September 05, 2025

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai – 400 001
Scrip: 543490

National Stock Exchange of India Limited
Exchange Plaza
Plot no. C/1, G Block
Bandra-Kurla Complex
Bandra (E), Mumbai - 400 051
Symbol: GMRP&UI

Sub: Notice of the 6th Annual General Meeting of the Company.

Ref: Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR").

Dear Sir/Madam,

This is to inform you that 6th (Sixth) Annual General Meeting ("AGM") of the members of GMR Power and Urban Infra Limited ("the Company") will be held on Monday, September 29, 2025 at 11.00 A.M. (IST) through Video Conferencing to transact the business as set out in the Notice of the 6th (Sixth) AGM. A copy of the Notice is enclosed.

Further, pursuant to the Regulation 29(1)(d) of SEBI LODR, the approval of the shareholders is being sought for raising of funds of up to ₹ 3000 Crore in one or more tranche(s), through issue of securities including fully paid-up Equity Shares, non-convertible debentures along with warrants and/or convertible securities other than warrants and/or any other securities either through Qualified Institutions Placement or any other method and/or issue of Foreign Currency Convertible Bonds as an **Enabling Resolution** as per the requirements of applicable laws which shall also be subject to approval of other regulatory and/or statutory authorities, as applicable.

Further, in terms of regulation 36(1)(b) of the SEBI LODR, a letter containing the web-link, exact path and QR Code comprising of Notice convening 6th (Sixth) AGM and Annual Report for the financial year 2024-25, is being sent by post/courier to those members who have not registered their e-mail address with the Registrar and Share Transfer Agent/Company or Depository Participant(s).

Further, in accordance with the provisions of the Companies Act, 2013 and pursuant to Regulation 44 of the SEBI LODR, the Company is providing the facility for remote e-voting for its members whose names are recorded in the Register of Members or Register of Beneficial Owner maintained by the Depositories as on the Cut-off Date i.e. Monday, September 22, 2025. The remote e-voting for the 6th (Sixth) AGM will commence on Thursday, September 25, 2025 at 9.00 a.m. (IST) and will end at 5:00 p.m. (IST) on Sunday, September 28, 2025 (both days inclusive). During this period, the members of the Company holding shares, as on the cut-off date, can cast their votes in the manner and process set out in the Notice of the 6th (Sixth) AGM.

GMR POWER & URBAN INFRA

Request you to please take the same on record.

Thanking you,

for **GMR Power and Urban Infra Limited**

VIMAL
PRAKASH

Digitally signed by VIMAL PRAKASH
DN: c=IN, st=Uttar Pradesh,
2.5.4.20=09e79e5b5973f5d27f524d8f729491be0400c09f4a9aa84fb
61df4038ba80ec2, postalCode=201009, street=D105 VIJAY NAGAR
SECTOR9 GAZIABAD FOR NEW VTC UTTAR PRADESH201009,
pseudonym=1687ffb3-9f02-4db5-854e-cc7841ad7341,
serialNumber=eff6d848d16bebf189f5160eb398824e02e1ed1656fa
386f8400ee8821874c15, o=Personal, cn=VIMAL PRAKASH
Date: 2025.09.05 19:22:45 +05'30'

Vimal Prakash
Company Secretary & Compliance Officer

Encl: As above

GMR Power and Urban Infra Limited

(CIN: L45400HR2019PLC125712)
Regd. Office: Unit No. 12, 18th Floor, Tower A, Building No. 5,
DLF Cyber City, DLF Phase– III, Gurugram– 122002, Haryana, India
T +91 124 6637750; W: www.gmrpui.com
Email id: GPUIL.CS@gmrgroup.in

NOTICE

Notice is hereby given that the 6th (Sixth) Annual General Meeting of the Members of **GMR Power and Urban Infra Limited** ("Company" or "GPUIL") will be held on Monday, September 29, 2025, at 11.00 A.M. (IST) through Video Conferencing ("VC") to transact the following business:

Ordinary Business:

1. **To consider and adopt the Audited Financial Statements (including Consolidated Financial Statements) of the Company for the Financial Year ended March 31, 2025, and the Reports of the Board of Directors and Auditors thereon.**

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

   "RESOLVED THAT the Audited Financial Statements (including Consolidated Financial Statements) of the Company for the Financial Year ended March 31, 2025, and the Reports of the Board of Directors and Auditors thereon be and are hereby adopted."

2. **To appoint a Director in place of Mr. Subbarao Gunuputi (DIN: 00064511), who retires by rotation and being eligible, offers himself for re-appointment.**

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

   "RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Subbarao Gunuputi (DIN: 00064511), who retires by rotation, being eligible, offered himself for re-appointment, be and is hereby re-appointed as a Director liable to retire by rotation."

3. **To appoint a Director in place of Mr. Madhva Bhimacharya Terdal (DIN: 05343139), who retires by rotation and being eligible, offers himself for re-appointment.**

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

   "RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Madhva Bhimacharya Terdal (DIN: 05343139), who retires by rotation, being eligible, offered himself for re-appointment, be and is hereby re-appointed as a Director liable to retire by rotation."

4. **To re-appoint M/s Walker Chandiok & Co LLP as the Statutory Auditors 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 provisions of Sections 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") and upon recommendation of the Audit Committee, M/s Walker Chandiok & Co LLP, Chartered Accountants (Firm Registration No. 001076N/ N500013), be and are hereby re-appointed as the Statutory Auditors of the Company to hold office for a further term of 5 (five) consecutive years i.e. from the conclusion of 6th Annual General Meeting till the conclusion of 11th Annual General Meeting of the Company (to be held in the calendar year 2030), at such remuneration as may be decided by the Board of Directors of the Company (including Committee thereof).

   RESOLVED FURTHER THAT the Board of Directors (which term shall include any committee of the Board authorised in this regard) be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms or submission of documents with any authority or accepting any modifications to the clauses as required by such authorities, for the purpose of giving effect to this resolution and for matters connected therewith, or incidental thereto."

Special Business:

5. **Re-appointment of Mr. Shantanu Ghosh (DIN: 00041435) as an Independent Director.**

   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 Sections 149, 150, 152 and other applicable provisions of the

Companies Act, 2013 ("the Act"), if any, read with Schedule IV of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Articles of Association of the Company and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") and on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Shantanu Ghosh (DIN: 00041435) who holds office as an Independent Director of the Company upto the ensuing Annual General Meeting and has given his consent along with a declaration that he meets the criteria of Independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI LODR and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act, proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for the second term of 5 (five) years with effect from September 29, 2025 or upto the 11th Annual General Meeting of the Company (to be held in the calendar year 2030), whichever is earlier."

6. **Re-appointment of Dr. Fareed Ahmed (DIN: 09698462) as an Independent Director.**

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 Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 ("the Act"), if any, read with Schedule IV of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Articles of Association of the Company and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (" SEBI LODR ") and on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Dr. Fareed Ahmed (DIN:09698462) who holds office as an Independent Director of the Company upto the ensuing Annual General Meeting and has given his consent along with a declaration that he meets the criteria of Independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI LODR and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act, proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for the second term of 5 (five) years with effect from September 29, 2025 or upto the 11th Annual General Meeting of the Company (to be held in the calendar year 2030), whichever is earlier."

7. **Re-appointment of Ms. Suman Naresh Sabnani (DIN:10223343) as an Independent Director.**

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 Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 ("the Act"), if any read with Schedule IV of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force), Articles of Association of the Company and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") and on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Ms. Suman Naresh Sabnani (DIN:10223343) who holds office as an Independent Director of the Company upto the ensuing Annual General Meeting and has given her consent along with a declaration that she meets the criteria of Independence under Section 149(6) of the Act and Regulation 16(1)(b) of SEBI LODR and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act, proposing her candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for the second term of 5 (five) years with effect from September 29, 2025 or upto the 11th Annual General Meeting of the Company (to be held in the calendar year 2030), whichever is earlier."

8. **Appointment of M/s. V Sreedharan & Associates as Secretarial Auditor 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 Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") and other applicable provisions of Companies Act, 2013 and any other law for the time being in force, if any, (including any statutory modification(s) or re-enactment thereof for the time being in force), and upon recommendation of Audit Committee and the Board of Directors, M/s. V Sreedharan & Associates, Company Secretaries (Peer Review Certificate No: 5543/2024 and Firm Registration No. P1985KR14800), be and are hereby appointed as the Secretarial Auditor of the Company, to conduct the Secretarial Audit of the Company for the first term of 5 (five) years, beginning from the FY 2025-26 and ending in FY 2029-30, on such remuneration as may be determined by the Board of Directors (including Committee thereof).

RESOLVED FURTHER THAT the Board of Directors (which term shall include any committee of the Board authorised in this regard) 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 this resolution and for matters connected therewith, or incidental thereto."

9. **Ratification of remuneration to Cost Auditors of the Company for the Financial Year ended March 31, 2026.**

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

"**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration payable to M/s. JSN & Company, Cost Accountants (Firm Registration No. 000455), appointed by the Board of Directors, on the recommendation of Audit Committee, as Cost Auditors to conduct the audit of the cost records maintained by the Company, for the financial year ending March 31, 2026, being ₹ 1,25,000/- (Rupees One Lakh Twenty-Five Thousand Only) plus applicable taxes and reimbursement of out-of-pocket expenses that may be incurred by them in connection with the aforesaid audit, be and is hereby ratified."

10. **Approval for raising of funds through issuance of equity shares and/or other eligible securities through Qualified Institutions Placement and/or Foreign Currency Convertible Bond.**

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

"**RESOLVED THAT** pursuant to Sections 23, 42, 62, 71, 179 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act ") and the applicable rules made thereunder [including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014], each including any amendment(s), statutory modification(s), or re-enactment(s) thereof for the time being in force and in accordance with the relevant provisions of the Memorandum of Association and Articles of Association of the Company and in accordance with the regulations for qualified institutions placement contained in Chapter VI and other applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 ("SEBI Debt Regulations") as amended, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI LODR Regulations") and applicable provisions of the Foreign Exchange Management Act, 1999 ("FEMA") and the regulations made thereunder including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended, the Foreign Exchange Management (Debt Instruments) Regulations, 2019 as amended, the Issue of Foreign Currency Convertible Bonds and Ordinary shares (Through Depository Receipt Mechanism) Scheme 1993 ("FCCB Scheme") as amended, Foreign Exchange Management (Transfer or Issue of any Foreign Security) Regulations, 2004 as amended, the Consolidated FDI Policy issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India from time to time, each as amended including ECB Guidelines as amended, the uniform listing agreements entered into by the Company with the stock exchanges where the equity shares of face value of ₹ 5/- (Rupees Five) each of the Company are listed ("Stock Exchanges", and such equity shares, the "Equity Shares"), and other provisions of applicable law (including all other applicable statutes, clarifications, rules, regulations, circulars, notifications, and guidelines issued by the Government of India ("GOI"), Ministry of Corporate Affairs ("MCA"), Reserve Bank of India ("RBI"), Securities and Exchange Board of India ("SEBI"), the Stock Exchanges, Registrar of Companies ("RoC") and such other statutory/ regulatory authorities in India or abroad (the "Appropriate Authorities") from time to time, and subject to existing borrowing limits and security creation limits approved by the Members of the Company and all approvals, permissions, consents, and/ or sanctions as may be necessary or required from any of the Appropriate Authorities, and subject to such terms, conditions, or modifications as may be prescribed or imposed while granting such approvals, permissions, consents, and/ or sanctions by any of the aforesaid authorities, which may be agreed to by the Board of Directors of the Company ("Board", which term shall include the Management Committee of the Board or any other committee which the Board may have constituted or may hereinafter constitute to exercise its powers, including the powers conferred by this resolution), and subject to any other alterations, modifications, conditions, changes and variations that may be decided by the Board, the approval of the Members of the Company be and is hereby accorded to the Board and the Board be and is hereby authorised to create, offer, issue, and allot (including with provisions for reservations on firm and/or competitive basis, or such part of issue and for such categories of persons as may be permitted) such number of fully paid-up Equity Shares, non-convertible debentures along with warrants and/or convertible securities other than warrants (collectively, referred to as the "Securities"), to qualified institutional buyers (as defined under the SEBI ICDR Regulations) ("QIBs"), whether they are holders of the Equity Shares or not, through one or more qualified institutions placements ("QIP"), pursuant to and in accordance with Chapter VI of the SEBI ICDR Regulations, as applicable, and/ or Foreign Currency Convertible Bonds ("FCCB") to Investors eligible to invest as per FCCB Scheme/ FEMA or combination thereof or any other method as may be permitted under law through the issuance of a placement document(s)/offer document, as permitted under applicable laws and regulations, in one or more tranches, for cash, at such price or prices (including, at a discount or premium to market price or prices permitted under applicable law) as may be deemed fit, including a premium or discount that may be permitted under the SEBI ICDR Regulations on the floor price calculated as per Regulation 176 of the SEBI ICDR Regulations for QIP, such that the total amount to be raised through issue of Securities through a QIP and/or FCCB, either singly or in any combination thereof shall not exceed ₹ 3,000 crores (Rupees Three Thousand Crores only) (inclusive of such premium as may be fixed on such Securities), to be subscribed in Indian Rupees or its equivalent of any foreign currency(ies) by all eligible investors, including resident or non-resident/ foreign investors who are authorised to invest in the Securities/ FCCB of the Company as per extant regulations/ guidelines or any combination as may be deemed appropriate by the Board in consultation with the book running lead managers or any advisors appointed by the Board and whether or not such Investors are Members of the Company (collectively called "Investors"), to all or any of them, jointly or severally through a placement document or such other offer document, on such terms and conditions considering the prevailing market conditions and other relevant factors wherever necessary, in one or more tranche or tranches, in such manner, and on such terms and conditions as may be agreed by the Board in consultation with the book running lead managers/ other advisors appointed by the Board or otherwise, including the discretion to determine the amount to be issued by way of Securities or FCCB, categories of Investors, to whom the offer, issue and allotment of Securities shall be made with authority to retain over subscription up to such percentage as may be permitted under applicable regulations, in such manner or otherwise on such terms and conditions and deciding of other terms and conditions like number of Securities to be issued and allotted as may be deemed appropriate by the Board in its absolute discretion and permitted under applicable laws and regulations, and without requiring any further approval or consent from the members at the time of such issue and allotment considering the prevailing market conditions and other relevant factors in consultation with the lead manager(s) / book running lead manager(s) appointed or to be appointed by the Company so as to enable the Company to list its Securities on any stock exchange in India or overseas jurisdictions.

RESOLVED FURTHER THAT in the event of issuance of securities through a QIP, subject to the provisions of the SEBI ICDR Regulations:

i. the allotment of the Securities shall be completed within 365 days from the date of passing of the special resolution by the Members of the Company or such other time as may be allowed under the Companies Act, 2013 and SEBI ICDR Regulations, from time to time;

ii. the relevant date for the purposes of pricing of the Equity Shares to be issued and allotted in the proposed QIP shall be the date of the meeting in which the Board decides to open the proposed QIP. In case of convertible securities, the relevant date shall be either the date of the meeting at which the Board decides to open the proposed QIP of such convertible securities or the date on which the holders of such convertible securities become entitled to apply for the equity shares as may be decided by the Board;

iii. the Securities shall be allotted as fully paid up (in case of allotment of non-convertible debt instruments along with warrants, the allottees may pay the full consideration or part thereof payable with respect to warrants, at the time of allotment of such warrants, with the balance consideration being payable on allotment of Equity Shares on exercise of options attached to such warrants);

iv. the tenure of any convertible or exchangeable Securities issued through QIP shall not exceed 60 (sixty) months from the date of allotment;

v. the issuance and allotment of the Securities by way of the QIP shall be made at such price that is not less than the price determined in accordance with the pricing formula provided under Regulation 176(1) of the SEBI ICDR Regulations ("Floor Price") and the price determined for the QIP shall be subject to appropriate adjustments as per the provisions of the SEBI ICDR Regulations, as may be applicable. However, the Board may, in consultation with the lead managers, offer a discount of not more than 5% or such other percentage as may be permitted under applicable law on the Floor Price;

vi. no single allottee shall be allotted more than 50% of the issue size and the minimum number of allottees shall be in accordance with the SEBI ICDR Regulations;

vii. it is clarified that QIBs belonging to the same group (as specified under Regulation 180(2) of the SEBI ICDR Regulations) or who are under same control shall be deemed to be a single allottee;

viii. the allotment of Securities except as may be permitted under the SEBI ICDR Regulations and other applicable laws shall only be to QIBs and no allotment shall be made, either directly or indirectly, to any QIBs who is a promoter of the Company, or any person related to the promoter of the Company, in terms of the SEBI ICDR Regulations;

ix. the Securities shall not be sold by the allottees for a period of one (1) year from the date of its allotment, except on the recognized Stock Exchanges or except as may be permitted from time to time by the SEBI ICDR Regulations;

x. the Company shall not undertake any subsequent QIP until the expiry of two weeks from the date of the QIP to be undertaken pursuant to this special resolution;

xi. The number and/or price of the Eligible Securities or the underlying Equity Shares issued on conversion of Eligible Securities shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split, merger, demerger, transfer of undertaking, sale of division, reclassification of equity shares into other securities, issue of shares by way of capitalisation of profit or reserves, or any such capital or corporate restructuring;

xii. In the event that convertible securities and/or warrants which are convertible into Equity Shares of the Company are issued along with non-convertible debentures to QIBs under Chapter VI of the ICDR Regulations, the relevant date for the purpose of pricing of such securities, shall be the date of the meeting in which the Board decides to open the issue of such convertible securities and/ or warrants simultaneously with non-convertible debentures or any other date in accordance with applicable law, and at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VI of the ICDR Regulations; and

xiii. The credit rating agency will monitor the use of proceeds and submit its report in the specified format of Schedule XI of ICDR Regulations on quarterly basis till hundred percent of the proceeds have been utilized.

RESOLVED FURTHER THAT in the event of issuance of FCCB, the relevant date for the purpose of pricing of FCCB to be issued shall be determined in accordance with the FCCB Scheme or as may be permitted under the applicable law.

RESOLVED FURTHER THAT in pursuance of the aforesaid resolution the Securities or FCCB to be created, offered, issued, and allotted shall be subject to the provisions of the memorandum of association and articles of association of the Company and any Equity Shares that may be created, offered, issued and allotted by the Company shall rank pari-passu in all respects with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot such number of Equity Shares as may be required to be issued and allotted upon issuance / conversion of any Securities/ FCCB or as may be necessary in accordance with the terms of the offering. All such Equity Shares shall rank pari-passu with the existing Equity Shares in all respects.

RESOLVED FURTHER THAT the Company be and is hereby authorised to engage/appoint book running lead managers, underwriters, guarantors, depositories, custodians, registrars, bankers, lawyers, advisors and all such agencies/ intermediaries, as are or may be required to be appointed, involved or concerned in such offerings and to remunerate them by way of commission, brokerage, fees or the like including reimbursement of out of pocket expenses incurred by them and also to enter into and execute all such arrangements, agreements, memoranda, documents etc., with such agencies/ intermediaries as per the SEBI ICDR Regulations, FCCB Scheme and FEMA.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised on behalf of the Company to do such acts, deeds, matters and take all steps as may be necessary including without limitation, the following:

i. to determine the terms and conditions of the QIP/ FCCB, including among other things, the amount of issuance of QIP and/or FCCB or combination thereof, date of opening and closing of the QIP (including the extension of such subscription period, as may be necessary or expedient), date of issuance of FCCB, the class of Investors to whom the Securities/ FCCB are to be issued, the relevant date for convertible securities and shall be entitled to vary, modify or alter any of the terms and conditions as it may deem expedient;

ii. to determine the number and amount of Securities/ FCCB that may be offered in domestic and/ or international markets and proportion thereof, tranches, issue price, interest rate, listing, premium/ discount, as permitted under applicable law (now or hereafter);

iii. to finalise and approve and make arrangements for submission of the preliminary and/or draft and/or final offering circulars/information memoranda/ offer documents/ other documents, and any addenda or corrigenda thereto with the appropriate regulatory authorities;

iv. to determine conversion of Securities/ FCCB, if any, redemption, allotment of Securities/ FCCB, listing of securities at the Stock Exchanges;

v. to make applications to the Stock Exchanges for in-principle and final approvals for listing and trading of Equity Shares, and to deliver or arrange the delivery of necessary documentation to the Stock Exchanges in relation thereto;

vi. to open such bank accounts, including escrow accounts, as are required for purposes of the QIP/ FCCB, in accordance with applicable law;

vii. to finalise utilisation of the proceeds of the QIP/ FCCB, as it may in its absolute discretion deem fit in accordance with the applicable law;

viii. approve estimated expenditure in relation to the QIP/ FCCB;

ix. to decide on conduct and schedule of road shows, investor meet(s) in accordance with applicable legal requirements for the issue of the Securities/ FCCB;

x. to undertake all such actions and compliances as may be necessary in accordance with the SEBI ICDR Regulations, the SEBI LODR , FCCB Scheme, FEMA or any other applicable laws;

xi. to apply for dematerialisation of the Equity Shares with the concerned depositories;

xii. to sign and execute all deeds, documents, undertakings, agreements, papers, declarations and writings as may be required in this regard, including without limitation, the private placement offer letter (along with the application form), information memorandum, disclosure documents, the preliminary placement document and the placement document, placement agreement, escrow agreement, term sheets, trustee agreement, trust deed and any other documents as may be required, approve and finalise the bid cum application form and confirmation of allocation notes, seek any consents and approvals as may be required, provide such declarations, affidavits, certificates, consents and/ or authorities as required from time to time;

xiii. to seek by making requisite applications as may be required, any approval, consent or waiver from the Company's lenders and/or any third parties (including industry data providers, customers, suppliers) with whom the Company has entered into various commercial and other agreements, and/or any/all concerned government, statutory and regulatory authorities, and/or any other approvals, consents or waivers that may be required in connection with the QIP/ FCCB, offer and allotment of the Securities/ FCCB;

xiv. to give instructions or directions and/or settle all questions, difficulties or doubts that may arise at any stage from time to time, and give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions as may be required by SEBI, the MCA, RBI, the book running lead manager(s), or other authorities or intermediaries involved in or concerned with the QIP/ FCCB and as the Board may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the Members or otherwise, and that all or any of the powers conferred on the Company and the Board may intend that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.

RESOLVED FURTHER THAT the Board be and is hereby authorised to approve, finalise, execute, ratify, and/ or amend/ modify agreements and documents, including any power of attorney, lock up letters, and agreements in connection with the appointment of any intermediaries and/ or advisors (including for marketing, listing, trading and appointment of book running lead managers/ legal counsel/ bankers/ advisors/ registrars/ and other intermediaries as required) and to pay any fees, commission, costs, charges and other expenses in connection therewith.

RESOLVED FURTHER THAT subject to applicable law, the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any director(s), committee(s), executive(s), officer(s) or representative(s) of the Company or to any other person to do all such acts, deeds, matters and things and also to execute such documents, writings etc., as may be necessary to give effect to this resolution."

By order of the Board of Directors
For **GMR Power and Urban Infra Limited**

Vimal Prakash
Company Secretary &
Compliance Officer
(ACS 20876)

Place: New Delhi
Date: August 22, 2025

NOTES:

1. The Ministry of Corporate Affairs **("MCA")** vide its General Circular Nos. 14/2020 dated April 08, 2020 and 17/2020 dated April 13, 2020, General Circular Nos. 20/2020 dated May 05, 2020, and subsequent circulars issued in this regard, the latest being, General Circular No. 09/2024 dated September 19, 2024 (collectively referred to as "**MCA Circulars**") has allowed the companies to conduct the Annual General Meeting (**"AGM"**) through Video Conferencing (**"VC"**), without the physical presence of the Members at a common venue. In terms of the said Circulars, the 6th AGM of the Company is being held through VC. Hence, Members can attend and participate in the AGM through VC only.

   Further, MCA vide its aforesaid Circulars and the Securities and Exchange Board of India ("**SEBI**") vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, and subsequent circulars issued in this regard, the latest being, Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 (hereinafter referred to as **"SEBI Circulars"**) prescribing the procedures and manner of conducting the AGM through VC/ OAVM and has granted relaxation in respect of sending physical copies of annual report to shareholders and requirement of proxy for general meetings held through electronic mode.

2. In line with the aforesaid MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report 2024-25 are being sent only through electronic mode to those Members whose email addresses are registered in respect of electronic holdings with the National Securities Depository Limited ("NSDL")/Central Depository Services (India) Limited ("CDSL"), collectively ("Depositories") through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent ("RTA"), KFin Technologies Limited (formerly known as KFin Technologies Private Limited) ("**KFintech**"). However, hard copy of Annual Report shall be sent to those shareholders who specifically request for the same. Members may also note that the Notice of the 6th AGM and the Annual Report 2024-25 will also be available on the Company's website at https://investor.gmrpui.com, websites of the Stock Exchanges, i.e. BSE Limited and National Stock Exchange of India Limited, at www.bseindia.com and www.nseindia.com respectively, and on the website of KFintech at https://evoting.kfintech.com.

   Further, pursuant to Regulations 36 (1) (b), a letter providing the web-link and QR Code, including the exact path, where complete details of the Annual Report are available, is being sent to those shareholders who have not registered their email address(es) as mentioned above.

3. The deemed venue of the AGM shall be Registered Office of the Company.

4. Pursuant to the aforesaid MCA Circulars, Members attending the 6th AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013, ("the Act").

5. As per the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf. However, in terms of the MCA Circulars, the 6th AGM is being held through VC and physical attendance of Members has been dispensed with. Accordingly, in terms of the MCA Circulars and SEBI Circulars, the facility of appointment of proxies by Members under Section 105 of the Act will not be available

for the 6th AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

6. The Board of Directors have considered and decided to include item nos. 5 to 10 as Special Businesses in the Notice to the 6th AGM, as they consider them unavoidable in nature.

7. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Act relating to item nos. 5 to 10 and the additional information required to be provided relating to item no. 4 and 8 pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "**SEBI LODR**") and Secretarial Standard on General Meetings (SS-2) prescribed by Institute of Company Secretaries of India (ICSI), regarding the Directors who are proposed to be appointed/re-appointed are annexed hereto.

8. KFintech is the Registrar and Share Transfer Agent (RTA) of the Company to perform the share related work for shares held in electronic form.

9. Corporate/Institutional Members (i.e. other than individuals, HUF, NRI etc.) are entitled to appoint authorised representatives to attend the AGM through VC on their behalf and cast their votes through remote e-voting or at the AGM. Corporate/ Institutional Members intending to authorise their representatives to participate and vote at the Meeting are requested to send a certified copy of the Board resolution/authorisation letter to the Scrutiniser at e-mail ID compliance@sreedharancs.com with a copy marked to RTA at email id-evoting@kfintech.com and to the Company at GPUIL.CS@gmrgroup.in authorising its representative(s) to attend and vote through VC on their behalf at the Meeting pursuant to Section 113 of the Act. In case if the authorised representative attends the Meeting, the above-mentioned documents shall be submitted, any time before the commencement of said Meeting.

10. Members of the Company under the category of Institutional Shareholders are encouraged to attend and participate in the AGM through VC and vote.

11. The Company has engaged KFintech for providing the facility of voting through remote e-voting, for participation in the 6th AGM through VC facility and e-voting thereat.

12. Members who have not registered their e-mail addresses are requested to register the same in respect of shares held in electronic form with their respective Depository through their Depository Participant(s). Any such changes effected by the Depository Participants will automatically reflect in the Company's records.

13. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, PAN, Bank Mandate details, etc., to their Depository Participant(s) in case the shares are held in electronic form.

14. Members may please note that SEBI vide its Circular No. SEBI/ HO/MIRSD/MIRSD_ RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialised 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.gmrpui.com and on the website of RTA at https://ris.kfintech.com/clientservices/isc/default.aspx#isc.

15. As per the provisions of Section 72 of the Act, 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.gmrpui.com and is also available at the website of the RTA at https://ris.kfintech.com/clientservices/isc/ default.aspx#isc. Members are requested to submit the said Form to their Depository Participants for the shares held in electronic form.

    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 their respective DPs in case of shares held in Demat form.

16. 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) for the shares held in electronic form immediately.

17. 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.

18. Since the AGM will be held through VC Facility, the Route Map being not relevant is not annexed to this Notice.

19. GMR Airports Limited (Formerly known as GMR Airports Infrastructure Limited) ("GAL") a listed Company had demerged its Power, EPC and Urban Infra Business into GMR Power and Urban Infra Limited ("Company") as per Scheme of Arrangement ("Scheme/Demerger") sanctioned by Hon'ble NCLT, Mumbai vide its order dated December 22, 2021. In consideration of Demerger, the Company had

allotted 1 equity share of ₹ 5/- each to the shareholders of GAL for every 10 equity shares held by them in GAL.

Further, with respect to Shareholders, whose shares of GAL were already lying with the IEPF authorities, the Company had directly credited the corresponding GPUIL Shares arising out of Demerger, to the IEFP Authorities, as per the Scheme/Legal Requirement.

20. The members, in order to claim their shares from IEPF may contact the Company or RTA and submit the required documents for issue of Entitlement Letter and claim the same from the IEPF authority by submitting an online application in the prescribed Form IEPF-5 by attaching Entitlement Letter and other required documents on the website i.e. www.mca.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.

21. Members may join the 6th AGM through VC Facility by following the procedure as mentioned separately in the notice, which shall be kept open for the Members from 10:45 a.m. IST i.e. 15 minutes before the time scheduled to start the 6th AGM and shall not be closed for at least 15 minutes after the conclusion of the 6th AGM.

22. Members may note that the VC Facility, provided by KFintech, allows participation of at least 1,000 Members on a first-come- first-served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, auditors, etc. can attend the 6th AGM without any restriction on account of first-come first-served principle.

23. Copies of all documents referred to in the notice and explanatory statement pursuant to Section 102(1) of the Act annexed thereto are available for inspection electronically. Members seeking to inspect such documents can send an email to GPUIL.CS@gmrgroup.in

24. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act will be available electronically for inspection by the Members during the 6th AGM.

25. 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 4, 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.gmrpui.com. Member seeking any information with regard to any queries regarding the Annual Report, may write to the Company at GPUIL.CS@gmrgroup.in.

26. The Process and Manner for Remote E-Votings:

In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, Secretarial Standard-2 on General Meetings and Regulation 44 of the SEBI LODR read with SEBI Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020, the Company is pleased to provide Members with facility to exercise their votes by electronic means provided by KFintech (E-Voting Service Provider) through the modes listed below, on all resolutions set forth in this Notice, by way of remote e-voting or e-voting during the AGM.

A) Information and instructions for remote 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 Entities", 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 numbers and email Ids in their demat accounts to access e-Voting facility.

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. During the voting period, shareholders / Members can login any number of times till they have voted on the resolution(s) for a particular "Event". The procedure to login and access remote e-voting, as devised by the Depositories/ Depository Participant(s), is given below:

<table>
<tr><th>Type of shareholders</th><th>Login Method</th></tr>
<tr><td>Individual Shareholders holding securities in demat mode with NSDL</td><td>
1. Members already registered for NSDL Internet Based Demat Account Statement (IDeAS) facility:
i. Visit URL https://eservices.nsdl.com.
ii. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section.
iii. A new screen will prompt and you will have to enter your User ID and Password.
iv. Post successful authentication, click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page.
v. 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 during the remote e-Voting period or joining virtual meeting & voting during the meeting.
2. Members who have not registered for IDeAS facility, may follow the below steps:
i. To register for IDeAS facility, visit the URL at https://eservices.nsdl.com.
ii. Click on "Register Online for IDeAS" or for direct registration. click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp.
iii. On completion of the registration formality, follow the steps provided above.
3. Members may alternatively vote through the e-voting website of NSDL in the following manner:
i. Visit the following URL: https://www.evoting.nsdl.com/.
ii. Click on the icon "Login" which is available under 'Shareholder/Member' section.
iii. Members to enter User ID (i.e. your Sixteen Digit demat account number held with NSDL), Password/OTP and a Verification Code shown on the screen.
iv. Post successful authentication, you will be redirected to NSDL IDeAS site wherein you can see e-Voting page.
v. 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.
4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.
NSDL Mobile App is available on
App Store Google Play
</td></tr>
<tr><td>Individual Shareholders holding securities in demat mode with CDSL</td><td>
1. Members already registered for Easi/ Easiest facility may follow the below steps:
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:
i. To register for Easi/Easiest facility visit the URL at https://web.cdslindia.com/myeasitoken/Home/EasiRegistration or https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration
ii. On completion of the registration formality, follow the steps mentioned above.
</td></tr>
</table>

Type of shareholders	Login Method
	3. Members may alternatively vote through the e-voting website of CDSL in the manner specified below: 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 registered with the demat account for authentication. iv. Post successful authentication, the member will receive links 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	1. 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. 2. On clicking the e-voting icon, Members will be redirected to the NSDL/CDSL site, as applicable, on successful authentication. 3. Members may then click on Company name or e-voting service provider name i.e. KFintech and will be redirected to KFintech 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
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 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 at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43 or call at toll free no. 1800 200 5533.

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:

Member will receive an e-mail from KFintech [for the Members whose e-mail IDs are registered with the Depository Participant(s)/RTA] which includes details of E-Voting Event Number ("**EVEN"**), User ID and Password. They will have to follow the following process for e-voting:

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 Demat account, your Sixteen Digit DP ID-Client ID will be your User ID. In case of physical folio, User ID will be EVEN (e-Voting Event Number) XXXX, followed by folio number. 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 to password change Menu wherein you are required to mandatorily change your password. The new password should comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc., on first login. You may also enter a secret question and answer of your choice to retrieve your password, in case you forget your password. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

v. You need to login again with the new credentials.

vi. On successful login, the system will prompt you to select the 'EVENT', i.e., **GMR Power and Urban Infra 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/AGAINST' or, 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 as mentioned hereinabove. 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 demat accounts may choose the voting process separately for each demat account.

ix. You may then cast your vote by selecting an appropriate option and click on 'Submit'.

x. A confirmation box will be displayed. Click 'OK' to confirm else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, you can login any number of times till you have voted on the Resolution.

xi. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are required to send scanned certified true copy (PDF/JPG Format) of the Board Resolution/ Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s) who are authorised to vote, to the Scrutiniser on e-mail ID compliance@sreedharancs.com with a copy marked to RTA at email id- evoting@kfintech.com and to the Company at GPUIL.CS@gmrgroup.in. The scanned copy of the Board Resolution should be in the naming format "Company Name, EVEN No." In case if the authorized representative casts vote, the above mentioned documents shall be submitted before or at the time of casting the vote.

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

To facilitate Members to receive the Company's Annual Report and Notice for the Annual General Meeting (including remote e-voting instructions) electronically and cast their vote, the Company has made special arrangements with KFintech for registration of email addresses of the Members in terms of MCA Circulars. Eligible Members who have not registered their email address and in consequence the e-voting notice could not be serviced, may temporarily get their email address registered with KFintech, on or before 5:00 p.m. (IST) on September 22, 2025.

I. Member may send an email request at the email id evoting@kfintech.com along with scanned copy of the signed copy of the 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 notice of AGM and the E-Voting Instructions.

II. Please follow all steps from Note. No. 26(B) above to cast your vote by electronic means.

D) OTHER INSTRUCTIONS:

I. A person, whose name is recorded in the register of equity shareholders maintained by RTA or in the register of beneficial owners maintained by the Depositories as on the Cut-Off Date only shall be entitled to avail the facility of remote e-voting as well as e-voting during the Meeting.

II. Persons who become equity shareholder after dispatch of the Notice of the Meeting but on or before the **Cut-Off Date, i.e., Monday, September 22, 2025** may obtain User ID and Password and any such member who has not received or has 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>XXXX1234567890
(XXXX being EVEN)

b) If email address of the equity shareholder is registered against DP ID-Client ID, then on the home page of https://evoting.kfintech.com, the equity shareholder may click 'Forgot Password' and enter DP ID-Client ID and PAN to generate a password.

III. Registration of e-mail address permanently with RTA/ Depository Participant(s): In case e-mail ID of a Member is not registered with the RTA/ 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 ID evoting@kfintech.com (in case of Shares held in physical form).

IV. In case of any queries, please visit Help 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, Nanakramgula, Hyderabad-500 032 at evoting@kfintech.com, Toll Free No: 1800-309-4001.

27. The remote e-voting period commences on **Thursday, September 25, 2025 at 9.00 a.m. IST and ends on Sunday, September 28, 2025 at 5.00 p.m. IST (both days inclusive)**. During this period, the Members of the Company may cast their votes by remote e-voting in the manner and process set out hereinabove. The e-voting module shall be disabled for voting thereafter. Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the **Cut-Off Date, being Monday, September 22, 2025** will be entitled to cast their votes by remote e-voting.

28. The voting rights of the Members shall be in proportion to their shareholding of the paid-up equity share capital of the Company as on **Cut-Off Date, i.e., Monday, September 22, 2025**.

29. A person who is not a Member as on the Cut-Off Date should treat this Notice for information purposes only.

30. Voting During the AGM:

i. Members who have not cast their vote through remote e- voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC platform and no separate login is required for the same.

ii. Members who have voted through remote e-voting will be eligible to attend the AGM, however, they shall not be allowed to cast their vote again during the AGM.

iii. The e-voting window shall be activated upon instructions of the Chairman of the Meeting during the AGM and he will announce the start time of casting the vote during AGM through the e-Voting platform of our RTA - KFintech and thereafter the e-Voting during AGM shall commence.

iv. Upon declaration by the Chairman about the commencement of e-voting at AGM, Members shall click on the "Vote" sign on the left-hand bottom corner of their video screen for voting at the AGM, which will take them to the 'Instapoll' page.

v. Members to click on the "Instapoll" icon to reach the resolution page and follow the instructions to vote on the resolutions.

vi. However, this facility shall be operational till all the resolutions are considered and voted upon in the meeting including 15 (fifteen) minutes after conclusion of the meeting.

vii. A Member can opt for only single mode of voting i.e. through remote e-voting or voting at the AGM. If a Member casts votes by both modes i.e. voting at AGM and remote e-voting, voting done through remote e-voting shall prevail and vote at the AGM shall be treated as invalid.

31. Mr. V. Sreedharan, (Membership No. FCS 2347) or failing him Mr. Pradeep B. Kulkarni (Membership No. FCS 7260), Partners, M/s. V. Sreedharan and Associates, Company Secretaries have been appointed as the Scrutinizer for conducting the remote e-voting, and e-voting process in a fair and transparent manner.

32. The Scrutinizer will, after the conclusion of e-voting during the Meeting, scrutinize the votes cast at the Meeting and votes cast through remote e-voting, make a consolidated Scrutinizer's Report and submit the same to the Chairman or a person authorised by him in writing who shall countersign the same in compliance of Rule 20 of Companies (Management and Administration) Rules, 2014 (including amendments made thereto) read with Regulation 44 of SEBI LODR.

33. The Results on resolutions shall be declared within two working days from the date of the AGM of the Company and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the Resolutions.

34. The Results declared along with the Scrutinizer's Report(s) will be available on the website of the Company at www.gmrpui.com and on KFintech's website at https://evoting.kfintech.com immediately after the result is declared by the Chairman or by person authorised by him and communicated to BSE Limited and the National Stock Exchange of India Limited, where the shares of the Company are listed. The result shall also be displayed on the notice board at the Registered Office of the Company as well at the Corporate Office of the Company.

35. Instructions for attending the AGM through VC:

a) Members may access the platform to attend the AGM through VC at https://emeetings.kfintech.com by using their DP ID / Client ID as applicable as the credentials.

b) The facility for joining the AGM shall be open 15 minutes before the time scheduled to start the AGM and shall not be closed for at least 15 minutes after the conclusion of the AGM.

c) Members are encouraged to join the Meeting using Google Chrome (preferred browser), Safari, Microsoft Edge or Mozilla Firefox.

d) Members will be required to grant access to the web-cam to enable two-way video conferencing.

e) Members are advised to use stable Wi-Fi or LAN connection to participate at the AGM through VC smoothly, without any fluctuations in the audio/video quality.

f) Members who may want to express their views or ask questions at the AGM may visit https://evoting.kfintech.com and click on the tab "Annual General Meeting Post Your Queries Here" to post their queries in the window provided, by mentioning their name, demat account number, email ID and mobile number. **The window shall remain active during the remote e-voting period and shall be closed on Sunday, September 28, 2025 at 5:00 p.m.**

g) In addition to the above-mentioned step, the Members may register themselves as speakers for the AGM to raise their queries. Accordingly, the Members may visit https:// evoting.kfintech.com and click on tab 'Speaker Registration for e-AGM' during the period mentioned below. Members shall be provided a 'queue number' before the AGM. The Company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM.

 The 'Speaker Registration' window shall be activated on Thursday, September 25, 2025 at 9.00 A.M. and shall be closed on Friday, September 26, 2025 at 5.00 P.M. Those Members who have registered themselves as a speaker will only be allowed to speak/express their views/ ask questions during the AGM provided they hold shares as on the **Cut-Off Date i.e., Monday, September 22, 2025**. The Company reserves the right to restrict the number of speakers and time allotted per speaker subject to availability of time as appropriate for smooth conduct of the AGM.

h) Members who have not cast their vote through remote e- voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC platform and no separate login is required for the same.

i) Members who may require any technical assistance or support before or during the AGM are requested to contact KFintech at their toll free number 1800-309-4001 or write to them at einward.ris@kfintech.com and/ or evoting@kfintech.com. Kindly quote your name, DP ID Client ID and e-voting EVEN Number in all your communications.

EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013 READ WITH SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND CIRCULARS ISSUED THEREUNDER.

Item No. 4

This Explanatory Statement is in terms of Regulation 36(5) of the SEBI LODR, though statutorily not required in terms of Section 102 of the Act.

The Members at the 1st Annual General Meeting ('AGM') of the Company held on October 16, 2020, prior to listing, had approved appointment of M/s Walker Chandiok & Co LLP, Chartered Accountants (Firm Registration No. 001076N/N500013), as the Statutory Auditors of the Company to hold office for a term of 5 (five) consecutive years from the conclusion of the 1st AGM till the conclusion of the 6th AGM of the Company to be held in the year 2025. In terms of the provisions of Section 139 of the Act, the Companies (Audit and Auditors) Rules, 2014, and other applicable provisions, if any, the Company can appoint or re-appoint an audit firm as statutory auditors for not more than 2 (two) terms of 5 (five) consecutive years.

After evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence and specialization in the Audit of large Corporates, and considering the performance of the Auditors in their first term of 5 (five) years on parameters such as availability of adequate audit team with understanding of the Company and its subsidiaries' business, time spent by the audit partners in supervising the team and interacting with the management on key audit issues, use of adequate technology, conduct of audit with professional integrity and objectivity etc., the Board of Directors of the Company ('Board'), at its meeting held on July 30, 2025 based on the recommendation of the Audit Committee, recommended to the members, the re-appointment of M/s Walker Chandiok & Co LLP, as the Statutory Auditors of the Company, for a further term of 5 (five) consecutive years from the conclusion of 6th AGM till the conclusion of 11th AGM of the Company to be held in the calendar year 2030, at a remuneration as determined by the Board.

M/s Walker Chandiok & Co LLP have consented under Section 139 of the Act for their re-appointment as the Statutory Auditors and have confirmed that the re-appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act and that they are not disqualified to be re-appointed as the Statutory Auditors in terms of the provisions of Section 139 and 141 of the Act and the Rules framed thereunder. M/s. Walker Chandiok & Co. LLP have also, confirmed that they hold a valid certificate issued by the Peer Review Board of Institute of Chartered Accountants of India as required under the SEBI LODR.

M/s. Walker Chandiok & Co LLP is a firm of Chartered Accountants registered and empanelled with the Institute of Chartered Accountants of India (ICAI). It was established in the year 1935 and is a Limited Liability Partnership Firm incorporated in India. It has its registered office at L-41, Connaught Circus, New Delhi - 110001 apart from 15 other branch offices in various cities in India. It is primarily engaged in providing audit and assurance services to its clients. It is amongst the largest and highly reputed audit firms in India and are auditors for several large companies including some of the Top 100 listed entities.

None of the Directors and/ or Key Managerial Personnel of the Company and/ or their relatives are, in any way, concerned or interested in the proposed Ordinary Resolution.

The Board recommends passing of the resolution set out in Item No. 4 of the notice as an Ordinary Resolution.

Disclosures under Regulation 36(5) of the SEBI LODR, for the appointment of M/s Walker Chandiok & Co LLP, Chartered Accountants, are as under:

Proposed fees payable to the statutory auditor(s) along with terms of appointment	Proposed fee of upto ₹ 1.20 crore p.a. (Rupees One crore Twenty lakh only)* *The said proposed fee does not include the fee payable to the Auditors for the permissible services availed other than the statutory audit, whether in terms of Section 144 of the Act or otherwise, as may be approved by the Audit Committee/ Board. The above proposed fee is an indicative amount and the Board of Directors and the Audit Committee shall approve the fee payable to the Statutory Auditors for each financial year including any upward revision in remuneration of Statutory Auditors, if any, any time during their tenure as Statutory Auditors of the Company, based on the performance review and any additional scope of work on account of changes in regulations or management process, business acquisitions, internal restructurings or other considerations, in such manner and to such extent as may be mutually agreed. Re-appointment of M/s Walker Chandiok & Co. LLP, Chartered Accountants, is being proposed for a further term of 5 (five) years commencing from the conclusion of the 6th AGM till the conclusion of the 11th AGM of the Company to be held in the calendar year 2030.
Any material change in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change	Not Applicable, as it is proposed to re-appoint the existing Statutory Auditor.

Basis of recommendation for appointment including the details in relation to and credentials of the statutory auditor(s) proposed to be appointed.	The first term of 5 (five) years of M/s Walker Chandiok & Co. LLP would be completed at the ensuing AGM. Considering the fact that in terms of Section 139 of the Act, M/s Walker Chandiok & Co. LLP are eligible for re-appointment as Statutory Auditors for their second term of 5 (five) years and considering the performance of the Auditors in their first term of 5 (five) years, it is proposed to re-appoint M/s. Walker Chandiok & Co. LLP, Chartered Accountants, as the Statutory Auditors of the Company for a further period of 5 (five) years being their second term, w.e.f. the conclusion of the 6th AGM till the conclusion of the 11th AGM of the Company to be held in the calendar year 2030. The Board on the basis of Auditors' performance evaluation undertaken by the Audit Committee, has recommended the re-appointment of M/s Walker Chandiok & Co LLP, as the statutory auditor of the Company. The evaluation parameters include: Availability of adequate audit team with understanding of the Company and its subsidiaries' business, time spent by the audit partners in supervising the team and interacting with the management on key audit issues, use of adequate technology, conduct of audit with professional integrity and objectivity etc.

Item No. 5

Mr. Shantanu Ghosh was appointed as an Independent Director of the Company pursuant to Section 149 of the Act, read with the Companies (Appointment and Qualification of Directors) Rules, 2014, and Article 64 of the Articles of Association of the Company, by the members at the Annual General Meeting held on September 18, 2023, to hold office for a term of 3 (Three) years with effect from August 04, 2023 or upto the conclusion of the 6th Annual General Meeting of the Company whichever was earlier.

The Nomination and Remuneration Committee, at its meeting held on August 18, 2025 after taking into account the performance evaluation of Mr. Shantanu Ghosh being more than 4.5 on a rating scale of 5, during his first term and considering his knowledge, acumen, expertise, experience and substantial contribution and time commitment, has recommended to the Board of Directors his re-appointment for the second term of 5 (Five) years. In view of the above, the Nomination and Remuneration Committee and the Board of Directors are of the view that Mr. Ghosh possesses the requisite skills and capabilities, which would be of immense benefit to the Company, and hence, it is desirable to re-appoint him as an Independent Director of the Company.

The profile and specific areas of expertise of Mr. Shantanu Ghosh are provided as Annexure to this Notice.

Based on the recommendation of the Nomination and Remuneration Committee, the Board, at its meeting held on August 22, 2025 has recommended the re-appointment of Mr. Shantanu Ghosh as an Independent Director, not liable to retire by rotation, for the second term of 5 (Five) years effective September 29, 2025 or upto the conclusion of the 11th Annual General Meeting of the Company, whichever is earlier, subject to approval of Members.

It may be noted that while the resolution is proposed as a Special Resolution in terms of Regulation 25(2A) of the SEBI LODR, the said provision of the SEBI LODR further stipulates that in the event the resolution is not passed as Special Resolution but the votes cast in favour of resolution exceed the votes cast against the resolution and the votes cast by the public shareholders in favour of the resolution exceeds the votes cast against the resolution, then the re-appointment of the Independent Director shall be deemed to be approved. However, in terms of section 149 of the Act the resolution (being appointment for second term) is required to be approved by members by way of Special Resolution.

The Company has received declaration from Mr. Shantanu Ghosh that he is neither disqualified from being appointed as Director in terms of Section 164 and other applicable provisions of the Act nor debarred from holding the office of Director pursuant to any SEBI order and has given his consent for the said re-appointment.

The Company has also received a declaration from Mr. Shantanu Ghosh confirming that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI LODR.

The Company has received a notice under section 160(1) of the Act from a Member proposing the name of Mr. Shantanu Ghosh as Director of the Company.

In the opinion of the Board, Mr. Shantanu Ghosh fulfils the conditions specified in the Act and rules made thereunder and SEBI LODR, for his re-appointment as an Independent Director of the Company and he is independent of the management.

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.gmrpui.com/independent-directors.

As required under Regulation 36 of SEBI LODR and Secretarial Standard (SS-2) on General Meetings, issued by Institute of Company Secretaries of India (ICSI), the relevant details of Mr. Shantanu Ghosh are annexed herewith to the notice. Except Mr. Shantanu Ghosh, 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 in the resolution set out in Item No. 5 of the notice.

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

Item No. 6

Dr. Fareed Ahmed was appointed as an Independent Director of the Company pursuant to Section 149 of the Act, read with the Companies (Appointment and Qualification of Directors) Rules, 2014, and Article 64 of the Articles of Association of the Company, by the members at the Annual General Meeting held on September 18, 2023, to hold office for a term of three (3) years with effect from August 04, 2023 or upto the conclusion of the 6th Annual General Meeting of the Company whichever was earlier.

The Nomination and Remuneration Committee, at its meeting held on August 18, 2025, after taking into account the performance evaluation of Dr. Fareed Ahmed being more than 4.5 on a rating scale of 5, during his first term and considering his knowledge, acumen, expertise, experience and substantial contribution and time commitment, has recommended to the Board of Directors his re-appointment for the second term of 5 (Five) years. In view of the above, the Nomination and Remuneration Committee and the Board of Directors are of the view that Dr. Fareed possesses the requisite skills and capabilities, which would be of immense benefit to the Company, and hence, it is desirable to re-appoint him as an Independent Director of the Company.

The profile and specific areas of expertise of Dr. Fareed Ahmed are provided as Annexure to this Notice.

Based on the recommendation of the Nomination and Remuneration Committee, the Board, at its meeting held on August 22, 2025, has recommended the re-appointment of Dr. Fareed Ahmed as an Independent Director, not liable to retire by rotation, for the second term of 5 (Five) years effective from September 29, 2025 or upto the conclusion of the 11th Annual General Meeting of the Company, whichever is earlier, subject to approval of Members.

It may be noted that while the resolution is proposed as a Special Resolution in terms of Regulation 25(2A) of the SEBI LODR, the said provision of the SEBI LODR further stipulates that in the event the resolution is not passed as Special Resolution but the votes cast in favour of resolution exceed the votes cast against the resolution and the votes cast by the public shareholders in favour of the resolution exceeds the votes cast against the resolution, then the re-appointment of the Independent Director shall be deemed to be approved. However, in terms of section 149 of the Act the resolution (being appointment for second term) is required to be approved by members by way of Special Resolution.

The Company has received declaration from Dr. Fareed Ahmed that he is neither disqualified from being appointed as Director in terms of Section 164 and other applicable provisions of the Act nor debarred from holding the office of Director pursuant to any SEBI order and has given his consent for the said re-appointment.

The Company has also received a declaration from Dr. Fareed Ahmed confirming that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI LODR.

The Company has received a notice under section 160(1) of the Act from a Member proposing the name of Dr. Fareed Ahmed as Director of the Company.

In the opinion of the Board, Dr. Fareed Ahmed fulfils the conditions specified in the Act and rules made thereunder and SEBI LODR, for his re-appointment as an Independent Director of the Company and he is independent of the management.

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.gmrpui.com/independent-directors.

As required under Regulation 36 of SEBI LODR and Secretarial Standard (SS-2) on General Meetings, issued by Institute of Company Secretaries of India (ICSI), the relevant details of Mr. Fareed Ahmed are annexed herewith to the notice. Except Dr. Fareed Ahmed, 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 in the resolution set out in Item No. 6 of the notice.

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

Item No. 7

Ms. Suman Naresh Sabnani was appointed as an Independent Director of the Company pursuant to Section 149 of the Act, read with the Companies (Appointment and Qualification of Directors) Rules, 2014, and Article 64 of the Articles of Association of the Company, by the members at the Annual General Meeting held on September 18, 2023, to hold office for a term of three (3) years with effect from August 04, 2023 or upto the conclusion of the 6th Annual General Meeting of the Company whichever was earlier.

The Nomination and Remuneration Committee, at its meeting held on August 18, 2025, after taking into account the performance evaluation of Ms. Suman being more than 4.5 on a rating scale of 5, during her first term and considering her knowledge, acumen, expertise, experience and substantial contribution and time commitment, has recommended to the Board of Directors her re-appointment for the second term of 5 (Five) years. In view of the above, the Nomination and Remuneration Committee and the Board of Directors are of the view that Ms. Suman possesses the requisite skills and capabilities, which would be of immense benefit to the Company, and hence, it is desirable to re-appoint her as an Independent Director of the Company.

The profile and specific areas of expertise of Ms. Suman Naresh Sabnani are provided as Annexure to this Notice.

Based on the recommendation of the Nomination and Remuneration Committee, the Board, at its meeting held on August 22, 2025, has recommended the re-appointment of Ms. Suman Naresh Sabnani as an Independent Director, not liable to retire by rotation, for the second term of 5 (Five) years effective from September 29, 2025 or upto the conclusion of the 11th Annual General Meeting of the Company, whichever is earlier, subject to approval of Members.

It may be noted that while the resolution is proposed as a

Special Resolution in terms of Regulation 25(2A) of the SEBI LODR, the said provision of the SEBI LODR further stipulates that in the event the resolution is not passed as Special Resolution but the votes cast in favour of resolution exceed the votes cast against the resolution and the votes cast by the public shareholders in favour of the resolution exceeds the votes cast against the resolution, then the re-appointment of the Independent Director shall be deemed to be approved. However, in terms of section 149 of the Act the resolution (being appointment for second term) is required to be approved by members by way of Special Resolution.

The Company has received declaration from Ms. Suman that she is neither disqualified from being appointed as Director in terms of Section 164 and other applicable provisions of the Act nor debarred from holding the office of Director pursuant to any SEBI order and has given her consent for the said re-appointment.

The Company has also received a declaration from Ms. Suman confirming that she meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI LODR.

The Company has received a notice under section 160(1) of the Act from a Member proposing the name of Ms. Suman Naresh Sabnani as Director of the Company.

In the opinion of the Board, Ms. Suman fulfils the conditions specified in the Act and rules made thereunder and SEBI LODR, for her re-appointment as an Independent Director of the Company and she is independent of the management.

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.gmrpui.com/independent-directors.

As required under Regulation 36 of SEBI LODR and Secretarial Standard (SS-2) on General Meetings, issued by Institute of Company Secretaries of India (ICSI), the relevant details of Ms. Sabnani are annexed herewith to the notice. Except Ms. Sabnani, 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 in the resolution set out in Item No. 7 of the notice.

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

Item No. 8

In accordance with the provisions of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and in accordance with the provisions of Regulation 24A of SEBI LODR, every listed entity is required to undertake secretarial audit by a Secretarial Auditor who shall be a Peer Reviewed Company Secretary. On the basis of recommendation of the Board of Directors of the Company, such Secretarial Auditor will be appointed by members of the Company in case of an individual for not more than 1 (one) term of 5 (five) consecutive years and in the case of a secretarial audit firm for not more than 2 (two) terms of 5 (five) consecutive years. Further, any association of the Secretarial Auditor before March 31, 2025 shall not be considered for the purpose of calculating the tenure.

After evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence and specialisation in the Secretarial Audit of large Corporates, and considering previous performance, availability of adequate audit team with understanding of the Company business, adequate time spent by the audit partners in supervising the team and interacting with the management on key audit issues, and conduct of audit with professional integrity and objectivity etc., and based on the recommendation of the Audit Committee, the Board of directors of the Company at its meeting held on July 30, 2025 approved and recommended the appointment of M/s. V. Sreedharan & Associates, Company Secretaries, as the Secretarial Auditor of the Company for the first term of 5 (five) consecutive years beginning from the FY 2025-26 to FY 2029-30 on such terms as detailed hereinafter.

M/s. V. Sreedharan & Associates, Company Secretaries have consented to their appointment as the Secretarial Auditor and have confirmed that the appointment, if made, would be within the limits specified by Institute of Company Secretaries of India (ICSI) and they are not disqualified to be appointed as the Secretarial Auditors in terms of the provisions of Regulation 24A (1A) of SEBI LODR and relevant SEBI Circulars issued in this regard. Also, as required under the SEBI LODR, M/s. V. Sreedharan & Associates, Company Secretaries, has confirmed that they hold a valid Peer Review certificate issued by the Institute of Company Secretaries of India.

M/s V. Sreedharan & Associates is a renowned firm of Practicing Company Secretaries having an overall experience of more than 30 years in professional practice and has handled assignments including but not limited to Incorporations and Company filings, Secretarial Audits of large listed companies, Secretarial Support services, appearance before National Company Law Tribunal, and regulatory filings.

The Firm serves prominent listed entities as Secretarial Auditors including Wipro Limited, GMR Airports Limited, Biocon Limited etc.

M/s. V. Sreedharan & Associates have been conducting Secretarial Audits of the Company since FY 2021-22.

M/s. V. Sreedharan & Associates were paid remuneration of ₹ 2,50,000/- (Rupees Two lakhs fifty thousand) plus out of pocket expenses and applicable taxes for the FY 2024-25.

None of the Directors and/ or Key Managerial Personnel of the Company and/ or their relatives are, in any way, concerned or interested in the proposed Ordinary Resolution.

The Board recommends passing of the resolution set out in Item No. 8 of the notice as an Ordinary Resolution.

Disclosures under Regulation 36(5) of the SEBI LODR, for the appointment of M/s. V. Sreedharan & Associates, Company Secretaries, are as under:

Proposed fees payable to the secretarial auditor(s) along with terms of appointment	Proposed fee of up to ₹ 3,00,000 (Rupees Three Lakh only) p.a.* *The said proposed fee does not include the fee payable to the Secretarial Auditor for any permissible service availed other than the audit services. Apart from the audit services, the Company may also obtain certifications from the Secretarial Auditor under various laws and other permissible non-audit services as required from time to time, for which fees shall be paid separately as may be decided by any of the Key Managerial Personnel. The above proposed fee is an indicative amount and the Board of Directors and the Audit Committee shall approve the fee payable to the Secretarial Auditor for each financial year including any upward revision in remuneration of Secretarial Auditor, if any, any time during their tenure as Secretarial Auditor of the Company, based on the performance review and any additional scope of work to such extent as may be mutually agreed. Appointment of M/s V. Sreedharan & Associates, Company Secretaries, is being proposed for a term of 5 (five) consecutive years beginning from the FY 2025-26 to FY 2029-30.
Any material change in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change	Not Applicable
Basis of recommendation for appointment including the details in relation to and credentials of the Secretarial auditor(s) proposed to be appointed.	Earlier, the Board of Directors appointed M/s. V. Sreedharan & Associates, Company Secretaries, as Secretarial Auditor for Financial Year 2024-25 and in previous financial years and considering the fact that in terms of Section 204 of the Companies Act, 2013 and Regulation 24A (1A) of the Listing Regulations, M/s. V Sreedharan & Associates, Company Secretaries are eligible for appointment as Secretarial Auditor and considering their previous performance and based on the recommendation of the Audit Committee and Board of Directors. Further to what has been stated in earlier parts of this note, the Secretarial Auditor firm has adequate audit team commensurate to conduct audit of the Company and with an understanding of the Company business. Adequate time is being spent by the audit partners in supervising the team and interacting with the management on key audit issues and conducting the audit with professional integrity and objectivity etc.

Item No. 9

The Board of Directors ("Board") of the Company at its meeting held on July 30, 2025 on recommendation of the Audit Committee, approved the appointment of M/s. J.S.N & Company, Cost Accountants for conducting the audit of the cost records of the Company for the financial year ending March 31, 2026 at a remuneration of ₹ 1,25,000 plus applicable taxes, if any. According to section 148 of Act read with the Companies (Cost Records & Audit) Rules, 2014 ("Rules"), the Company is required to have its cost records audited by a Cost Accountant in practice. Further, in terms of the provisions of Section 148(3) of the Act read with Rules, the remuneration payable to the Cost Auditor is required to be ratified by the Members of the Company. Accordingly, the Members are requested to ratify the remuneration payable to the Cost Auditor for the financial year ending March 31, 2026, as set out in the resolution.

It may be noted that in terms of mutual discussion between the Company and Cost Auditor, there is no change in the fees proposed to be paid to Cost Auditor for the financial year 2025-2026.

None of the Directors and/ or Key Managerial Personnel of the Company and/ or their relatives are, in any way, concerned or interested in the proposed Ordinary Resolution.

The Board recommends the Ordinary Resolution with respect to Ratification of remuneration to Cost Auditors of the Company for the Financial Year ended March 31, 2026, as set out in Item No. 9 of this Notice, for approval of the Members.

Item No. 10

In order to adequately fund the existing and emerging business requirements of the Company and its subsidiaries, and to manage the existing debts better, the Company may require to raise additional funds in the form of QIP or other related modes. This will also facilitate the continuing efforts of the Company and its subsidiaries to reduce the debts and to optimize existing overall cost of debts.

The aforesaid funds would be utilised for the purpose of reduction of existing debts of the Company and or its subsidiaries/ associates, providing assistance to the subsidiaries for fulfilling and/ or expanding their existing and/or new business obligations, including towards the new and/or ongoing projects such as smart meters, EV Charging, Renewable Energy, etc. from time to time and for meeting any general corporate purpose.

In line with the above, the Company proposes to raise funds upto aggregate amounts of ₹ 3,000 crore (Rupees Three Thousand Crore Only), either singly or in any combination of issuance of equity shares of the Company (**"Equity Shares"**), non-convertible debentures along with warrants (collectively, referred to as the "Securities") to Qualified Institutional Buyers (as defined under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (**"SEBI ICDR Regulations"**), whether they are holders of Equity Shares or not, for cash, in one or more tranches and/or issuance of Foreign Currency Convertible Bonds (**"FCCB"**) to eligible investors permitted under the Issue of Foreign Currency Convertible Bonds and Ordinary shares (Through Depository Receipt Mechanism) Scheme 1993 ("FCCB Scheme") or under any Regulations made under Foreign Exchange Management Act, 1999 (**"FEMA"**) or combination thereof, in terms of (a) the SEBI ICDR Regulations; (b) applicable provisions of the Companies Act, 2013 (the **"Act"**) and the applicable rules made thereunder [including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014], each including any amendment(s), statutory modification(s), or re-enactment(s) thereof ("**Companies Act**"); (c) FCCB Scheme, as amended, Foreign Exchange Management (Transfer or Issue of any Foreign Security) Regulations, 2004 as amended and (d) other applicable law including the Securities and Exchange Board of India (Issue and Listing of Non- Convertible Securities) Regulations, 2021, FEMA including ECB Guidelines as amended, as may be applicable.

Accordingly, the Board, at its meeting held on August 22, 2025, subject to the approval of the Members of the Company, approved the issuance of the Securities/ FCCB on such terms and conditions as may be deemed appropriate by the Board ("Board", which term shall include the Management Committee of the Board or any other committee which the Board may hereinafter constitute for this purpose) at its sole and absolute discretion, taking into consideration market conditions and other relevant factors and wherever necessary, in consultation with the book running lead manager(s) and /or other advisor(s) appointed in relation to issuance of the QIP/ FCCB, in accordance with applicable laws. The Securities allotted will be listed and traded on the stock exchange(s) where Equity Shares of the Company are currently listed, subject to obtaining necessary approvals. The offer, issue, allotment of the Securities/ FCCB, shall be subject to obtaining regulatory approvals, if any by the Company.

In terms of Section 62(1)(c) of the Act, convertible securities may be issued to persons who are not the existing shareholders of a company, if the company is authorised by a special resolution passed by its shareholders. Further, in terms of provisions of Section 42 and 71 of the Act read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, SEBI ICDR Regulations, FCCB Scheme, shareholders' approval is required for issuance of Securities/ FCCB. Therefore, the consent of the Members is being sought for passing the special resolution, pursuant to applicable provisions of the Act and other applicable laws.

The Securities offered, issued, and allotted by the Company pursuant to the QIP in terms of the resolution and shares arising out of conversion of Securities/FCCB would be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and any Equity Shares that may be created, offered, issued and allotted by the Company shall rank, in all respects, pari-passu with the existing Equity Shares of the Company.

The pricing of the Securities shall be determined in accordance with the relevant provisions of the SEBI ICDR Regulations, the Act, FCCB Scheme and any other applicable laws. The resolution enables the Board in accordance with applicable law, to offer a discount of not more than 5% or such percentage as may be permitted under applicable law on the floor price determined in accordance with the SEBI ICDR Regulations.

The allotment of the Securities issued by way of QIP shall be completed within a period of 365 days from the date of passing of this resolution by the Members of the Company or such other time as may be allowed under the SEBI ICDR Regulations from time to time. The Securities shall not be eligible to be sold for a period of one year from the date of allotment, except on the recognised Stock Exchanges, or except as may be permitted under the SEBI ICDR Regulations from time to time.

The 'relevant date' for the purpose of the pricing of the Securities to be issued and allotted in the proposed QIP shall be decided in accordance with the applicable provisions of the SEBI ICDR Regulations, which shall be the date of the meeting in which the Board decides to open the QIP (or in case of allotment of eligible convertible securities, the relevant date may be either the date on which the Board decides to open the issue or the date on which the holders of such convertible securities become entitled to apply for the Equity Shares as may be decided by the Board), which shall be subsequent to receipt of shareholders' approval in terms of provisions of the Act and other applicable laws, rules, regulations and guidelines in relation to the proposed issue of the Equity Shares. The relevant date for purpose of FCCB will be determined in accordance with the FCCB Scheme or as may be permitted under the applicable laws.

The resolution proposed is an enabling resolution and the exact amount, exact price, proportion and timing of the issue of the Securities/ FCCB in one or more tranches and the remaining detailed terms and conditions for the QIP/ FCCB will be decided by the Board, in accordance with the SEBI ICDR Regulations, FCCB Scheme or other applicable laws in consultation with book running lead manager(s) and / or other advisor(s) appointed and such other authorities and agencies as may be required to be consulted by the Company. Further, the Company is yet to identify the investor(s) and decide the quantum of Securities/ FCCB to be issued to them. Hence, the details of the proposed allottees, percentage of their post- QIP shareholding and the shareholding pattern of the Company are not provided. The proposal, therefore, seeks to confer upon the Board the discretion and adequate flexibility to determine the terms of the QIP/ FCCB, including but not limited to the identification of the proposed investors in the QIP/ FCCB and quantum of Securities and/or FCCB or combination thereof to be issued and allotted to each such investor, in accordance with the provisions of the SEBI ICDR Regulations, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI LODR Regulations"), the Act, the FCCB Scheme, the FEMA and the regulations made thereunder, including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended, the Foreign Exchange Management (Debt Instruments) Regulations, 2019, as amended, the ECB guidelines as amended, Consolidated FDI Policy issued by the Department for Promotion of Industry & Internal Trade, Ministry of Commerce and Industry, Government of India from time to time, each as amended; and other applicable laws.

Necessary disclosures have and will be made to the recognised Stock Exchanges, as may be required under the listing agreements entered into with them and the SEBI LODR Regulations.

The approval of the Members is being sought to enable the Board, to decide on the issuance of Securities/FCCB, to the extent and in the manner stated in the Special Resolution, as set out in item No. 10 of this notice, without the need for any fresh approval from the Members of the Company in this regard.

None of the Directors or Key Managerial Personnel of the Company, or their respective relatives, is concerned or interested, financially or otherwise, except their shareholding, if any, in the Company, in the resolution set out at Item No. 10 of the notice.

The proposed QIP/FCCB is in the interest of the Company and the Board recommends the resolution set out at Item No. 10 of the notice for the approval of the Members as a Special Resolution.

By order of the Board of Directors
For **GMR Power and Urban Infra Limited**

Sd/-
Vimal Prakash
Company Secretary & Compliance Officer
(ACS 20876)

Place: New Delhi
Date: August 22, 2025

Registered Office:
Unit No. 12, 18th Floor, Tower A,
Building No. 5, DLF Cyber City,
DLF Phase– III, Gurugram– 122002,
Haryana, India
CIN: L45400HR2019PLC125712

ANNEXURE TO THE NOTICE

Details of directors seeking appointment / reappointment at the
6th Annual General Meeting to be held on Monday, September 29, 2025

(Pursuant to Regulations 36(3) of the SEBI (LODR) Regulations, 2015 and Secretarial Standard SS-2 on General Meetings

Name of the Director	**Mr. G Subba Rao**	**Mr. Madhva Bhimacharya Terdal**	**Mr. Shantanu Ghosh**	**Dr. Fareed Ahmed**	**Ms. Suman Naresh Sabnani**
Director Identification Number (DIN)	00064511	05343139	00041435	09698462	10223343
Age	73 years	71 years	68 years	65 years	54 years
Qualification	Chartered Accountant	Post Graduate in Economics and CAIIB and DBM from Indian Institute of Bankers.	Masters in economics & Post Graduate Diploma in International Trade Management	Ph.D in Management and Masters in Agricultural Economics.	Graduate in commerce and Post Graduate Certificate in Business Management, XLRI, Jamshedpur.
Brief resume of the Director and nature of their expertise in specified functional areas	Mr. G Subba Rao is having varied experience of more than 46 years in various fields such as Banking, Industry and Corporate Affairs. He was also the Board Secretary of a Nationalized Bank before associating himself with GMR Group. His association with the GMR group is since the year 2000 and he is currently on the Boards of various companies of the Group. He takes keen interest in developing the relationships and people processes which are the basic foundation ingredients for the development of any Organization.	Mr. Madhva Bhimacharya Terdal primarily was a career banker with extensive experience in credit and forex. In his overall 44 years of work experience, he has worked in Indian, Hong Kong, Singapore and London and acquired specialization in Investment Banking, Corporate Finance – Debt & Equity and M&A. His special skills lies in crisis management and management of stressed debt.	Mr. Shantanu Ghosh has held many key positions in various Indian and Overseas Banks in his career experience of 40 years. He held the position of Country Head of Retail & Commercial Banking of ING Vysya Bank. He was member of the startup team at C level in Bank Sohar and Bank Nizwa in Sultanate of Oman for over 11 years and has experience of Start Up and Mergers in the Financial Sector. He has rich experience in financial leadership roles, Business Strategy, Consulting, General Management, HRD, Information Technology and investment banking. Currently he advises on Digital Transformation and Growth.	Dr. Fareed has experience of working in banking sector, at both operational and administrative levels. He had served with Punjab & Sind Bank as Executive Director for over 3.5 years. Prior to this, he started his career as an Agricultural Field Officer in May 1983 and reached to the level of General Manager with Corporation Bank with which his association was for 34 years. He has been a regular contributor as an author for International Journals of Research. Dr. Fareed has also been associated with various Banks' Staff Training colleges as a Guest Faculty, Mentor and Coach and has conducted a number of sessions on Banking, Leadership and Team Performance.	Ms. Sabnani brings over 30 years of managerial experience, primarily with HSBC, where she held a series of senior leadership positions. Her most recent role was a global role with HSBC, UK. In this capacity, she was responsible for coordinating with Regional Third-Party Risk Officers across Asia Pacific, the UK, Europe, and North America to ensure the comprehensive and accurate resolution of all identified third-party risks.
Date of first appointment on the Board	January 06, 2022	January 06, 2022	August 04, 2023	August 04, 2023	August 04, 2023
Shareholding in the Company	37,600 equity shares	Nil	Nil	Nil	5,000 equity shares
Directorships and Committee Memberships held in other companies	Given hereunder as (a)	Given hereunder as (b)	Given hereunder as (c)	Given hereunder as (d)	Given hereunder as (e)
Names of listed Companies in which person ceased to be a Director in past three years	Nil	GMR Airports Limited (Formerly GMR Airports Infrastructure Limited)	Nil	Nil	Nil

Name of the Director	Mr. G Subba Rao	Mr. Madhva Bhimacharya Terdal	Mr. Shantanu Ghosh	Dr. Fareed Ahmed	Ms. Suman Naresh Sabnani
Inter-se relationships between- Directors-Key Managerial Personnel (KMP)	There is no inter-se relationship with the directors and KMP of the Company.	There is no inter-se relationship with the directors and KMP of the Company.	There is no inter-se relationship with the directors and KMP of the Company.	There is no inter-se relationship with the directors and KMP of the Company.	There is no inter-se relationship with the directors and KMP of the Company.
Number of Board Meetings attended during the year 2024-25	4	4	5	5	5
Details of remuneration last drawn for FY 2024-25	₹ 1,27,64,103/-	₹ 3,45,67,141/-	₹ 2,00,000/- in form of sitting fees	₹ 4,20,000/- in form of sitting fees	₹ 4,80,000/- in form of sitting fees
Terms and conditions of appointment along with remuneration sought to be paid	Being a Director liable to retire by rotation and being longest in office, Mr. G Subbarao is retiring by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment. Pursuant to the approval of the Members at the 5th Annual General Meeting of the Company Mr. Subbarao Gunuputi was duly re-appointed as Executive Director of the Company for a period of 3 (three) years with effect from January 31, 2025 to January 30, 2028, liable to retire by rotation, on terms stated in the notice of 5th Annual General Meeting of the Company. Remuneration to be Paid - Same as already approved by the Members at the 5th Annual General Meeting of the Company.	Being a Director liable to retire by rotation and being longest in office, Mr. Madhva B. Terdal, is retiring by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment. Remuneration to be Paid - Entitled to Sitting Fees for attending Board and/or Committee Meetings.	As an Independent Director for the second term of 5 (five) years with effect from September 29, 2025 or upto the conclusion of the 11th Annual General Meeting of the Company, whichever is earlier. Sitting Fees for attending Board and Committee Meetings.	As an Independent Director for the second term of 5 (five) years with effect from September 29, 2025 or upto the conclusion of the 11th Annual General Meeting of the Company, whichever is earlier. Sitting Fees for attending Board and Committee Meetings.	As an Independent Director for the second term of 5 (five) years with effect from September 29, 2025 or upto the conclusion of the 11th Annual General Meeting of the Company, whichever is earlier. Sitting Fees for attending Board and Committee Meetings.
Skills and capabilities required for the role of Independent Director and the manner in which the proposed person meets such requirements.	NA	NA	Please refer to explanatory statement of item no. 5. Details are also provided in Corporate Governance Report forming part of Annual Report.	Please refer to explanatory statement of item no. 6. Details are also provided in Corporate Governance Report forming part of Annual Report.	Please refer to explanatory statement of item no. 7 Details are also provided in Corporate Governance Report forming part of Annual Report.

(a) Names of entities other than the Company in which **Mr. G. Subba Rao** holds directorship and the Membership of Committees of the Board.

S. No.	Name of Companies (Directorship)*	Membership/Chairmanship of Committees of the Board
1.	GMR League Games Private Limited	Nil
2.	GMR (Badrinath) Hydro Power Generation Private Limited	Executive Committee (Member)
3.	GMR Indo-Nepal Power Corridors Limited	Nil
4.	GMR Londa Hydropower Private Limited	Nil
5.	GMR Aviation Private Limited	Allotment Committee (Member)
6.	Raxa Security Services Limited	Corporate Social Responsibility Committee (Member)

*Foreign entities not considered.

(b) Names of entities other than the Company in which **Mr. Madhva Bhimacharya Terdal** holds directorship and the Membership of Committees of the Board.

S. No.	Name of Companies (Directorship)*	Membership of Committees of the Board
1.	GMR Highways Limited	Nil
2.	GMR Aviation Private Limited	Nil
3.	GMR Corporate Services Limited	Nil
4.	GMR Energy Limited	• Corporate Social Responsibility Committee (Member); • Securities Allotment Committee (Member); • Nomination and Remuneration Committee (Member); • Management Committee (Member)

*Foreign entities not considered.

(c) Names of entities other than the Company in which **Mr. Shantanu Ghosh** holds the directorship and the membership of the Committees of the board: Nil

(d) Names of entities other than the Company in which **Dr. Fareed Ahmed** holds the directorship and the membership of Committees of the board:

S. No.	Name of Companies (Directorship)	Membership/ Chairmanship of Committees of the Board
1.	Annu Projects Limited	Audit Committee (Member) Nomination and Remuneration Committee (Member) Stakeholder's Relationship Committee (Member)
2.	GMR Kamalanga Energy Limited	Audit Committee (Member) Nomination Remuneration Committee (Member) Corporate Social Responsibility (CSR) Committee (Member)

(e) Names of entities other than the Company in which **Ms. Suman Naresh Sabnani** holds the directorship and the membership of Committees of the board:

S. No.	Name of Companies (Directorship)	Membership/ Chairmanship of Committees of the Board
1.	Delhi Airport Parking Services Private Limited	Audit Committee (Member) Corporate Social Responsibility (CSR) Committee (Member) Nomination and Remuneration Committee (Member)
2.	GMR Warora Energy Limited	Audit Committee (Member) Nomination and Remuneration Committee (Member)
3.	GMR Kamalanga Energy Limited	Audit Committee (Member) Nomination and Remuneration Committee (Member)

Notes

Notes

GMR Power and Urban Infra Limited

(CIN: L45400HR2019PLC125712)

Regd. Office: Unit No. 12, 18th Floor, Tower A, Building No. 5, DLF Cyber City,
DLF Phase- III, Gurugram- 122002, Haryana, India
T: +91 124 6637750; W: www.gmrpui.com
E: GPUIL.CS@gmrgroup.in

SHAREHOLDERS' FEEDBACK FORM

It is our constant endeavor to provide best possible services to our valuable Shareholders. We seek your feedback on the services provided by the Company.

Please spare your valuable time to fill the questionnaire given below and send it back to the Company Secretary at the Registered Office address mentioned above, to serve you better.

You may also fill the feedback form online, which is available on the website of the Company www.gmrpui.com

Name of the Shareholder: .... DP ID: ....

Address: ....

Regd. Folio No.: .... Client ID: ....

No. of shares held: .... Signature of the Shareholder: ....

Kindly rate on a five point scale (5= excellent, 4= very good, 3= good, 2= satisfactory, 1= Needs Improvement)

Particulars	**5**	**4**	**3**	**2**	**1**
Quality and contents of Financial and Non-Financial information in the Annual Report					
Information provided on the website of the Company					
Speed and quality of the responses to your queries / complaints					
Services provided by the Registrar and Share Transfer Agent, Kfin Technologies Limited					
Overall rating of investor services					

Your comments and suggestions, if any ....

....

....

....

....

September 05, 2025

Dear Member,

Sub: Notice of the 6th Annual General Meeting and Annual Report for F.Y. 2024-25

We wish to inform you that the 6th Annual General Meeting ("AGM") of the Company is scheduled to be held on Monday, September 29, 2025 at 11:00 A.M. (IST) through Video Conferencing ("V.C.) to transact the businesses as mentioned in the Notice of the AGM.

In this regard, in compliance with Regulation 36(1)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), electronic copies of the Notice of AGM along with Annual Report for F.Y. 2024-25, have been sent through e-mail to all those members whose e-mail addresses are registered with the Company or Depositories or Depository Participant(s) ("DPs") or Registrar and Share Transfer Agent ("RTA") of the Company.

However, as per the records available with the Company, we observe that your e-mail address is not registered against your Demat account/Folio No. as on the cut-off date i.e. Friday, August 29, 2025. Accordingly, we are unable to send the copy of the Notice of the AGM along with Annual Report for the FY 2024-25 to you electronically.

Therefore, in accordance with Regulation 36(1)(b) of SEBI LODR, we are sending you this letter to inform you that the Notice and Annual Report for FY 2024–25 can be accessed on the website of the Company through the following links/ QR Code:

Particulars	Annual Report for FY 2024-25 along with Notice of AGM
Web-link	https://investor.gmrpui.com/annual-reports
Path	https://www.gmrpui.com/ >> Investor Relations >> Financials & Reports >> Annual Report >> FY2025

Additionally, Notice of the AGM and Annual Report are available on the website of the stock exchanges on which the securities of the Company are listed, i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively.

Key details of AGM are as follows:

S.No	Particulars	Dates
1.	Cut-off date for e-Voting	Monday, September 22, 2025
2.	E-Voting start date and time	Thursday, September 25, 2025 at 09:00 A.M. IST
3.	E-Voting end date and time	Sunday, September 28, 2025 at 05:00 P.M. IST
4.	Speaker Registration start date and time	Friday, September 26, 2025 at 09:00 A.M. IST
5.	Speaker Registration end date and time	Saturday, September 27, 2025 at 05:00 P.M. IST

Detailed information with respect to procedure for e-voting and participation at the AGM, Speaker Registration, etc. are contained in the Notice convening the AGM.

You are also requested to register / update your email address with the Company/Registrar & Share Transfer Agent i.e KFin Technologies Limited at the earliest through your Depository Participant in order to receive all the important information and documents in future, electronically from the Company.

GMR Power & Urban Infra Limited

Corporate Office: New Udaan Bhawan, Opp. Terminal 3, Indira Gandhi International Airport, New Delhi – 110 037
Registered Office: Unit No. 12, 18th Floor, Tower A, Building No. 5, DLF Cyber City, DLF Phase– III, Gurugram– 122002, Haryana, India

CIN L45400HR2019PLC125712 T +91 124 6637750, E GPUIL.CS@gmrgroup.in W www.gmrpui.com

In case you have any queries, please feel free to reach out to the Company's Registrar and Share Transfer Agent, KFin Technologies Limited, Selenium Tower B, Plot Nos. 31 & 32, Gachibowli, Financial District, Nanakramgula, Hyderabad- 500 032 at einward.ris@kfintech.com, Toll Free No: 1800-309-4001

Looking forward to your participation at the ensuing AGM of the Company.

Additional information for Members:

1) 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, 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.

2) In accordance with the applicable provisions of the Companies Act, 2013 ("Act)" read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (IEPF Rules), all unclaimed dividends, if not claimed for a period of seven (7) years from the date of transfer to Unclaimed Dividend Account of the Company, are required to be transferred by the Company to the Investor Education and Protection Fund (IEPF).

   Pursuant to the Scheme of Arrangement Sanctioned by NCLT, Mumbai, the Company had allotted 6,03,016 number of equity shares in favour of IEPF, against the shares of GMR Airports Limited (Formerly GMR Airports Infrastructure Limited) that had already been transferred to IEPF by GAL. The eligible shareholders would be able to reclaim these shares from the IEPF authorities subject to the procedure prescribed under the Act.

   The members can claim the shares transferred to the IEPF Authority by submitting an online application in web Form No. IEPF-5 available on the website www.iepf.gov.in as per the procedure prescribed under the Act. No claim shall lie against the Company in respect of the shares so transferred.

   In accordance with IEPF Rules, the Board of Directors have appointed Mr. Vimal Prakash, Company Secretary of the Company, as the Nodal Officer for the purpose of verification of claims and for co-ordination with IEPF Authority.

   Details of the Nodal Officer for the purpose of coordination with the IEPF Authority are available on the website of the Company at https://investor.gmrpui.com/contact-us/investor-grievances

Thanking you
Yours faithfully,

For **GMR Power and Urban Infra Limited**

Sd/-
Mr. Vimal Prakash
(Company Secretary & Compliance Officer)
(ACS 20876)
Regd. Office: Unit No. 12, 18th Floor, Tower A, Building No. 5, DLF Cyber City, DLF Phase- III Gurugram- 122002, Haryana.

This page intentionally left blank

GMR POWER AND URBAN INFRA LIMITED

REGISTERED OFFICE:
Unit No. 12, 18th Floor, Tower A, Building No. 5,
DLF Cyber City, DLF Phase– III, Gurugram– 122002, Haryana, India

www.gmrpui.com