a textbook on International Economics and a regular contributor to international conferences and media.

Dr. Lemoine holds a Ph.D. in Economic Science from Sciences Po Paris in 1997 and graduated from Université Paris IX Dauphine with undergraduate and master's degrees in international economics. She taught international macroeconomics in Sciences Po Paris for over 20 years.

Nomination and Remuneration Committee and the Board of Directors at their respective meetings have assessed the candidature of Dr. Mathilde Lemoine taking into account her detailed profile, experience and competencies (including the Skill Matrix) and are of the view that she is a person of integrity and possesses necessary competencies and skills identified by the Board of Directors for being appointed as an Independent Director of the Company. Based on the same, the Board is of opinion that she fulfils the conditions specified in the Act, rules made thereunder and SEBI Listing Regulations for such an appointment, is independent of the management and it would be in the interest of the Company to appoint her as an Independent Director of the Company.

A draft letter of appointment to be issued to the Independent Directors of the Company, setting out the terms and conditions of their appointment, is available for inspection by the Members at the registered office of the Company and also at the website of the Company at

<https://investor.gmraero.com/pdf/Terms%20and%20Conditions%20of%20appointment%20of%20Independent%20directors%20-GIL.pdf>

As required under Regulation 36 of SEBI Listing Regulations and the SS-2 issued by ICSI, the relevant details of Dr. Mathilde Lemoine are annexed herewith to the notice as **Annexure - I**.

Except Dr. Mathilde Lemoine, being an appointee and her relatives, none of the Directors and / or Key Managerial Personnel of the Company and/ or their relatives are concerned or interested, financially or otherwise, except for their shareholding, if any, in the Company, in the resolution set out in Item No. 5 of this Notice.

The Board recommends passing of the resolution set out in Item No. 5 of this Notice, as a Special Resolution.

Item No. 6:

Appointment of Mr. Salil Anil Gupte (DIN - 08438601) as a Non-Executive Independent Director of the Company

In terms of the Articles of Association of the Company, the Board of Directors of the Company shall comprise up to twenty (20) Directors, including Executive Directors, Non-Executive Directors and Non-Executive Non-Independent Directors.

As per Section 149(4) of the Act read with Rule 4 of Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17(1)(b) of SEBI Listing Regulations, every listed Company shall have at least 1/3rd of the Board comprising of independent directors and in case the Chairman of the Board is not a regular non-executive chairperson or is a promoter of the listed entity or is related to any promoter or person occupying management positions at the level of board of director or at one level below the board of directors, half of the Board shall comprise of independent directors.

As per Section 149(8) of the Act, the Company and Independent directors shall abide by the provisions specified in Schedule IV.

As per Section 152 (2) of the Act, the appointment of an independent director shall be approved by the company in general meeting. Further, as per Regulation 25(2A) of the SEBI Listing Regulations, the appointment, re-appointment or removal of an independent director of a listed entity, shall be subject to the approval of shareholders by way of a special resolution.

In terms of Section 160 of the Act, a person who is not a retiring director in terms of section 152 shall, subject to the provisions of this Act, shall be eligible for appointment to the office of a director at any general meeting, if he, or some member intending to propose him as a director, has, not less than 14 days before the meeting, left at the registered office of the company, a notice in writing under his hand signifying his candidature as a director or, as the case may be, the intention of such member to propose him as a candidate for that office, along with the deposit of one lakh rupees or such higher amount as may be prescribed. Provided that requirements of deposit of amount shall not apply in case of appointment of an independent director or a director recommended by the Nomination and Remuneration Committee.

It may be noted that while in terms of Section 161 of the Act, Mr. Salil Anil Gupte holds aforesaid office till 30th Annual General Meeting of the Company, in terms of Regulation 17(1C) of SEBI Listing Regulations his appointment needs to be approved by the Members on or before February 12, 2026, considering no General Meeting of the Members is expected to be held before the said date.

Further, in terms of Regulation 17(1C) of the SEBI Listing Regulations, the listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors or as a manager is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

As per Section 110 of the Companies Act, 2013, the Company may transact the proposed business by means of postal ballot, instead of transacting such business at a general meeting.

Upon recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company, at its meeting held on November 13, 2025, had appointed Mr. Salil Anil Gupte (DIN - 08438601) as an Additional Director in the category of Non-Executive Independent Director of the Company, w.e.f. November 13, 2025, to hold office for a first term of 5 (five) consecutive years or up to the conclusion of 34th Annual General Meeting of the Company, whichever is earlier, subject to approval of the Members of the Company to be obtained at the next general meeting or within a period of not more than three months from the date of appointment, whichever is earlier.

Further, based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors, at its aforementioned meeting, has recommended to the Members, the appointment of Mr. Salil Anil Gupte as a Non-Executive Independent Director of the Company, not liable to retire by rotation, w.e.f. November 13, 2025, to hold office for a first term of 5 (five) consecutive years or up to the conclusion of 34th Annual General Meeting of the Company, whichever is earlier.

Pursuant to above stated statutory provisions, the aforesaid appointment of Mr. Salil Anil Gupte requires approval of the Members by way of a Special Resolution.

The Company has received declaration from Mr. Salil Anil Gupte that he is not disqualified from being appointed as a Director in terms of Section 164 and other applicable provisions of the Act and also received her consent for the aforesaid appointment.

Further, the Company has also received declaration(s) from Mr. Salil Anil Gupte confirming that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI Listing Regulations. The name and profile of Mr. Salil is registered in the Directors Data Bank maintained by the Indian Institute of Corporate Affairs (IICA).

In terms of Section 160 of the Act, the Company has received a notice from one of its Members, signifying the intention to propose the candidature of Mr. Salil Anil Gupte for the office of Non-Executive Independent Director of the Company.

Brief profile of Mr. Salil Anil Gupte is as under:

Mr. Salil Anil Gupte, aged about 46 years, is graduated from the Stanford University and Cornell University, and holds a Master degree in Business Administration and a bachelor degree in Economics.

Mr. Gupte is a seasoned aviation professional with extensive experience in Global Leadership, business development, Sales & Commercial, Corporate Risk and investment in Aviation Sector.

Currently serving as president of Boeing India, leader for the largest site for Boeing outside the U.S., where he developed a world-class team of 6,000 employees (from <100 a decade earlier), including sales, marketing, engineering, supply chain and a new corporate campus in Bangalore. The India organization generates savings of \$600+ million/year. He also developed new aviation ecosystem which included \$100 million pilot training investment, first India parts logistics center, first India freighter conversion line, and multiple maintenance facilities for Boeing fleets. He helped in introducing new defense capabilities into Indian military including Apache helicopters, Chinook, helicopters, Boeing 777 airplanes for head-of-state fleet and additional P-8I maritime patrol aircraft.

Between 2017-2019, Mr. Gupte served as a Vice President, Pricing, Investments, Risk & Credit for Boeing Capital Corporation, where he led portfolio, investment and risk for Boeing Capital, a \$3 billion portfolio of aircraft and other assets, while supporting Boeing commercial, defense, and services Customers. During 2009-2017, he held various key position in Boeing Group, such as, Executive Director, BGS Supply Chain for Boeing Global Services in 2017; Commercial Director, BCA Spare Parts/ Material Management for Boeing Commercial Airplanes between 2014-2017; and Managing Director, Strategy & Business Development for Services (and related roles) for Boeing Commercial Airplanes between 2009-2014.

Mr. Gupte also has vast investing/investment banking experience, between 2006-2009, he worked with Goldman Sachs & Co., where he evaluated and executed investments in various sectors including infrastructure, aircraft leasing and services, alternative energy, industrial, and specialty financial sectors (equity, mezzanine, and structured investments) and achieved mid-teens and higher market-uncorrelated returns. Further, between 2001-2004, he also worked with Citigroup, where he worked on a number of strategic advisory assignments, including billions of dollars in structured aircraft financings for Southwest Airlines, American Airlines, Northwest Airlines, and Embraer (plus the Global 2001 Bond of the Year for Delta Air Lines).

Nomination and Remuneration Committee and the Board of Directors at their respective meetings have assessed the candidature of Mr. Salil Anil Gupte, taking into account his detailed profile, experience and competencies (including the Skill Matrix) and are of the view that he is a person of integrity and possesses necessary competencies and skills identified by the Board of Directors for being appointed as an Independent Director of the Company. Based on the same, the Board is of opinion that he fulfils the conditions specified in the Act, rules made thereunder and SEBI Listing Regulations for such an appointment, is independent of the management and it would be in the interest of the Company to appoint him as an Independent Director of the Company.

A draft letter of appointment to be issued to the Independent Directors of the Company, setting out the terms and conditions of their appointment, is available for inspection by the Members at the registered office of the Company and also at the website of the Company at <https://investor.gmraero.com/pdf/Terms%20and%20Conditions%20of%20appointment%20of%20Independent%20directors%20-GIL.pdf>

As required under Regulation 36 of SEBI Listing Regulations and the SS-2 issued by ICSI, the relevant details of Mr. Salil Anil Gupte are annexed herewith to the notice as **Annexure - I**.

Except Mr. Salil Anil Gupte, being an appointee and his relatives, none of the Directors and / or Key Managerial Personnel of the Company and / or their relatives are concerned or interested, financially or otherwise, except for their shareholding, if any, in the Company, in the resolution set out in Item No. 6 of this Notice.

The Board recommends passing of the resolution set out in Item No. 6 of this Notice, as a Special Resolution.

Item No. 7:

Approval for payment of remuneration to the Independent Directors of the Company

As per Section 197 read with Schedule V of the Act, the maximum remuneration payable by a public company to its directors including managing director, whole-time director and manager are as follows:

In case of Companies having profits:

Except with the approval of the shareholders in general meeting:

- Total managerial remuneration shall not exceed 11% of the net profit of the company in that financial year.
- **the remuneration payable to directors who are neither managing directors nor whole-time directors shall not exceed:**

(A) 1% of the net profits of the company, if there is a managing or whole-time director or manager;

(B) 3% of the net profits in any other case.

- In case the company has defaulted in payment of dues to any bank or public financial institution or non-convertible debenture holders or any other secured creditor, the prior approval of the bank or public financial institution concerned or the non-convertible debenture holders or other secured creditor, as the case may be, shall be obtained by the company before obtaining the approval in the general meeting.

In case of Companies having no profits or inadequate profits, Compensation to Non-Executive Directors can be paid as per the following slabs:

(1)		(2)
Sl. No.	Where the Effective capital is	Maximum Limit of yearly remuneration
(i)	Negative or less than 5 crores.	12 lakhs
(ii)	5 crores and above but less than 100 crores.	17 lakhs
(iii)	100 crores and above but less than 250 crores.	24 lakhs
(iv)	250 crores and above.	24 lakhs plus 0.01% of the effective capital in excess of Rs. 250 crores.

Remuneration in excess of above limits may be paid with the shareholders' approval by way of special resolution.

Further, the aforesaid percentages and limits shall be exclusive of any fees payable to directors under Section 197(5).

In addition, Regulation 17(6)(a) of the SEBI Listing Regulation states that, the Board of Directors shall recommend all fees or compensation, if any, paid to non-executive directors, including independent directors and shall require approval of shareholders in general meeting.

As per Section 110 of the Companies Act, 2013, the Company may transact the proposed business by means of postal ballot, instead of transacting such business at a general meeting.

The Independent Directors of the Company have played a pivotal role in supporting its significant growth, development of new and ongoing businesses.

In this dynamic environment, the Independent Directors bring diverse experience across industries such as aviation, finance, law, public policy, and corporate governance. Their independent judgment, strategic insights, and operational guidance have been crucial in navigating regulatory challenges, enhancing risk management frameworks, and fostering long-term value creation.

They dedicate substantial time and effort to Board and Committee deliberations, offering valuable perspectives on business strategy, compliance, stakeholder engagement, and sustainability. Their contributions go well beyond statutory

obligations, adding depth and rigor to the Company's decision-making processes and reinforcing its commitment to excellence and responsible governance.

It may be noted that post the Merger the Company's profile had shifted and the scope and complexity of the responsibilities undertaken by the Board, its Committees and and/or Directors have significantly increased. Further, over the years, the role of directors has evolved significantly, with greater accountability, legal obligations, and strategic involvement.

Currently, Independent Directors are compensated through sitting fees only. However, considering the enhanced scope of their responsibilities and the Company's growth trajectory, it is proposed to pay an annual remuneration in addition to the sitting fees.

In terms of effective capital of the Company as described above, the maximum amount of remuneration that can be paid to each Independent Director without approval of Members, by way of Special Resolution, would be INR 12 Lakhs.

The Company currently pays sitting fees of INR 1,00,000/- (Indian Rupees 1 Lakh only) per meeting of the Board and per meeting of the Audit Committee and an amount of INR 50,000/- (Indian Rupees Fifty thousand only) per meeting for each of the other Committee Meetings. As such, the current sitting fee is within the Statutory prescription.

Given the composition of various Board Committees and the tentative frequency of Meetings of such Committees in a Financial year, each Independent Director is expected to be paid total Sitting fees for an amount of INR 9,00,000/- (Indian Rupees Nine Lakhs only) to INR 12,00,000/- (Indian Rupees Twelve lakhs only), per annum.

It may be observed that the remuneration permitted as per Schedule V of the Act in the normal course plus the tentative sitting fee approximately would be in the range of INR 21,00,000 (Indian Rupees Twenty-One Lakh only) to INR 24,00,000 (Indian Rupees Twenty-four Lakh only) per Independent Director.

In view of the above and upon recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company, at meeting held on November 13, 2025, considered and approved the payment of an annual remuneration of an amount of up to INR 30,00,000 (Rupees Thirty Lakhs only) per annum, inclusive of the sitting fees, to each Independent Director, present and/or future, of the Company, based on and in proportion to the attendance of respective Independent Director in Quarterly Board Meeting(s) held for considering the financial results, for a period of 3 years, comprising of 12 quarters beginning from the Quarterly Board Meeting where the Q3 - FY 2025-26 financials will be considered, and during their respective tenure as such in the Company, on a monthly, quarterly, half-yearly, or annual basis, as may be deemed fit by the Management in due compliance with applicable law, and on such other terms and conditions as placed before the Board, and recommended the same to the Members of the Company for their approval.

The aforesaid proposed annual remuneration to Independent Director has been verified externally and is in line with and based on the benchmark study undertaken by a globally reputed independent HR agency, AON and the same is found to be well within the industry benchmark remuneration suggested therein.

AON has analysed the remuneration paid to Independent Directors in all large companies with a mix of profit and loss making and with market capitalizations ranging from INR 10,000 crore to INR 330,000 crore, and also exclusively for loss-making companies. Basis the benchmarking, it was highlighted by AON that, in case of inadequate profits or loss making companies, remuneration is being paid even to the Non-Executive Independent Directors. Accordingly, Companies are paying to their Independent directors:

- ✓ Commission – in the absence of profits
- ✓ Fixed Remuneration apart from sitting fees
- ✓ Fixed fees, one-time bonus/ ex-gratia

Further, AON has emphasized that since Independent Directors play very crucial role in keeping a check on a company's governance, overall business conduct and performance, it is important that they are fairly compensated with the applicable laws that are aligned with their tasks/ jobs and at the same time keep their integrity intact.

In the study, it was observed that many companies which have been 'loss making or had inadequate profits' paid a sum of money over and above the sitting fees to their Independent Directors with varied objectives like strategic involvement, diligence in discharging their duties (through attendance in meetings). Further, some of the large Companies have paid remuneration apart from sitting fees even when they have incurred losses in FY 2023-24 and FY 2024-25.

Based on the analysis of total compensation paid to the Independent Directors across Companies, AON in its benchmark report has observed that the proposed remuneration payable to Independent Directors is comparable, if not lower, to the average market remuneration.

As required under the SS-2 issued by ICSI and Section II of Schedule V of the Act, the relevant details are annexed herewith to the notice as **Annexure - I and Annexure - II**.

Except the Independent Directors being entitled to aforesaid remuneration and / or their relatives, none of the Directors and / or Key Managerial Personnel of the Company and / or their relatives are concerned or interested, financially or otherwise, except for their shareholding, if any, in the Company, in the resolution set out in Item No. 7 of this Notice.

The Board recommends passing of the resolution set out in Item No. 7 of this Notice, as a Special Resolution.

**By order of the Board
For GMR Airports Limited**
(formerly GMR Airports Infrastructure Limited)

**Sd/-
T. Venkat Ramana
(Company Secretary)
ICSI M. No. - A13979**

Date: November 13, 2025
Place: New Delhi

Registered Office:

GMR Airports Limited
(formerly GMR Airports Infrastructure Limited)
Unit No. 12, 18th Floor, Tower A, Building No. 5,
DLF Cyber City, DLF Phase- III, Gurugram, Haryana- 122002.
CIN: L52231HR1996PLC113564

ANNEXURE-I

Details of Directors seeking appointment on the Board of Directors of the Company and /or Remuneration [Pursuant to 36(3) of the SEBI Listing Regulations and the SS-2 issued by ICSI]

Name of the Director	Mr. Regis Sebastien Lacote	Ms. Christelle Florence Nicole Jacquemet de Robillard	Mr. Matthieu Daubert
Director Identification Number (DIN)	09135168	10372191	11373737
Age	53 years	40 years	54 years
Qualifications	Graduate in Engineering	Post Graduate in Political Science and Graduate from business school	Graduate from French business school
Brief resume of the Director and other details viz. qualifications, experience / expertise, Nature of his / her expertise in specific functional areas;	Please refer to explanatory statement of Item No. 1 as set out above.	Please refer to explanatory statement of Item No. 2 as set out above.	Please refer to explanatory statement of Item No. 3 as set out above.
Date of first appointment on the Board	November 13, 2025	November 13, 2025	November 13, 2025
Shareholding in the Company including shareholding as a beneficial owner	NIL	NIL	NIL
Directorships and Committee memberships/ Chairmanships held in other companies	Given hereunder as (a)	Given hereunder as (b)	Given hereunder as (c)
Inter-se relationships between: - Directors - Key Managerial Personnel (KMP)	None of the Directors, Manager or KMP of the Company is related to Mr. Regis Sebastien Lacote.	None of the Directors, Manager or KMP of the company is related to Ms. Christelle Florence Nicole Jacquemet de Robillard.	None of the Directors, Manager or KMP of the Company is related to Mr. Matthieu Daubert.
Terms and conditions of appointment along with remuneration sought to be paid	Appointment as Non-Executive Non-Independent Director, liable to retire by rotation. Remuneration to be Paid – Entitled to Sitting Fees for attending Board and Committee Meetings.	Appointment as Non-Executive Non-Independent Director, liable to retire by rotation. Remuneration to be Paid- Entitled to Sitting Fees for attending Board and Committee Meetings.	Appointment as Non-Executive Non-Independent Director, liable to retire by rotation. Remuneration to be Paid- Entitled to Sitting Fees for attending Board and Committee Meetings.

Remuneration Last Drawn	NIL	NIL	NIL
Number of Board Meetings attended during the year 2025-26	One (1)	One (1)	One (1)
Name of Listed entities from which the Director has resigned in the past three years.	NIL	NIL	NIL
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements / justification for choosing the appointees for appointment as Independent Directors.	Not Applicable	Not Applicable	Not Applicable

Name of the Director	Mr. Normand Boivin	Dr. Mathilde Lemoine	Mr. Salil Anil Gupte
Director Identification Number (DIN)	11228805	11293586	08438601
Age	64 years	56 years	46 years
Qualification	Graduate in Business Management	Ph.D. in Economic Science and Post Graduate in international economics	Post Graduate in Business Administration and Graduate in Economics.
Brief resume of the Director and other details viz. qualifications, experience/ expertise, Nature of his / her expertise in specific functional areas;	Please refer to explanatory statement of Item No. 4 as set out above.	Please refer to explanatory statement of Item No. 5 as set out above.	Please refer to explanatory statement of Item No. 6 as set out above.
Date of first appointment on the Board	November 13, 2025	November 13, 2025	November 13, 2025
Shareholding in the Company including shareholding as a beneficial owner	NIL	NIL	NIL

Directorships and Committee memberships/ chairmanships held in other companies	Given hereunder as (d)	Given hereunder as (e)	Given hereunder as (f)
Inter-se relationships between: - Directors - Key Managerial Personnel (KMP)	None of the Directors, Manager or KMP of the Company is related to Mr. Normand Boivin.	None of the Directors, Manager or KMP of the Company is related to Dr. Mathilde Lemoine.	None of the Directors, Manager or KMP of the Company is related to Mr. Salil Anil Gupte.
Terms and conditions of appointment along with remuneration sought to be paid	<p>Appointment as Non-Executive Independent Director, not liable to retire by rotation, w.e.f. November 13, 2025 to hold office for the first term of 5 (five) consecutive years or up to the conclusion of the 34th Annual General Meeting of the Company, whichever is earlier.</p> <p>Remuneration to be Paid-</p> <p>Remuneration (inclusive of the Sitting Fees for attending Board and Committee Meetings), subject to the approval of the Members and as set out in the Item No. 7 of this Notice.</p>	<p>Appointment as Non-Executive Independent Director, not liable to retire by rotation, w.e.f. November 13, 2025 to hold office for the first term of 5 (five) consecutive years or up to the conclusion of the 34th Annual General Meeting of the Company, whichever is earlier.</p> <p>Remuneration to be Paid-</p> <p>Remuneration (inclusive of the Sitting Fees for attending Board and Committee Meetings), subject to the approval of the Members and as set out in the Item No. 7 of this Notice.</p>	<p>Appointment as Non-Executive Independent Director, not liable to retire by rotation, w.e.f. November 13, 2025 to hold office for the first term of 5 (five) consecutive years or up to the conclusion of the 34th Annual General Meeting of the Company, whichever is earlier.</p> <p>Remuneration to be Paid-</p> <p>Remuneration (inclusive of the Sitting Fees for attending Board and Committee Meetings), subject to the approval of the Members and as set out in the Item No. 7 of this Notice.</p>
Remuneration Last Drawn	NIL	NIL	NIL
Number of Board Meetings attended during the year 2025-26	One (1)	One (1)	One (1)
Name of Listed entities from which the Director has resigned in the past three years.	NIL	NIL	NIL
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such	Mr. Normand Boivin brings a wealth of experience in the airports operations and management and aviation sector. Given the company's active involvement in airport infrastructure and related services, his appointment to the Board would be a strategic advantage. His insights and	Dr. Mathilde Lemoine, a distinguished economist specializing in macroeconomics and international finance, would be a valuable addition to the Board. She is currently the Group Chief Economist at Edmond de Rothschild.	Mr. Salil Anil Gupte, a seasoned aviation professional with extensive experience in Global Leadership, business development, Sales & Commercial, Corporate Risk and investment in Aviation Sector. He possesses deep expertise in

requirements / justification for the for the as appointees for as appointment Independent Directors.	<p>guidance would significantly contribute to the Company's sustainable growth—not only within the airport domain but also across other emerging sectors.</p> <p>The Nomination and Remuneration Committee and the Board of Directors at their respective meetings have assessed his candidature, taking into account his detailed profile, experience and competencies and are of the view that he is a person of integrity and possesses necessary competencies and skills identified by the Board of Directors for being appointed as an Independent Director of the Company.</p> <p>Further, in view of his expertise and knowledge, the Board is of opinion that it would be in the interest of the Company to appoint him as an Independent Director of the Company.</p>	<p>Her expertise would support the Company in optimizing the use of both financial and non-financial resources. Her high-level public policy experience combined with board-level governance and operational leadership in global companies, would be extremely beneficial to the Company.</p> <p>Given your company's strong focus on sustainable resource utilization, Dr. Lemoine's insights would be instrumental in advancing this mission, while also contributing meaningfully across other strategic areas.</p> <p>The Nomination and Remuneration Committee and the Board of Directors at their respective meetings have assessed her candidature, taking into account her detailed profile, experience and competencies and are of the view that she is a person of integrity and possesses necessary competencies and skills identified by the Board of Directors for being appointed as an Independent Director of the Company.</p> <p>Further, in view of her expertise and knowledge, the Board is of opinion that it would be in the interest of the Company to appoint her as an Independent Director of the Company.</p>	<p>corporate risk management and investment strategies within the aviation sector. Considering his over 15 years of Leadership experience with Boeing and his other experiences in Investing and Investment Banking, it would be extremely beneficial to have him on the Board of the Company.</p> <p>Mr. Gupte's strategic insights, among other things, would serve as a guiding force in evaluating and steering future investments, thereby strengthening the company's financial and operational resilience.</p> <p>The Nomination and Remuneration Committee and the Board of Directors at their respective meetings have assessed his candidature, taking into account his detailed profile, experience and competencies and are of the view that he is a person of integrity and possesses necessary competencies and skills identified by the Board of Directors for being appointed as an Independent Director of the Company.</p> <p>Further, in view of his expertise and knowledge, the Board is of opinion that it would be in the interest of the Company to appoint him as an Independent Director of the Company.</p>
--	--	---	--

Name of the Director	Dr. Mundayat Ramachandran	Dr. Emandi Sankara Rao	Mr. Sadhu Ram Bansal
Director Identification Number (DIN)	01573258	05184747	06471984
Age	75 years	64 years	69 years

Qualifications	Retired IAS and Doctorate in Economics	Doctorate in Project Finance and Management, M. Tech and Graduate in Engineering.	MA – English, Associate of Indian Institute of Banking & Finance (AIIBF) and Certified Associate of Indian Institute of Bankers
Brief resume of the Director and other details viz. qualifications, experience/ expertise, Nature of his / her expertise in specific functional areas;	<p>Dr. Mundayat Ramachandran, is a retired IAS officer of the 1972 batch from the Uttarakhand cadre. He has done B.A. in History, Economics (topped University) and M.A in Economics, from University of Kerala. He has also done M.Phil. – Economic Planning from the University of Glasgow, UK. He holds a Doctorate of Philosophy in Economics from University of Lucknow for research thesis 'Alternative Approaches to Project Planning with Special Reference to India' – 2009. He has been awarded a Certificate in Public Policy Analysis from LSE (2023).</p> <p>He is having around 40 years of cross sector apex level policy making experience and field level implementation exposure in India and has served both at the central and state government levels. At state level he had held various senior positions including that of Chief Secretary of Government of Uttarakhand. As Secretary to Government of India, Ministry of Urban Development, he spearheaded the country's urban sector policies, reforms and initiatives widely recognized as a landmark period in transforming India's cities.</p> <p>Various assignments handled by him post-retirement from service includes working as Advisor/Consultant to</p>	<p>Dr. Emandi Sankara Rao holds a bachelor degree in Electrical & Electronics Engineering from Andhra University and has done post graduation M.Tech in Systems Reliability, Risk and Quality Engg. & Management from IIT Kharagpur. He has also done his research doctorate Ph.D from IIT-Bombay in "Project Finance & Management on Telecom Networks Effectiveness by Risk & Sensitivity using the Stochastic & Artificial Intelligence ANN Simulation Models". He is also a Chartered Engineer (Valuations) from Institution of Engineers India.</p> <p>He has 30 years of top management experience and 12 years of Board Level experience & expertise in Infrastructure & Industry, Banking & Finance, Institutional Development and Business Schools Management. He served in prestigious Govt. of India, All India Development Financial Institutions like IDBI, IDFC, IIFCL & Subsidiaries, IFCI Ltd & Subsidiaries and MDI & ILD B-Schools. He superannuated as the MD & CEO of IFCI Limited. Currently being in Visakhapatnam he is doing social work through his ISR, Teaching in Universities and Mentoring of Startups.</p>	<p>Mr. Sadhu Ram Bansal is a Postgraduate in English, a Certified Associate of the Indian Institute of Bankers (CAIIB), and an Associate of the Indian Institute of Banking and Finance (AIIBF). He brings extensive experience of more than 34 years in banking, finance, infrastructure finance, and administrative functions, followed by over 9 years as an Independent Director, Independent External Monitor (appointed by CVC, Government of India), and Advisor to multiple prestigious listed corporates across sectors such as education, infrastructure, social and welfare services, electronics, manufacturing, and services.</p> <p>He served as Chairman and Managing Director of Corporation Bank (a Public Sector Bank), Executive Director at Punjab National Bank, and Field General Manager at Dena Bank. He was also Chief General Manager at India Infrastructure Finance Company Ltd. (IIFCL). During his tenure as a banker, Mr. Bansal received numerous awards and accolades. He was appointed as Chairman, Director, or Member in various</p>

	<p>various State Governments, Urban local bodies, Universities, Societies/ Foundations in the areas of Infrastructure, Urban development, Project management, Higher education; Member of the National Steering Committee for Urban Capacity Building; Member of Steering Committee/Working Group of the Planning Commission relating to India's 12th Five-year plan (Urban Development); Advisor to the World Bank. He was also the Chairman of various Metro Rail Corporations and the Chairman of Indian Heritage Cities Foundation and Chancellor, the ICFAI University, Dehradun, Independent Director on the Boards of twelve companies in the Infrastructure sector and Chairman of the IDFC Foundation.</p> <p>He is also an author of 11 books on Infrastructure.</p>		<p>governing councils and committees.</p> <p>He led and participated in several marquee projects, including signing an MoU with JBIC in Tokyo, Japan, for financing the Delhi-Mumbai Industrial Corridor, and negotiations with multilateral and bilateral institutions such as the Asian Development Bank, World Bank, Japan Bank for International Cooperation (JBIC), and KfW. He was also a member of the study team on power equipment manufacturing companies in China.</p> <p>Mr. Bansal has been a speaker and panelist at various seminars and conferences organized by the Indian Institute of Corporate Affairs (IICA), industry chambers like FICCI and CII, management institutes such as IIM-A, and international conferences in Singapore and Dubai.</p> <p>His expertise in finance, board leadership, corporate governance, expansion, and strategic planning has been widely recognized as highly valuable for board-level responsibilities. His presence on the board reflects strong alignment with the organization's vision, ensuring effective leadership and strategic growth.</p>
Date of first appointment on the Board	September 09, 2021	September 09, 2021	September 09, 2021

Shareholding in the Company including shareholding as a beneficial owner	NIL	NIL	NIL
Directorships and Committee memberships/ Chairmanships held in other companies	Given hereunder as (g)	Given hereunder as (h)	Given hereunder as (i)
Inter-se relationships between: - Directors - Key Managerial Personnel (KMP)	None of the Directors, Manager or KMP of the Company is related to Dr. Mundayat Ramachandran.	None of the Directors, Manager or KMP of the Company is related to Dr. Emandi Sankara Rao.	None of the Directors, Manager or KMP of the Company is related to Mr. Sadhu Ram Bansal.
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid	Appointed as Non-Executive Independent Director, for the second term of 5 years w.e.f. September 09, 2024 or up to the conclusion of 33 rd Annual General Meeting, whichever is earlier. Remuneration to be Paid – Remuneration (inclusive of the Sitting Fees for attending Board and Committee Meetings), as set out in the Item No. 7 of this Notice.	Appointed as Non-Executive Independent Director, for the second term of 5 years w.e.f. September 09, 2024 or up to the conclusion of 33 rd Annual General Meeting, whichever is earlier. Remuneration to be Paid – Remuneration (inclusive of the Sitting Fees for attending Board and Committee Meetings), as set out in the Item No. 7 of this Notice.	Appointed as Non-Executive Independent Director, for the second term of 5 years w.e.f. September 09, 2024 or up to the conclusion of 33 rd Annual General Meeting, whichever is earlier. Remuneration to be Paid – Remuneration (inclusive of the Sitting Fees for attending Board and Committee Meetings), as set out in the Item No. 7 of this Notice.
Remuneration Last Drawn	No remuneration was paid apart from Sitting Fees for attending Board and Committee Meetings	No remuneration was paid apart from Sitting Fees for attending Board and Committee Meetings	No remuneration was paid apart from Sitting Fees for attending Board and Committee Meetings
Number of Board Meetings attended during the year 2025-26	Five (5)	Four(4)	Five (5)
Name of Listed entities from which the Director has resigned in the past three years.	NIL	Steel Exchange India Limited	Hindusthan Urban Infrastructure Limited (Cessation due to Completion of Term)
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements / justification for choosing the appointees for appointment as Independent Directors.	He was on Board since September 9, 2021 and was re-appointed by the Members at the 28 th AGM of the Company, considering his capabilities in detail. The current proposal is regarding the remuneration to be paid to him as detailed in item no. 7 of this Notice.	He was on Board since September 9, 2021 and was re-appointed by the Members at the 28 th AGM of the Company, considering his capabilities in detail. The current proposal is regarding the remuneration to be paid to him as detailed in item no. 7 of this Notice.	He was on Board since September 9, 2021 and was re-appointed by the Members at the 28 th AGM of the Company, considering his capabilities in detail. The current proposal is regarding the remuneration to be paid to him as detailed in item no. 7 of this Notice.

Name of the Director	Ms. Bijal Tushar Ajinkya	Mr. Subba Rao Amarthaluru	Mr. Anil Chaudhry	Mr. Alexandre Guillaume Roger Ziegler
Director Identification Number (DIN)	01976832	00082313	03213517	09382849
Age	49 years	65 years	64 years	56 years
Qualifications	LLM (International Law)	Chartered Accountant	Graduate in engineering, Executive Management Programs from Harvard Business School, Stanford Business School and INSEAD	Graduate in History
Brief resume of the Director and other details viz. qualifications, experience of his / her specific functional areas;	<p>Ms. Bijal Tushar Ajinkya is Senior Partner in Khaitan & Co, a leading law firm in India. With over 25 years of experience, she leads the Tax and Private Client Practices of the firm and serves on the executive committee of the firm. She is on the Steering Committee of the Cambridge Asia Pacific Forum and is the first Indian qualified lawyer to be admitted to the ACTEC (American College of Trust and Estate Counsel). She serves on the Scholarship Governance Council of the ARRA Foundation.</p> <p>She regularly features on an annual basis in the Chambers & Partners (Asia – Pacific), Citiwealth Leaders List, Asia Law, Legal 500, International Tax Review (Asia Pacific), Who's Who Legal Corporate Tax Guide, Private Client Global Elite, Expert Guides – Tax 2018, Indian</p>	<p>Mr. Subba Rao Amarthaluru is a commerce graduate and a Chartered Accountant. After 36 years of full time fiancé career in various reputed Indian and multi-national companies, he chose to retire on August 31, 2021. Subsequent to his retirement, he took up Board positions as Independent Director. He is also serving as a member / Chairman of various Board committees.</p> <p>He has an established and proven track record in Finance Leadership and end to end expertise in various facets of finance function, built over his 36 years of finance career in industry segments such as audit practice, manufacturing, financial services and infrastructure.</p> <p>Among various positions in his finance career, he was the Managing</p>	<p>Mr. Anil Chaudhry is a transformative business leader with over four decades of experience. He has been a strong votary of Sustainability, Energy Efficiency, Diversity and Inclusion.</p> <p>He was the founding CEO & Managing Director of Schneider Electric India Pvt. Ltd (SEIPL), an entity formed through the merger of Schneider Electric India's Low Voltage and Industry Automation business with L&Ts Electrical and Automation business. From 2013 to 2023, he held the position of Managing Director and Zone President of Schneider Electric, Greater India.</p> <p>Prior to this, he was the Senior Vice President, Global Sales Organisation, Infrastructure Business and a member of the Leadership Team in Paris at Schneider</p>	<p>Mr. Alexandre Guillaume Roger Ziegler, is graduated from the Institut d'Etudes Politiques (Institute of Political Studies) and holds a degree in history (the prestigious "Agrégation"). He is an alumnus of the École Normale Supérieure as well as of the French National School of Administration (1995-1997).</p> <p>From June 2016 to August 2019, he served as Ambassador of France to India.</p> <p>He joined SAFRAN on September 01, 2019, as Senior Executive Vice President International and Public Affairs. He joined SAFRAN Electronics & Defense on June 01, 2023, as Executive VP Defense Division.</p>

	<p>Lawyer 250 Law Business Research as a leader in the field of taxation, investments funds and private client in India. She has recently been ranked as a Leader Tax Champion in India by Legal Era, and has also been recognised by Asian Legal Business in their 2021 ranking as Asia's Top 15 Female Lawyers. Bijal has featured on IBLJ's future legal leaders list for India, 2021. In 2025 she was awarded the Innovative Lawyers Award by FT, for the Asia Pac region.</p>	<p>Director-Finance of Sanamar Group, Executive Director – Finance & Strategy at CLP India, Group CFO in RPG Group and Group CFO in GMR Group.</p> <p>Mr. Rao holds matured strengths in organizational building, leadership development, harmonious external relationship management and effective communication both internally and on public forums. He has contributed to Chartered Accountancy professional development by taking responsibilities in some committees constituted by ICAI and also contributed to the Infra Industry development by working on some committees constituted by the Government of India.</p>	<p>Electric and AREVA T&D. Further, he represented Schneider Electric with various Stakeholders in Government, Ministries, Industry Bodies (FICCI, CII.), Niti Aayog (Planning Commission), Utilities, Private Businesses, Investors, SEBI and Regulators (CCI) to position Schneider Electric as respected company focused to "Make New India Energy Positive" by providing Sustainable, Green and Energy Efficient Solutions & Technology for Infrastructure development in the country.</p>	
Date of first appointment on the Board	September 09, 2021	September 09, 2021	August 13, 2024	August 01, 2024
Shareholding in the Company including shareholding as a beneficial owner	NIL	NIL	NIL	NIL
Directorships and Committee memberships/ Chairmanships held in other companies	Given hereunder as (j)	Given hereunder as (k)	Given hereunder as (l)	Given hereunder as (m)

Inter-se relationships between: - Directors - Key Managerial Personnel (KMP)	None of the Directors, Manager or KMP of the Company is related to Ms. Bijal Tushar Ajinkya.	None of the Directors, Manager or KMP of the Company is related to Mr. Subba Rao Amarthaluru.	None of the Directors, Manager or KMP of the Company is related to Mr. Anil Chaudhry.	None of the Directors, Manager or KMP of the Company is related to Mr. Alexandre Guillaume Roger Ziegler
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid	Appointed as Non-Executive Independent Director, for the Second term of 5 years w.e.f. September 09, 2024 or up to the conclusion of 33 rd AGM, whichever is earlier. Remuneration to be Paid – Remuneration (inclusive of the Sitting Fees for attending Board and Committee Meetings) as set out in the Item No. 7 of this Notice.	Appointed as Non-Executive Independent Director, for the second term of 5 years w.e.f. September 09, 2024 or up to the conclusion of 33 rd AGM, whichever is earlier. Remuneration to be Paid – Remuneration (inclusive of the Sitting Fees for attending Board and Committee Meetings) as set out in the Item No. 7 of this Notice.	Appointed as Non-Executive Independent Director, for a first term of 5 years w.e.f. August 13, 2024 or up to the conclusion of 33 rd AGM, whichever is earlier. Remuneration to be Paid – Remuneration (inclusive of the Sitting Fees for attending Board and Committee Meetings) as set out in the Item No. 7 of this Notice.	Appointed as Non-Executive Independent Director, for a first term of 5 years w.e.f. August 1, 2024 or up to the conclusion of 33 rd AGM, whichever is earlier. Remuneration to be Paid – Remuneration (inclusive of the Sitting Fees for attending Board and Committee Meetings) as set out in the Item No. 7 of this Notice.
Remuneration Last Drawn	No remuneration was paid apart from Sitting Fees for attending Board and Committee Meetings	No remuneration was paid apart from Sitting Fees for attending Board and Committee Meetings	No remuneration was paid apart from Sitting Fees for attending Board and Committee Meetings	No remuneration was paid apart from Sitting Fees for attending Board and Committee Meetings
Number of Board Meetings attended during the year 2025-26	Five (5)	Five (5)	Five (5)	One (1)
Name of Listed entities from which the Director has resigned in the past three years.	NIL	NIL	Schneider Electric Infrastructure Limited	NIL
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements / justification for	She was on the Board since September 9, 2021 and was re-appointed by the Members at the 28 th AGM of the Company, considering her capabilities in detail. The current proposal is regarding the remuneration to be paid to her as detailed in item no. 7 of this Notice.	He was on the Board since September 9, 2021 and was re-appointed by the Members at the 28 th AGM of the Company, considering his capabilities in detail. The current proposal is regarding the remuneration to be paid to him as detailed in item no. 7 of this Notice.	He was on Board since August 13, 2024 and was appointed by the Members at the 28 th AGM of the Company, considering his capabilities in detail. The current proposal is regarding the remuneration to be paid to him as detailed in item no. 7 of this Notice.	He was on Board since August 1, 2024 and was appointed by the Members at the 28 th AGM of the Company, considering his capabilities in detail. The current proposal is regarding the remuneration to be paid to him as detailed in item no. 7 of this Notice.

choosing the appointees for appointment as Independent Directors.				
---	--	--	--	--

- (a) Names of other entities in which **Mr. Regis Sebastien Lacote** holds directorship and the Membership/ Chairmanship of Committees of the Board

S. No.	Name of Companies (Directorship)*	Membership / Chairmanship of Committees of the Board*
1.	Delhi International Airport Limited	-

- (b) Names of other entities in which **Ms. Christelle Florence Nicole Jacquemet de Robillard** holds directorship and the Membership/ Chairmanship of Committees of the Board

S. No.	Name of Companies (Directorship)*	Membership / Chairmanship of Committees of the Board*
	NIL	

- (c) Names of other entities in which **Mr. Matthieu Daubert** holds directorship and the Membership/ Chairmanship of Committees of the Board

S. No.	Name of Companies (Directorship)*	Membership / Chairmanship of Committees of the Board*
	NIL	

- (d) Names of other entities in which **Mr. Normand Boivin** holds directorship and the Membership/ Chairmanship of Committees of the Board

S. No.	Name of Companies (Directorship)*	Membership / Chairmanship of Committees of the Board*
	NIL	

- (e) Names of other entities in which **Dr. Mathilde Lemoine** holds directorship and the Membership/ Chairmanship of Committees of the Board

S. No.	Name of Companies (Directorship)*	Membership / Chairmanship of Committees of the Board*
	NIL	

- (f) Names of other entities in which **Mr. Salil Anil Gupte** holds directorship and the Membership / Chairmanship of Committees of the Board

S. No.	Name of Companies (Directorship)*	Membership / Chairmanship of Committees of the Board*
1.	Tata Boeing Aerospace Limited	-
2.	Boeing India Private Limited	-
3.	Boeing India Defense Private Limited	-

- (g) Names of other entities in which **Dr. Mundayat Ramachandran** holds directorship and the Membership/ Chairmanship of Committees of the Board

S. No.	Name of Companies (Directorship)*	Membership / Chairmanship of Committees of the Board*
1.	GMR Warora Energy Limited	Audit Committee (Chairman) Nomination and Remuneration Committee (Member) Corporate Social Responsibility Committee (Chairman)
2.	Sanmarg Projects Private Limited	-
3.	GMR Goa International Airport Limited	Audit Committee (Member) Nomination and Remuneration Committee (Chairman)
4.	Delhi International Airport Limited	Audit Committee (Member) Nomination and Remuneration Committee (Chairman)
5.	GMR Visakhapatnam International Airport Limited	Audit Committee (Member) Nomination and Remuneration Committee (Chairman) Corporate Social Responsibility Committee (Chairman)
6.	Cochin Smart Mission Limited	Audit Committee (Chairman) Nomination and Remuneration Committee (Member)
7.	GMR Energy Limited	Audit Committee (Chairman) Nomination and Remuneration Committee (Chairman) Corporate Social Responsibility Committee (Member)
8.	GMR Hyderabad International Airport Limited	Audit Committee (Member) Nomination and Remuneration Committee (Chairman)
9.	IDFC Foundation	-
10.	Kochi International Foundation	-

- (h) Names of other entities in which **Dr. Emandi Sankara Rao** holds directorship and the Membership/ Chairmanship of Committees of the Board

S. No.	Name of Companies (Directorship)*	Membership / Chairmanship of Committees of the Board*
1.	GMR Power and Urban Infra Limited	Corporate Social Responsibility Committee (Member)
2.	Coastal Corporation Limited	Audit Committee (Member) Nomination and Remuneration Committee (Member) Stakeholders Relationship Committee (Member)
3.	Visakha Pharmacity Limited [Formerly known as Ramky Pharma City (India) Limited]	Corporate Social Responsibility Committee (Member)
4.	Delhi Duty Free Services Private Limited	Audit Committee (Member) Corporate Social Responsibility Committee (Member) Nomination and Remuneration Committee (Member)
5.	Delhi International Airport Limited	Audit Committee (Member) Nomination and Remuneration Committee (Member) Corporate Social Responsibility Committee (Chairman)
6.	Vizag Profiles Private Limited	-
7.	GMR Energy Trading Limited	Audit Committee (Member) Nomination and Remuneration Committee (Member)
8.	Patel Engineering Ltd.	Stakeholders' relationship Committee (Chairman)
9.	Coastal Biotech Private Limited	-
10.	EAAA Transinfra Managers Limited	Audit Committee (Member) Nomination and Remuneration Committee (Member) Stakeholders Relationship Committee (Chairman) Risk Management Committee (Member)

- (i) Names of other entities in which **Mr. Sadhu Ram Bansal** holds directorship and the Membership/ Chairmanship of Committees of the Board

S. No.	Name of Companies (Directorship)*	Membership / Chairmanship of Committees of the Board*
1.	KEI Industries Limited	Audit Committee (Chairman) Risk Management Committee (Member) CSR and ESG Committee (Chairman) Nomination and Remuneration Committee (Member) Fund Raising Committee (Member)
2.	JK Lakshmi Cement Limited	Audit Committee (Chairman) Stakeholder Relationship Committee (Member) Nomination and Remuneration Committee (Chairman) Risk Management Committee (Chairman) Committee of Directors (Member)
3.	Lux Industries Limited	Audit Committee (Member) Nomination and Remuneration Committee (Member)

- (j) Names of other entities in which **Ms. Bijal Tushar Ajinkya** holds directorship and the Membership/ Chairmanship of Committees of the Board

S. No.	Name of Companies (Directorship)*	Membership / Chairmanship of Committees of the Board*
1.	GMR Hyderabad International Airport Limited	Audit Committee (Member)
2.	Delhi International Airport Limited	Audit Committee (Member) Nomination and Remuneration Committee (Member)
3.	GMR Air Cargo and Aerospace Engineering Limited	Audit Committee (Member) Corporate Social Responsibility Committee (Member)
4.	Automotive Axles Limited	Audit Committee (Member) Nomination and Remuneration Committee (Member) Corporate Social Responsibility Committee (Member)
5.	Everest Industries Limited	Nomination and Remuneration Committee (Member)
6.	Course5 Intelligence Limited	Audit Committee (Member)
7.	Mahindra Holdings Limited	Corporate Social Responsibility Committee (Member)
8.	Alicon Castalloy Limited	-

- (k) Names of other entities in which **Mr. Subba Rao Amarthaluru** holds directorship and the Membership/ Chairmanship of Committees of the Board

S. No.	Name of Companies (Directorship)*	Membership / Chairmanship of Committees of the Board*
1.	GMR Hyderabad International Airport Limited	Audit Committee (Chairman) Nomination and Remuneration Committee (Member) Corporate Social Responsibility Committee (Chairman) Risk Management and Environment, Social and Governance Committee (Member)
2.	Delhi International Airport Limited	Audit Committee (Chairman) Stakeholder Relationship Committee (Member) Nomination and Remuneration Committee (Member) Risk Management Committee & Environment, Social and Governance Committee (Member)
3.	Delhi Duty Free Services Private Limited	Audit Committee (Chairman)
4.	Gigleji Teknet Private Limited	-
5.	Sobha Limited	Audit Committee (Member) Nomination and Remuneration Committee (Member) Risk Management Committee (Chairman)

6.	Linde India Limited	Audit Committee (Chairman) Risk Management Committee (Chairman) Stakeholders' relationship Committee (Member)
7.	Insulin Yogi Private Limited	-

- (l) Names of other entities in which **Mr. Anil Chaudhry** holds directorship and the Membership/ Chairmanship of Committees of the Board

S. No.	Name of Companies (Directorship) *	Membership / Chairmanship of Committees of the Board*
1.	Titan Company Limited	CSR and Sustainability Committee (Chairman) Ethics and Compliances Committee (Chairman)
2.	Crompton Greaves Consumer Electricals Limited	-
3.	Maple Infra InvIT Investment Manager Private Limited	-
4.	Mahindra Accelo Limited	-
5.	Akzo Nobel India Limited	Audit Committee and Risk Management Committee (Member) Nomination and Remuneration Committee (Chairman)
6.	SCL Lifesciences Limited	Audit Committee (Member) Nomination and Remuneration Committee (Member)

- (m) Names of other entities in which **Mr. Alexandre Guillaume Roger Ziegler** holds directorship and the Membership/ Chairmanship of Committees of the Board

S. No.	Name of Companies (Directorship) *	Membership / Chairmanship of Committees of the Board*
		NIL

Note: *Foreign entities not considered.

Statement containing required information pursuant to Section II of Schedule V of Act**I. General information:**

Particulars	Details
Nature of industry	1. Airport related and allied airport activities including Non-Aero Concessions, such as Duty Free, Car Park, Cargo Facilities, Retail etc., city side real estate development including EPC works. 2. Investment Activity and corporate support to various infrastructure SPVs.
Date or expected date of commencement of commercial production	The Company received its certificate of commencement of business on May 23, 1996.
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
Financial performance based on given indicators	For Financial year 2024-25 (INR in Crore) on standalone basis: a. Revenue from operations: INR 1,263.40 b. Profit/ (Loss) before tax: INR (187.95) c. Profit / (Loss) after tax: INR (190.74)
Foreign investments or collaborations, if any	Aéroports de Paris S.A. (ADP), a foreign company owned by the government of France is one of the Company's promoters and holds, along with its affiliates, 32.30% equity in the Company. Besides the above, 17.08% of the shareholding of the Company is held by foreign institutional investors and 7.36% of the shareholding of the Company are held by other foreign shareholders such as foreign companies, NRIs, etc.

II. Information about the appointee(s):

Name of the Director	Mr. Normand Boivin	Dr. Mathilde Lemoine	Mr. Salil Anil Gupte
Background details	Please refer to explanatory statement of Item No. 4 as set out above.	Please refer to explanatory statement of Item No. 5 as set out above.	Please refer to explanatory statement of Item No. 6 as set out above.
Past remuneration	NIL	NIL	NIL
Recognition or awards	Please refer to explanatory statement of Item No. 4 as set out above.	Please refer to explanatory statement of Item No. 5 as set out above.	Please refer to explanatory statement of Item No. 6 as set out above.

Job profile and his / her suitability	<p>Being an Independent Director, Mr. Normand Boivin will be responsible, inter-alia, for providing independent and objective judgment and oversight on corporate governance, strategy, and compliance, ensuring high standards of corporate governance, financial integrity, transparency, accountability, and protection of stakeholder interests.</p> <p>The rich and varied experience of Mr. Boivin as detailed in the respective Explanatory Statement and Annexures above, will be very beneficial to the Company including for ensuring above responsibilities.</p>	<p>Being an Independent Director, Dr. Mathilde Lemoine will be responsible, inter-alia, for providing independent and objective judgment and oversight on corporate governance, strategy, and compliance, ensuring high standards of corporate governance, financial integrity, transparency, accountability, and protection of stakeholder interests.</p> <p>The rich and varied experience of Dr. Lemoine as detailed in the respective Explanatory Statement and Annexures above, will be very beneficial to the Company including for ensuring above responsibilities.</p>	<p>Being an Independent Director, Mr. Salil Anil Gupte will be responsible, inter-alia, for providing independent and objective judgment and oversight on corporate governance, strategy, and compliance, ensuring high standards of corporate governance, financial integrity, transparency, accountability, and protection of stakeholder interests.</p> <p>The rich and varied experience of Mr. Gupte as detailed in the respective Explanatory Statement and Annexures above, will be very beneficial to the Company including for ensuring above responsibilities.</p>
Remuneration proposed	Remuneration as set out in the Item No. 7 of this Notice.	Remuneration as set out in the Item No. 7 of this Notice.	Remuneration as set out in the Item No. 7 of this Notice.
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	<p>Considering the responsibility shouldered by the independent directors, and their professional and intellectual contribution to the company's operations, proposed remuneration is commensurate with Industry standards and Board level positions held in similar sized and similarly positioned businesses.</p> <p>The aforesaid proposed annual remuneration to Independent Director has been verified externally by AON, a globally reputed independent HR agency and the same is found to be well within the Industry Benchmark remuneration.</p>	<p>Considering the responsibility shouldered by the independent directors, and their professional and intellectual contribution to the company's operations, proposed remuneration is commensurate with Industry standards and Board level positions held in similar sized and similarly positioned businesses.</p> <p>The aforesaid proposed annual remuneration to Independent Director has been verified externally by AON, a globally reputed independent HR agency and the same is found to be well within the Industry Benchmark remuneration.</p>	<p>Considering the responsibility shouldered by the independent directors, and their professional and intellectual contribution to the company's operations, proposed remuneration is commensurate with Industry standards and Board level positions held in similar sized and similarly positioned businesses.</p> <p>The aforesaid proposed annual remuneration to Independent Director has been verified externally by AON, a globally reputed independent HR agency and the same is found to be well within the Industry Benchmark remuneration.</p>
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other Director, if any.	Except for the Sitting fees and the proposed remuneration, there is no pecuniary relationship directly or indirectly with the Company, or relationship with the Managerial Personnel or other Directors.	Except for the Sitting fees and the proposed remuneration, there is no pecuniary relationship directly or indirectly with the Company, or relationship with the Managerial Personnel or other Directors.	Except for the Sitting fees and the proposed remuneration, there is no pecuniary relationship directly or indirectly with the Company, or relationship with the Managerial Personnel or other Directors.

II. Information about the appointee(s):

Name of the Director	Dr. Mundayat Ramachandran	Dr. Emandi Sankara Rao	Mr. Sadhu Ram Bansal
Background details	Please refer to Brief resume and other details of the Director as set out in Annexure I above.	Please refer to Brief resume and other details of the Director as set out in Annexure I above.	Please refer to Brief resume and other details of the Director as set out in Annexure I above.
Past remuneration	No remuneration was paid apart from Sitting Fees for attending Board and Committee Meetings	No remuneration was paid apart from Sitting Fees for attending Board and Committee Meetings	No remuneration was paid apart from Sitting Fees for attending Board and Committee Meetings
Recognition or awards	Please refer to Brief resume and other details of the Director as set out in Annexure I above.	Please refer to Brief resume and other details of the Director as set out in Annexure I above.	Please refer to Brief resume and other details of the Director as set out in Annexure I above.
Job profile and his / her suitability	<p>Being an Independent Director, Dr. Mundayat Ramachandran is responsible, inter-alia, for providing independent and objective judgment and oversight on corporate governance, strategy, and compliance, ensuring high standards of corporate governance, financial integrity, transparency, accountability, and protection of stakeholder interests.</p> <p>The rich and varied experience of Dr. Mundayat Ramachandran as detailed in the Annexures above, is very beneficial to the Company including for ensuring above responsibilities.</p>	<p>Being an Independent Director, Dr. Emandi Sankara Rao is responsible, inter-alia, for providing independent and objective judgment and oversight on corporate governance, strategy, and compliance, ensuring high standards of corporate governance, financial integrity, transparency, accountability, and protection of stakeholder interests.</p> <p>The rich and varied experience of Dr. Emandi Sankara Rao as detailed in the Annexures above, is very beneficial to the Company including for ensuring above responsibilities.</p>	<p>Being an Independent Director, Mr. Sadhu Ram Bansal is responsible, inter-alia, for providing independent and objective judgment and oversight on corporate governance, strategy, and compliance, ensuring high standards of corporate governance, financial integrity, transparency, accountability, and protection of stakeholder interests.</p> <p>The rich and varied experience of Mr. Sadhu Ram Bansal as detailed in the Annexures above, is very beneficial to the Company including for ensuring above responsibilities.</p>
Remuneration proposed	Remuneration as set out in the Item No. 7 of this Notice.	Remuneration as set out in the Item No. 7 of this Notice.	Remuneration as set out in the Item No. 7 of this Notice.
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Considering the responsibility shouldered by the independent directors, and their professional and intellectual contribution to the company's operations, proposed remuneration is commensurate with Industry standards and Board level positions held in similar sized and similarly	Considering the responsibility shouldered by the independent directors, and their professional and intellectual contribution to the company's operations, proposed remuneration is commensurate with Industry standards and Board level positions held in similar sized and similarly	Considering the responsibility shouldered by the independent directors, and their professional and intellectual contribution to the company's operations, proposed remuneration is commensurate with Industry standards and Board level positions held in similar sized and similarly

	positioned businesses. The aforesaid proposed annual remuneration to Independent Director has been verified externally by AON, a globally reputed independent HR agency and the same is found to be well within the Industry Benchmark remuneration.	positioned businesses. The aforesaid proposed annual remuneration to Independent Director has been verified externally by AON, a globally reputed independent HR agency and the same is found to be well within the Industry Benchmark remuneration.	positioned businesses. The aforesaid proposed annual remuneration to Independent Director has been verified externally by AON, a globally reputed independent HR agency and the same is found to be well within the Industry Benchmark remuneration.
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other Director, if any.	Except for the Sitting fees and the proposed remuneration, there is no pecuniary relationship directly or indirectly with the Company, or relationship with the Managerial Personnel or other Directors.	Except for the Sitting fees and the proposed remuneration, there is no pecuniary relationship directly or indirectly with the Company, or relationship with the Managerial Personnel or other Directors.	Except for the Sitting fees and the proposed remuneration, there is no pecuniary relationship directly or indirectly with the Company, or relationship with the Managerial Personnel or other Directors.

II. Information about the appointee(s):

Name of the Director	Mr. Bijal Tushar Ajinkya	Mr. Subba Rao Amarthaluru	Mr. Anil Chaudhry	Mr. Alexandre Guillaume Roger Ziegler
Background details	Please refer to Brief resume of the Director as set out in Annexure I above.	Please refer to Brief resume of the Director as set out in Annexure I above.	Please refer to Brief resume of the Director as set out in Annexure I above.	Please refer to Brief resume of the Director as set out in Annexure I above.
Past remuneration	No remuneration was paid apart from Sitting Fees for attending Board and Committee Meetings	No remuneration was paid apart from Sitting Fees for attending Board and Committee Meetings	No remuneration was paid apart from Sitting Fees for attending Board and Committee Meetings	No remuneration was paid apart from Sitting Fees for attending Board and Committee Meetings
Recognition or awards	Please refer to Brief resume and other details of the Director as set out in Annexure I above.	Please refer to Brief resume and other details of the Director as set out in Annexure I above.	Please refer to Brief resume and other details of the Director as set out in Annexure I above.	Please refer to Brief resume and other details of the Director as set out in Annexure I above.
Job profile and his / her suitability	Being an Independent Director, Ms. Bijal Tushar Ajinkya is responsible, inter-alia, for providing independent and objective judgment and oversight on corporate governance, strategy, and compliance, ensuring high standards of corporate governance, financial integrity, transparency, accountability, and protection of stakeholder interests. The rich and varied experience of Ms. Bijal	Being an Independent Director, Mr. Subba Rao Amarthaluru is responsible, inter-alia, for providing independent and objective judgment and oversight on corporate governance, strategy, and compliance, ensuring high standards of corporate governance, financial integrity, transparency, accountability, and protection of stakeholder interests. The rich and varied experience of Mr.	Being an Independent Director, Mr. Anil Chaudhry is responsible, inter-alia, for providing independent and objective judgment and oversight on corporate governance, strategy, and compliance, ensuring high standards of corporate governance, financial integrity, transparency, accountability, and protection of stakeholder interests.	Being an Independent Director, Mr. Alexandre Guillaume Roger Ziegler is responsible, inter-alia, for providing independent and objective judgment and oversight on corporate governance, strategy, and compliance, ensuring high standards of corporate governance, financial integrity, transparency, accountability, and protection of stakeholder interests. The rich and varied

	Tushar Ajinkya as detailed in the Annexures above, is very beneficial to the Company including for ensuring above responsibilities.	Subba Rao Amarthaluru as detailed in the Annexures above, is very beneficial to the Company including for ensuring above responsibilities.	The rich and varied experience of Mr. Anil Chaudhry as detailed in the Annexures above, is very beneficial to the Company including for ensuring above responsibilities.	experience of Mr. Alexandre Guillaume Roger Ziegler as detailed in the Annexures above, is very beneficial to the Company including for ensuring above responsibilities.
Remuneration proposed	Remuneration as set out in the Item No. 7 of this Notice.	Remuneration as set out in the Item No. 7 of this Notice.	Remuneration as set out in the Item No. 7 of this Notice.	Remuneration as set out in the Item No. 7 of this Notice.
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	<p>Considering the responsibility shouldered by the independent directors, and their professional and intellectual contribution to the company's operations, proposed remuneration is commensurate with Industry standards and Board level positions held in similar sized and similarly positioned businesses.</p> <p>The aforesaid proposed annual remuneration to Independent Director has been verified externally by AON, a globally reputed independent HR agency and the same is found to be well within the Industry Benchmark remuneration.</p>	<p>Considering the responsibility shouldered by the independent directors, and their professional and intellectual contribution to the company's operations, proposed remuneration is commensurate with Industry standards and Board level positions held in similar sized and similarly positioned businesses.</p> <p>The aforesaid proposed annual remuneration to Independent Director has been verified externally by AON, a globally reputed independent HR agency and the same is found to be well within the Industry Benchmark remuneration.</p>	<p>Considering the responsibility shouldered by the independent directors, and their professional and intellectual contribution to the company's operations, proposed remuneration is commensurate with Industry standards and Board level positions held in similar sized and similarly positioned businesses.</p> <p>The aforesaid proposed annual remuneration to Independent Director has been verified externally by AON, a globally reputed independent HR agency and the same is found to be well within the Industry Benchmark remuneration.</p>	<p>Considering the responsibility shouldered by the independent directors, and their professional and intellectual contribution to the company's operations, proposed remuneration is commensurate with Industry standards and Board level positions held in similar sized and similarly positioned businesses.</p> <p>The aforesaid proposed annual remuneration to Independent Director has been verified externally by AON, a globally reputed independent HR agency and the same is found to be well within the Industry Benchmark remuneration.</p>
Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel or other Director, if any.	Except for the Sitting fees and the proposed remuneration, there is no pecuniary relationship directly or indirectly with the Company, or relationship with the Managerial Personnel or other Directors.	Except for the Sitting fees and the proposed remuneration, there is no pecuniary relationship directly or indirectly with the Company, or relationship with the Managerial Personnel or other Directors.	Except for the Sitting fees and the proposed remuneration, there is no pecuniary relationship directly or indirectly with the Company, or relationship with the Managerial Personnel or other Directors.	Except for the Sitting fees and the proposed remuneration, there is no pecuniary relationship directly or indirectly with the Company, or relationship with the Managerial Personnel or other Directors.

III. Other information:

Particulars	Details
Reasons of loss or inadequate profits	Being the Infrastructure holding company, with investments in long gestation projects, the returns from its investments are yet to materialize.
Steps taken or proposed to be taken for improvement	<p>Following steps are taken by the Company for improvement:</p> <ul style="list-style-type: none">• The Company is now engaged in various airport adjacency businesses and will also be exploring new opportunities, which are expected to generate substantial revenues.• The Company is continuing to work towards the 'Asset Light Asset Right' strategy adopted;• The Company is making continued endeavours to reduce debt/ reduce cost of borrowing.• Cost rationalization and optimization of expenditure to achieve the stated goals of the business.• The Company continues above action plan and takes appropriate measures to sweat existing operating assets Scout for business opportunities which are in sync with the business strategy of the Group.
Expected increase in productivity and profits in measurable terms	Barring unforeseen circumstances, the Company hopes to increase the revenue and profits by improved margins in current year.