

November 14, 2025

BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400001.
Scrip: 543490

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

Sub: Postal Ballot Notice - Disclosure under Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR').

Please find enclosed herewith a copy of the Postal Ballot Notice ("Notice") dated November 14, 2025, pursuant to the Regulation 30 of the SEBI LODR, which is being sent to the members of the Company for seeking their approval by remote e-voting process ("e-voting") for entering into following special business:-

S.No	Description of Resolution	Type of Resolution
1.	To Approve Material Related Party Transaction for providing Corporate Guarantee by the Company for refinancing of the existing credit facility along with additional top up loan aggregating to ~Rs. 2970 crore to be availed by GMR Kamalanga Energy Limited, subsidiary of the Company from Power Finance Corporation Limited or any other lender participating in refinancing.	Ordinary
2.	To Approve Material Related Party Transaction for providing of Corporate Guarantee and Security by GMR Energy Limited, a wholly owned subsidiary of the Company, for refinancing of the existing credit facility along with additional top up loan aggregating to ~ Rs. 2970 crore to be availed by GMR Kamalanga Energy Limited, subsidiary of the Company from Power Finance Corporation Limited or any other lender participating in refinancing.	Ordinary
3.	To approve the appointment of Mr. Boda Venkata Nageswara Rao (DIN: 00051167) as an Executive Director of the Company.	Special

Notice through electronic mode will be sent to those members whose e-mail addresses are registered with the Company/Depositories and 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 Friday, November 07, 2025 (Cut-off date), seeking their approval as set out in the Notice.

The remote e-voting will commence from Saturday, November 15, 2025 (9:00 a.m. IST) and end on Sunday, December 14, 2025 (5:00 p.m. IST). The resolution if passed by requisite majority, shall be deemed to have been passed on December 14, 2025 i.e. last day of the e-voting period. The results of the postal ballot will be announced on or before Tuesday, December 16, 2025.

The Notice will also be uploaded and made available on the website of the Company at www.gmrpui.com

Request you to please take the same on record.

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



[illegible]

Encl: as above

Digitally signed by VMAL PRAKASH
DN: c=IN, o=United Pradesh,
2.5.4.20=05e79e5026735d2752c48720491be0400c09f4a
9aaf40b6d740333ab3a2d2, postalCode=201009,
street=DIGS VYU NAGAR SECTOR9 GAZIABAD FOR NEW
VTC UTTAR PRADESH021009,
pseudonym(1)6E79B6-9B02-4A25-854E-C879A14D7341,
serialNumber=6F5D48D21626b1f89F5160b6398824dc02e1e
416569a3986A02e8B27E13A15, o=Personal, cn=VMAL
PRAKASH
Date: 2025.11.14.18:50:30 +05'30'

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

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GMR Power and Urban Infra Limited

CIN: L45400HR2019PLC125712

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

Ph: +91 124 6637750

Email: GPUIL.CS@gmrgroup.in, Website: www.gmrpui.com

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

Dear Member(s),

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013, ("the Act") read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") (including any statutory modification or re-enactment thereof for the time being in force), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ("SS-2"), each as amended and other applicable laws and regulations read with the General Circular Nos. 14/2020 dated 08th April, 2020 and 17/2020 dated 13th April, 2020 and subsequent circulars issued in this regard, the latest being, General Circular no. 03/2025 dated 22nd September 2025, Ministry of Corporate Affairs allowed companies to conduct their AGMs/EGMs / through VC or OAVM, till further orders, transact items through postal ballot in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/2020 dated 05.05.2020 hence, resolution set out below are proposed to be passed by the members of GMR Power and Urban Infra Limited (hereinafter referred to as "**the Company**") by means of Postal Ballot (**only through remote e-voting process**).

The Explanatory Statement pursuant to Section 102 of the Act setting out material facts pertaining to the resolutions mentioned in this Postal Ballot Notice is annexed hereto along with the Postal Ballot Notice.

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

In compliance with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and the provisions of Section 108 and 110 of the Act read with the Rules, SS-2 as amended from time to time, and in accordance with MCA Circulars, the Company has extended only remote e-voting facility to the Members (whether holding shares in physical or in dematerialised form) to enable them to exercise their right to vote on the matters included in the notice of Postal Ballot, electronically i.e., through remote e-voting instead of submitting the Postal Ballot form. The remote e-voting period commences on Saturday, November 15, 2025 (9:00 a.m. IST) and ends on Sunday, December 14, 2025 (5:00 p.m. IST). The instructions for remote e-voting are appended to this postal ballot notice and members are requested to read it carefully and follow the same.

Members desiring to exercise their vote by postal ballot can send their assent or dissent through the remote e-voting process before the close of working hours (5:00 p.m. IST) on Sunday, December 14, 2025. The remote e-voting facility will be disabled immediately thereafter.

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

The Scrutinizer will submit his report to the Chairman of the Board of Directors, or any person authorised by him, after the completion of the scrutiny. The Chairman or person authorised by him will announce the results of the Voting by Postal Ballot (through the remote e-voting process), on or before Tuesday, December 16, 2025 and result along with the Scrutinizer's Report will be hosted on the Company's website <https://investor.gmrpui.com//> and KFin Technologies Limited's e-voting website i.e. <https://evoting.kfintech.com> besides communicating to the Stock Exchanges where the Company's equity shares are listed. The result shall also be displayed on the notice board at the Registered Office of the Company situated at Unit No. 12, 18th Floor, Tower A, Building No. 5, DLF Cyber City, DLF Phase- III, Gurugram, Haryana – 122002, as well as at the Corporate Office of the Company situated at New Udaan Bhawan, Opposite Terminal 3, Indira Gandhi International Airport, New Delhi-110037.

The proposed resolutions, if approved by requisite majority, will be taken as passed effectively on the last date of voting i.e., Sunday, December 14, 2025.

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

SPECIAL BUSINESS:

Item No. 1:

To approve Material Related Party Transaction for providing Corporate Guarantee by the Company for refinancing of the existing credit facility along with additional top up loan aggregating to ~Rs. 2970 crore to be availed by GMR Kamalanga Energy Limited, a Subsidiary of the Company from Power Finance Corporation Limited or any other lender participating in refinancing

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 Regulations 2(1)(zc) and Regulation 23(1) & (4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("Listing Regulations"), the applicable provisions of the Companies Act, 2013 ("the Act"), if any read with rules made thereunder, other applicable laws/ statutory provisions, if any, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Company's Policy on Related Party Transaction ("RPT Policy") and basis the approval of the Audit Committee and recommendation of the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to the Company for entering into a Material related party transaction with GMR Kamalanga Energy Limited ("GKEL"), a subsidiary of the Company, for providing of Corporate Guarantee on behalf of GKEL for refinancing of the existing credit facility along with additional top up loan aggregating to ~ Rs. 2970 crore from Power Finance Corporation Limited or any other lender participating in refinancing on such terms & conditions as per the details set out in the explanatory statement annexed to the Notice of this Postal Ballot.

RESOLVED FURTHER THAT the Board (which shall include any Committee of Board) or any person authorised by the Board be and is hereby authorised to do and perform all such acts, deeds, matters and things as may be deemed fit in this regard and to take all such steps as may be required in this connection including finalization and execution of all such agreements, documents, undertakings, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of these documents as per RPT Policy of the Company and to settle all questions, difficulties or doubts that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise."

Item No. 2:

To approve Material Related Party Transaction for providing of Corporate Guarantee and Security by GMR Energy Limited, a wholly owned subsidiary of the Company, for refinancing of the existing credit facility along with additional top up loan aggregating to ~ Rs. 2970 crore to be availed by GMR Kamalanga Energy Limited, a Subsidiary of the Company from Power Finance Corporation Limited or any other lender participating in refinancing

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 Regulations 2(1)(zc) and Regulation 23(1) & (4) and other applicable Regulations of the Securities and Exchange Board of India (Listing

Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("Listing Regulations"), the applicable provisions of the Companies Act, 2013 ("the Act"), if any read with rules made thereunder, other applicable laws/ statutory provisions, if any, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Company's Policy on Related Party Transaction ("RPT Policy") and basis the approval of the Audit Committee and recommendation of the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to the Company for entering into a Material related party transaction between GMR Kamalanga Energy Limited ("GKEL") and GMR Energy Limited ("GEL"), subsidiaries of the Company, with regard to providing of Corporate Guarantee and security by GEL, on behalf of GMR Kamalanga Energy Limited ("GKEL") for refinancing of the existing credit facility along with additional top up loan aggregating to ~ Rs. 2970 crore from Power Finance Corporation Limited or any other lender participating in refinancing on such terms & conditions as per the details set out in the explanatory statement annexed to the Notice of this Postal Ballot.

RESOLVED FURTHER THAT the Board (which shall include any Committee of Board) or any person authorised by the Board be and is hereby authorised to do and perform all such acts, deeds, matters and things as may be deemed fit in this regard and to take all such steps as may be required in this connection including finalization and execution of all such agreements, documents, undertakings, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of these documents as per RPT Policy of the Company and to settle all questions, difficulties or doubts that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise."

Item No. 3:

To approve the appointment of Mr. Boda Venkata Nageswara Rao (DIN: 00051167) as an Executive Director of the Company.

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

"RESOLVED THAT pursuant to the provisions of Section 196, 197 and 198 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") and subject to such other approvals, permissions and sanctions, as may be required and based on the recommendation of the Nomination and Remuneration Committee and as approved by the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded to appoint Mr. Boda Venkata Nageswara Rao (DIN:00051167), aged about 71 years as an Executive Director of the Company for a period of 3 (three) years with effect from November 15, 2025, with remuneration and other terms and conditions of his employment as detailed below:

- i. Consolidated salary on CTC basis of upto Rs. 3.30 Crore per annum by way of salary, dearness allowance, perquisites, VPP and other allowance as per the HR Policy and annual increment@10% which will be effective from 1st July each year.
- ii. Reimbursement of all official expenditure related to travel, communication or otherwise and payment of any other allowances, benefits, perquisites admissible

to the senior officers from time to time as per HR Policy of the Group in addition to the above remuneration.

- iii. If in any financial year during the tenure of his appointment, the Company has no profits or its profits are inadequate, the above remuneration will be paid to Mr. B.V.N. Rao, in accordance with the provisions of Section 197, Schedule V and other applicable provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT the aforesaid remuneration be paid to Mr. B.V.N. Rao in addition to remuneration drawn from any other Company.

RESOLVED FURTHER THAT the approval of the members of the Company be and is hereby accorded for payment of aforesaid remuneration even if due to the above payment the total managerial remuneration is in excess to the over-all limit specified in Section 197 of the Act read with Schedule V for the respective year;

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and is hereby authorised to alter and vary the terms and conditions of the said appointment as it may deem fit and to do all such acts, deeds, matters and things as in its absolute discretion it may consider necessary, expedient and desirable to give effect to this resolution."

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

**Sd/-
Vimal Prakash
(Company Secretary)
ICSI M. No. A20876**

Place: New Delhi
Date: November 14, 2025

Registered Office:
GMR Power and Urban Infra Limited
(CIN L45400HR2019PLC125712)
T +91 124 6637750, E: GPUIL.CS@gmrgroup.in;
W: www.gmrpui.com
Unit No. 12, 18th Floor, Tower A, Building No. 5,
DLF Cyber City, DLF Phase- III, Gurugram – 122002, Haryana

NOTES:

1. Explanatory Statement for the proposed resolution mentioned above, pursuant to Section 102 of the Companies Act, 2013 read with Section 110 of the Companies Act, 2013 setting out material facts and additional information as required under the SEBI Listing Regulations/Circulars is appended below to this notice.
2. The notice of postal ballot is being sent to all the members, whose names appear on the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited ("NSDL") / Central Depository Services (India) Limited ("CDSL") on Friday, November 07, 2025, ("Cut-off date") and who have registered their e-mail addresses in respect of electronic holdings with the Depository through the concerned Depository Participants.
3. Eligible Members who have registered their email address and not received Postal Ballot notice, User-Id and password for remote e-voting may, write an email to GPUIL.CS@gmrgroup.in with subject as "Postal Ballot Notice" and obtain the same. For Members who have not registered their email address and in consequence the Postal Ballot Notice could not be serviced, may temporarily get their email address registered with KFintech by following the instructions given under Note No. 9C below.
4. Members whose names appear on the Register of Members/ List of Beneficiary Owners as on Friday, November 07, 2025, (Cut-off Date) will be considered for the purpose of e-voting. A person who is not a Member as on the Cut-off date should treat this Notice for information purposes only.
5. In compliance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, MCA Circulars and in compliance with Regulation 44 of the Listing Regulations read with Section VI-C of the SEBI Master Circular bearing reference no SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, ("SEBI Master Circular") and SS-2, Members are provided with the facility to cast their vote electronically. For this purpose, the Company has engaged KFintech for facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching Postal Ballot Form.
6. SEBI Circular bearing reference no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025, effective from September 1, 2025 has mandated listed Companies to provide minimum information before the Audit Committee and Shareholders of the Company for approval of Related Party Transactions ("RPT Industry Standards"). The said information is being provided in the explanatory statement to this notice of postal ballot.
7. Voting rights shall be reckoned in proportion to the shareholding of the paid-up value of the shares registered in the name of the Members/ Beneficial Owners as on the Cut-off date.
8. The e-voting process commences on Saturday, November 15, 2025 (9:00 a.m. IST) and ends on Sunday, December 14, 2025 (5:00 p.m. IST). The remote e-voting module shall be disabled by KFintech for remote e-voting thereafter. Once the vote on a Resolution is cast by an equity shareholder, the equity shareholder shall not be allowed to change it subsequently.

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	1. Members already registered for NSDL Internet Based Demat Account Statement (IDeAS) facility; • Please visit the following URL https://eservices.nsdl.com. • Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. • A new screen will prompt and you will have to enter your User ID and Password. • Post successful authentication, click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. • Click on company name or e-Voting service provider name i.e., Kfintech and you will be re-directed to Kfintech website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. 2. Members who have not registered for IDeAS facility, may follow the below steps;

Type of shareholders	Login Method
	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 formalities, 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 hold 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
Individual Shareholders holding securities in demat mode with CDSL	1. Members already registered for Easi/ Easiest facility may follow the below steps; i. Visit the following URL: https://web.cdslindia.com/myeasi/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.

Type of shareholders	Login Method
	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/myeasi./Registration/EasiRegistration ii. On completion of the registration formality, follow the steps mentioned above. 3. Members may alternatively vote through the e-voting website of CDSL in the manner specified below: 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 have forgotten the password:

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

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

Helpdesk for Individual Shareholders holding securities in demat mode:

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

Login type Helpdesk details	Login type Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request email at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 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 email at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43.

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

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

- i. Launch internet browser by typing the URL: <https://evoting.kfintech.com/>
- ii. Enter the login credentials (i.e., User ID and Password). In case of physical folio, User ID will be EVEN (e-Voting Event Number) XXXX, followed by folio number. Your Folio No./DP ID-Client ID will be your User ID. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and Password for casting your vote.
- iii. After entering these details appropriately, click on 'LOGIN'.
- iv. You will now reach 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 it. 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., Postal Ballot- 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 folios/demat accounts may choose the voting process separately for each folio/demat accounts.
- ix. You may then cast your vote by selecting an appropriate option and click on 'Submit'.
- x. A confirmation box will 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 Format) of the Board Resolution/Authority Letter etc., duly authorising their authorized representative(s) to cast vote on its behalf and to vote through remote e-voting to the Scrutinizer at his e-mail ID compliance@sreedharancs.com with a copy marked to evoting@kfintech.com and to the Company at GPUIL.CS@gmrgroup.in. The file scanned image of the Board Resolution/Authority Letter should be in the naming format "Corporate 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 Company/ Depository Participants(s), and consequently Notice of Postal Ballot and e-voting instructions cannot be serviced:

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

- I. The process for registration of email address with Kfintech for receiving the Notice of Meeting and login ID and password for e-voting is as under:
 - a) Visit the link:
<https://ris.kfintech.com/clientservices/postalballot/registration.aspx>
 - b) Select the Company name viz. GMR Power and Urban Infra Limited.
 - c) Enter the DP ID & Client ID (in case shares are held in electronic form)/ Physical Folio No. and Share Certificate No. (in case shares are held in physical form) and PAN details.
 - d) Enter your email address and mobile number.
 - e) The system will then confirm the email address for receiving this Notice.
 - f) System will validate DP ID – Client ID/Folio No. and PAN or Share Certificate No., as the case may be, and send OTP at the registered mobile number as well as email address for validation.
 - g) Enter the OTPs received by SMS and email to complete the validation process.
 - h) Upon registration, Member will receive an e-mail from Kfintech which includes details of E-Voting Event Number (EVEN), USER ID and password.
- II. Alternatively, member may send an email request at the email id e-voting@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 postal ballot and the e-voting instructions.
- III. Please follow all steps from Note. No. 9(B) above to cast your vote by electronic means.

10. Other Instructions:

- I. If there is any change in the e-mail address already registered with the Company, the equity shareholders are requested to immediately notify such change to the Company's Registrar and Transfer Agent, Kfintech, in respect of shares held in physical form.
- II. Any member who has not received/forgotten the User ID and Password, may obtain/retrieve the same from Kfintech in the manner as mentioned below:
 - (a) If the mobile number of the equity shareholder is registered against Folio No./DP ID-Client ID, the Member may send SMS: MYEPWD<SPACE>Folio No. or DP ID-Client ID to +91 9212993399. In case of physical holding, prefix Folio No. with EVEN.

Example for NSDL: MYEPWD<SPACE>IN12345612345678

Example for CDSL: MYEPWD<SPACE>1402345612345678

Example for Physical: MYEPWD<SPACE>XXX1234567890 (XXXX being EVEN)

- (b) If email address or mobile number of the equity shareholder is registered against Folio No./DP ID-Client ID, then on the home page of <https://evoting.kfintech.com>, the equity shareholder may click 'Forgot Password' and enter Folio No. or DP ID-Client ID and PAN to generate a password.
- III. Registration of e-mail address permanently with Company / Depository Participant(s): In case e-mail ID of a Member is not registered with the Company/ Depository Participant(s), then such Member is requested to register/ update their e-mail addresses:
- a) with the Depository Participant (in case of Shares held in dematerialised form);
 - b) with KFinTech by sending an email request at the email 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, Nanakramguda, Hyderabad-500032 at e-mail: evoting@kfintech.com, Toll Free No: 1800-309-4001.
11. 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.
12. 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 dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website at <https://investor.gmrpui.com> and on the website of RTA at <https://ris.kfintech.com/clientservices/isc/default.aspx#isc>
13. As per the provisions of Section 72 of the Companies Act, 2013, nomination facility is available to the members, in respect of equity shares held by them. Nomination form i.e. Form No. SH 13, can be downloaded from the Company's website at <https://investor.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 in case the shares are held in electronic form.

14. As per Rule 3 of the Companies (Management and Administration) Rules, 2014, Register of Members of the Company should have additional details pertaining to e-mail, PAN /CIN, UID, Occupation, Status, Nationality. We request all the Members of the Company to update their details with their respective Depository Participants (DPs) in case of equity shares held in electronic form, immediately.
15. Non-resident Indian shareholders are requested to inform about the following immediately to the Company or its RTA or the concerned Depository Participant, as the case may be: -
 - a) the change in the residential status on return to India for permanent settlement, and
 - b) the particulars of the updated Bank Account in India.
16. A copy of each of the documents referred to in the accompanying Explanatory Statement is open for inspection at the Registered Office of the Company from the circulation of this notice during office hours on all working days, except Saturday and Sunday and other holidays, between 11:00 a.m. to 1:00 p.m. up to the last date of e-voting i.e. December 14, 2025.

STATEMENT PURSUANT TO SECTION 102(1) AND 110 OF THE COMPANIES ACT, 2013 ("THE ACT") READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014

The following statements set out all material facts relating to the special business proposed in this postal ballot notice:

Item No. 1 & 2:

Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), effective April 1, 2023, requires Members approval by way of Ordinary Resolution for material related party transactions. In terms of said Regulation, a transaction with a related party shall be considered as material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, exceeds Rs. 1,000 crore, or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower ("Material RPT").

The Material RPTs would require prior approval of the Members even if the same are in the ordinary course of business and at arm's length basis.

GMR Kamalanga Energy Ltd ("GKEL") is a step down subsidiary of the Company which is operating a 3x350 MW coal based thermal power plant in district Dhenkanal, Odisha. The plant is operational for more than 11 (eleven) years.

During the project implementation stage, GKEL had availed loan from various banks/ Financial institutions and total outstanding loan as on date is ~Rs. 2450 crore supported by the Corporate guarantees provided by GMR Energy Limited and the Company to aggregate upto Rs. 1000 crore.

In view of improved operational & financial performance in the recent past, and improved credit rating, GKEL is seeking refinancing of the existing outstanding loan amount of ~ Rs. 2450 crore along with top up loan of ~ Rs. 520 crore aggregating to an amount of ~ Rs. 2970 crore to meet the emerging business requirements and other corporate purposes. The proposed refinancing will reduce the existing cost of borrowing on existing outstanding amount and release contributions made by the GEL / Group Company in the form sub-debt/unsecured loan funds which will result in untying its growth capital and financing its emerging business needs.

For the refinancing purposes, negotiations were held with Power Finance Corporation Limited ("PFC"), which has agreed to refinance the existing term loan along with top up loan. PFC has shared the Term Sheet subject to approval of its Board, which is expected to be received shortly.

The proposed refinancing is expected to result in:

- The Proposed refinancing by GKEL would assist in reduction in rate of interest on existing term loan of Rs. 2,450 Crs from 12.14% p.a. to 10.00% p.a. resulting in annual saving of ~ Rs. 52 Crs by GKEL.
- Consolidation of GKEL lenders from existing 12 Banks/Financial Institution to 1 financial institution;
- Top up loan for repayment of loan/other outstandings to group companies to the extent of ~ Rs. 500 Crs;

- Relaxation in financing terms as below will result in the following benefits:-
 - No cash sweep by lenders meaning all surplus cash flows will be available for utilization.
 - Progressive reduction in pledge of shares to 51% by July 2030. Under the existing loan documents , shareholding of GEL remains pledged to 100% for full tenure of the loan till FY35
 - CG falls off once security is created & perfected. Under existing loan documents, CG remains valid till FY 35.
- Further, the refinancing of ~Rs. 2970 crore will also help in releasing of existing corporate guarantee and security to the extent of Rs. 1000 crore by the Company and other subsidiaries securing the existing obligations of GKEL from banks/financial institutions.

The refinancing proposal for Rs.2,970 Crore include the refinancing of existing loan of Rs.2,450 Crore and additional loan of Rs. 520 Crore and the repayment term of such loan would be 9.5 Years.

As per the terms of the ongoing negotiations and term sheet received in this regard from PFC, the aforesaid refinancing is required to be secured by moveable and immovable assets of GKEL as security, and Corporate guarantee to be provided by the Company and Corporate guarantee and security to be provided by GMR Energy Limited, a wholly owned subsidiary of the Company.

The timeline for creation and perfection of entire Security would be as follows:-

- Security by way of mortgage to be created within 12 months from the date of first disbursement.
- Security by way of Hypothecation and assignment to be created within 6 months from the date of first disbursement.
- Pledge to be created within 3 months from the date of first disbursement.
- Corporate Guarantee of GPUIL and GEL to be created before first disbursement.

Further, the Corporate Guarantee to be provided by GPUIL and GEL will fall off once the creation and perfection of security is completed. Similarly, the security of 100% pledge of shares to be provided by GEL, to secure the refinancing of loan would also be released as follows:

- Reduced to 76% - on 25% loan repayment
- Reduced to 51% - on 50% loan repayment

Further, the refinancing of ~ Rs. 2970 crore will also help in releasing of existing corporate guarantee and security to the extent of Rs. 1000 crore by the Company and other subsidiaries securing the existing obligations of GKEL from banks/financial institutions.

In view of the above, Corporate Guarantee is to be issued by GPUIL & GEL for an interim/temporary period upto perfection of entire security.

It may be noted that the proposed refinancing would result in significant cost reduction and generate surplus funds to repay the internal debts of the subsidiaries leading to cash flows

within system along with it is customary for Holding Company to provide corporate guarantee to the subsidiaries, the Board of directors have recommended for the issuance of corporate guarantee by the Company for securing the refinancing from PFC.

Providing of Corporate Guarantee by the Company and Corporate Guarantee along with Security by GMR Energy Limited ("Wholly owned Subsidiary of the Company") to Power Finance Corporation Limited for securing the obligations of GMR Kamalanga Energy Limited, a subsidiary of the Company would be considered to be material related party transaction, requiring the approval of the Members of the Company.

The Annual Consolidated Turnover of the Company, as per the Audited financials for the FY ended March 31, 2025 was ~ Rs. 6,343.97 and accordingly, any related party transaction having value exceeding 10% of the Annual Consolidated Turnover of the Listed Company, i.e. ~ Rs. 634.39 Crore, would become a material related party transactions, requiring approval of the Shareholders of the Company apart from the approval of the Audit Committee.

The Audit Committee had, on the basis of relevant details provided by the management, as required by law, reviewed and approved the said transaction, subject to approval of the shareholders of the Company.

The Audit Committee has reviewed the certificate provided by the Executive Director and CFO of the Company as required under the RPT Industry Standards issued by SEBI vide its circular dated 26.06.2025.

Further, as aforesaid, the Board of Directors have also recommended the proposal to the shareholders by way of Ordinary Resolution.

The Members may note that in terms of the provisions of the Listing Regulations, no Related Party shall vote to approve this Ordinary Resolution, whether the entity is a Related Party to the particular transaction(s) or not.

None of the Directors, KMPs and or their respective relatives, is in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution mentioned in this Postal Ballot Notice.

The details as required under Regulation 23 of Listing Regulations read with SEBI Circular bearing reference no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025, to provide minimum information before the Audit Committee and Shareholders of the Company for approval of Related Party Transactions ("RPT Industry Standards") are set forth below: -

Part A: Minimum information of the proposed RPT, applicable to all RPTs:-

A1: Basic details of the related party

S. No.	Particulars of the information	Information provided by the management
1.	Name of the related party	GMR Kamalanga Energy Ltd; ("GKEL") GMR Energy Limited. ("GEL")
2.	Country of incorporation of the related party	India

3.	Nature of business of the related party	Electric power generation, transmission and distribution
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A(2): Relationship and ownership of the related party

S. No.	Particulars of the information	Information provided by the management
1.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following: • Shareholding of the listed entity/subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. • Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/subsidiary (in case of transaction involving the subsidiary). • Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary). Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered.	The Proposed transactions involves RPTs between GPUIL and GKEL and also between GEL and GKEL. GKEL is a Step down Subsidiary for GPUIL and a direct subsidiary to GEL. GEL holds 97.63% in GKEL. Hence GPUIL's indirect holding in GKEL would be considered as 97.63%. N.A. N.A.

A(3): Details of previous transactions with the related party

S. No.	Particulars of the information	Information provided by the management															
1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	Transaction between GPUIL and GKEL:- <table> <tr> <th>S. No</th><th>Nature of Transaction</th><th>Amount in Rs Crs (FY 2024-25)</th></tr> <tr> <td>1.</td><td>Corporate Common Expenses</td><td>32.89</td></tr> </table> Transaction between GEL and GKEL: <table> <tr> <th>S. No</th><th>Nature of Transaction</th><th>Amount in Rs Crs (FY 2024-25)</th></tr> <tr> <td>1.</td><td>Operation & Maintenance (O&M) Services</td><td>1.65</td></tr> <tr> <td>2.</td><td>Extension of pledge of 87.42% of the total paid up equity share capital of GKEL to IDBI Bank Limited, its working capital lender to secure additional working capital Facility of Rs.32 Crore provided by IDBI Bank to GKEL</td><td>32.00</td></tr> </table> Explanation: Details need to be disclosed separately for listed entity and its subsidiary.	S. No	Nature of Transaction	Amount in Rs Crs (FY 2024-25)	1.	Corporate Common Expenses	32.89	S. No	Nature of Transaction	Amount in Rs Crs (FY 2024-25)	1.	Operation & Maintenance (O&M) Services	1.65	2.	Extension of pledge of 87.42% of the total paid up equity share capital of GKEL to IDBI Bank Limited, its working capital lender to secure additional working capital Facility of Rs.32 Crore provided by IDBI Bank to GKEL	32.00
S. No	Nature of Transaction	Amount in Rs Crs (FY 2024-25)															
1.	Corporate Common Expenses	32.89															
S. No	Nature of Transaction	Amount in Rs Crs (FY 2024-25)															
1.	Operation & Maintenance (O&M) Services	1.65															
2.	Extension of pledge of 87.42% of the total paid up equity share capital of GKEL to IDBI Bank Limited, its working capital lender to secure additional working capital Facility of Rs.32 Crore provided by IDBI Bank to GKEL	32.00															
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	Transaction between GPUIL and GKEL: <table> <tr> <th>S. No</th><th>Nature of Transaction</th><th>Amount in Rs. Crs (Apr-25 to Sept-26)</th></tr> <tr> <td>1.</td><td>Corporate Common Expenses</td><td>13.54</td></tr> </table>	S. No	Nature of Transaction	Amount in Rs. Crs (Apr-25 to Sept-26)	1.	Corporate Common Expenses	13.54									
S. No	Nature of Transaction	Amount in Rs. Crs (Apr-25 to Sept-26)															
1.	Corporate Common Expenses	13.54															

		Transaction between GEL and GKEL:		
		S.No	Nature of Transaction	Amount in Rs. Crs (FY 2025-26)
		1.	Operation & Maintenance (O&M) Services	11.45
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	NA		

A (4): Amount of the proposed transaction(s)

S. No	Particulars of the information	Information provided by the management
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	GPUIL and GEL are proposing to provide Corporate Guarantee to Power Finance Corporation Limited and other participating lenders on behalf of GKEL, for the whole amount of loan facility being availed. Apart from Corporate Guarantee, GEL would also provide security on behalf of GKEL. GKEL is seeking refinancing of the existing outstanding loan amount of ~Rs. 2450 crore along with top up loan of ~Rs. 520 crore aggregating to an amount of ~Rs.2970 crore.
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	46.82 %

4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	GKEL – 108.26% GEL – 11870.50%										
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	GKEL – 108.26% GEL – 11870.50% GKEL – Consolidation not applicable GEL – Consolidated accounts are not prepared as GEL is 100% subsidiary of GPUIL and consolidation of accounts are done at GPUIL level.										
6.	Financial performance of the related party for the immediately preceding financial year:	<table><tr><th>Particulars</th><th>FY 2024-25 (INR Crs)</th></tr><tr><td colspan="2">GMR Kamalanga Energy Limited</td></tr><tr><td>Turnover</td><td>2,743.47</td></tr><tr><td>Profit After Tax</td><td>301.11</td></tr><tr><td>Net worth</td><td>1,615.43</td></tr></table> Explanations: The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.	Particulars	FY 2024-25 (INR Crs)	GMR Kamalanga Energy Limited		Turnover	2,743.47	Profit After Tax	301.11	Net worth	1,615.43
Particulars	FY 2024-25 (INR Crs)											
GMR Kamalanga Energy Limited												
Turnover	2,743.47											
Profit After Tax	301.11											
Net worth	1,615.43											

A (5): Basic details of the proposed transaction

S. No.	Particulars of the information	Information provided by the management
1.	Specific type of the proposed transaction	Extending of Corporate Guarantee and providing of Security by way of Pledge of Equity shares.
2.	Details of each type of the proposed transaction	Extending of Corporate Guarantee by the Company and GEL and providing of Security by way of Pledge of Equity shares of GKEL held by GEL.
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Till creation and perfection of security.

4.	Whether omnibus approval is being sought?	No, it is one time approval to be valid till the time when the Corporate guarantee falls off, after perfection of the security.
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Value of the proposed transaction – Rs. 2,970 Crs Corporate Guarantee of GPUIL and GEL to be created before first disbursement. In view of the aforesaid terms, in order to enable GKEL to avail refinancing from the PFC, corporate guarantee of the Company and that of GEL till creation and perfection of security is completed. The transaction will be executed in current financial year 2025-26 and will remain valid till creation and perfection of security.
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	1. Proposed refinancing by GKEL would assist in reduction of rate of interest from existing Rate of Interest 12.14% p.a. to 10.00% p.a. resulting in annual saving of ~ Rs. 52 Crs on the existing outstanding loan balance. 2. Consolidation of lenders from existing 12 Banks/Financial Institution to 1 financial institution 3. Top up loan for the loan pay-out to GEL and GCSL the extent of ~ Rs. 500 Crs 4. Relaxation in financing terms.
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. <i>Explanation: Indirect interest shall mean interest held through any person over which an individual has control.</i>	None of the promoter(s)/ director(s) / key managerial personnel of the listed entity have any interest in the transaction, either directly or indirectly except Mr. Srinivas Bommidala, Ms. Suman Naresh Sabnani and Dr. Fareed Ahmed hold common directorship in GKEL and GPUIL, without having interest in the transaction.
	a. Name of the Director / KMP	N.A.
	b. Shareholding of the Director / KMP, whether direct or indirect, in the related party	N.A.
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	The nature of transaction doesn't require any valuation or other external party report.
9.	Other information relevant for decision making.	N.A.

Information to be provided only if a specific type of RPT as mentioned below is proposed to be undertaken and is in addition to Part A

B(4): Disclosure *only* in case of guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary.

S. No.	Particulars of the information	Information provided by the management
1.	(a) Rationale for giving guarantee, surety, indemnity or comfort letter	- Proposed refinancing by GKEL would assist in reduction of rate of interest from existing Rate of Interest 12.14% p.a. to 10.00% p.a. resulting in annual saving of ~Rs. 52 Crs on existing outstanding loan amount. - Consolidation of lenders from existing 12 Banks/Financial Institution to 1 financial institution - Top up loan for internal loan pay-out to the extent of ~ Rs. 500 Crs - Relaxation in financing terms.
	(b) Whether it will create a legally binding obligation on listed entity?	Yes, extending of Corporate Guarantee by GPUIL would result in creating contingent liabilities upon GPUIL.
2.	Material covenants of the proposed transaction including: (i) commission, if any to be received by the listed entity or its subsidiary; (ii) contractual provisions on how the listed entity or its subsidiary will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked.	(i) In accordance with the relevant provision of Central Goods and Service Tax Act, 2017, the company will charge Corporate Guarantee (CG) Commission @1% on the Corporate Guarantee amount plus GST thereon. GKEL will accrue the guarantee commission and pay at the later stage after lender's consent post disbursement of full amount of loan. (ii) The Company does not envisage this situation to emerge as GKEL is performing well and earning profits on yearly basis and is in the position to discharge its obligations

3.	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	It is proposed to provide Corporate Guarantee by GPUIL and GEL, till creation and perfection of entire Security. GKEL is seeking refinancing of the existing outstanding loan amount of ~ Rs. 2450 crore along with top up loan of ~ Rs. 520 crore aggregating to an amount of ~ Rs. 2970 crore. No provisions are required to be created by listed entity. However, the same is to be reported as part of contingent liability till the time when Corporate Guarantee falls off after creation and perfection of securities.
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Information to be provided only if a specific type of RPT mentioned below proposed to be undertaken is a material RPT and is in addition to Part A and B:-

C(3):-Disclosure only in case of transactions relating to any guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management
1.	If guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter is given in connection with the borrowing by a related party, provide latest credit rating of the related party <i>Note:</i> a. <i>Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any.</i> b. <i>This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.</i>	The latest credit rating of GKEL is CARE BBB. The same was provided by CARE on Nov 28, 2024

2.	Details of solvency status and going concern status of the related party during the last three financial years.	The status of GKEL is solvent and is a going concern entity.
3.	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee) surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	GPUIL and GEL are proposing to provide Corporate Guarantee to Power Finance Corporation Limited and other participating lenders on behalf of GKEL, for the whole amount of loan facility being availed. Apart from Corporate Guarantee, GEL would also provide security on behalf of GKEL. GKEL is seeking refinancing of the existing outstanding loan amount of ~ Rs. 2450 crore along with top up loan of ~ Rs. 520 crore aggregating to an amount of ~ Rs. 2970 crore. The Corporate Guarantee of Rs. 2,970 Crs is required to be issued and would be valid till creation and perfection of security stipulations as per the refinancing proposal. No provisions are required to be created by listed entity. However, the same is to be reported as part of contingent liability till fall off Corporate Guarantee.
4.	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person. Note: This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request. In addition, state the following:- a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting; b) Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting; c) Whether the related party is	There was no event of default reported by GKEL during the relevant period. NA NA NA

	undergoing or facing any application for commencement of an insolvency resolution process or liquidation;	
	d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016. Note: Past defaults that are no longer subsisting and have been cured or regularized need not be disclosed.	NA

Item No. 3:

The Members of the Company, on the recommendation of the Board of Directors of the Company, at the 3rd Annual General Meeting of the Company held on September 27, 2022, had appointed Mr. B.V.N. Rao (DIN: 00051167) as Non-Executive Director of the Company, liable to retire by rotation with effect from January 6, 2022.

The Board of Directors in their meeting held on November 14, 2025, based on the recommendation of the Nomination and Remuneration Committee, has approved the proposal for appointment of Mr. B.V.N. Rao as an Executive Director of the Company for a term of 3 (three) years, subject to the approval of the Shareholders.

Mr. B.V.N. Rao, possesses extensive experience in the Energy, Transportation, EPC and Urban Infrastructure businesses, in which the Company and its subsidiaries are currently engaged. He has been associated with the GMR Group since 1989, during which he has held various challenging leadership roles. Earlier, he was involved in guiding the Company at strategic level as a Non-Executive Director. Now, the Board believes that his active involvement in day-to-day operations will be beneficial and his leadership will support the Company's continued growth and success. His appointment as Executive Director will allow the Company to benefit from his deep knowledge, leadership experience, and ability to handle complex situations.

Pursuant to Sections 196, 197, 198 and all other applicable provisions of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) the appointment of Mr. B.V.N. Rao requires approval of the Members by way of Special Resolution.

Further in terms of Section V of Part II of Schedule V of the Act, a managerial person shall draw remuneration from one or more than one Companies however, total remuneration drawn from the Companies will not exceed the higher maximum limit from any one of the Company.

Mr. B.V.N. Rao has attained the age of 71 years and in terms of the requirements of Schedule V of the Act, his appointment requires approval of Members by way of Special Resolution. The Board believes that on account of his huge experience in the sector in which the company and its subsidiaries operate, the Company will be immensely benefited by his knowledge and experience.

Mr. B.V.N. Rao satisfies the other conditions specified in Part-I of Schedule V to the Act for appointment as an Executive Director and has given his consent in this regard. He is not disqualified from being appointed as Executive Director in terms of Section 164 of the Act and other applicable provisions of the Act nor debarred from holding the office of Director pursuant to any SEBI order.

Further, in terms of the Regulation 17(1C) of SEBI LODR Regulations, the Company shall ensure that approval of Members for appointment or re-appointment of a person on the Board of Directors or as a manager is taken at the next general meeting or within a time period of 3 months from the date of appointment, whichever is earlier.

The terms and conditions of the appointment and remuneration payable to Mr. B.V.N. Rao are provided in the resolution referred in Item No. 3 of the Notice and the proposed remuneration is commensurate with size and complexity of business and is well within the prevailing industry standards and benchmarks.

Mr. B.V.N. Rao is also holding the position of Executive Director and Chairman of TIM Delhi Airport Advertising Private Limited (TIMDA), a JV Company of the Group for a tenure from September 1, 2024 to August 31, 2027 on the annual fixed remuneration of Rs. 3.85 Crore p.a. with annual increment of 10% of YOY.

It may be noted that currently, company is in profits and the remuneration being proposed is within the limits of 5% of the net profits of the Company.

The approval of members is also being sought to enable the payment of remuneration to Mr. B.V.N. Rao even if due to the above remuneration the total managerial remuneration is in excess to the overall limit specified in Section 197 read with Section V of Part II of Schedule V of the Act.

Further, if in any financial year during the tenure of his appointment, the Company has no profits or its profits are inadequate, the above remuneration will be paid to Mr. B.V.N. Rao in terms of Section 197 read with Schedule V and other applicable provisions of the Companies Act, 2013.

The terms as set out in the resolution and explanatory statement may be treated as a written memorandum setting out the terms and conditions under Section 190 of the Act.

Details regarding the qualification, varied experience, achievements within the Group and his leadership roles and responsibilities including the information pursuant to Secretarial Standards- 2 on General Meetings read with SEBI LODR and Section II of Schedule V of Companies Act, 2013 is as under:

I. General information:		
1.	Nature of industry:	Engineering, Procurement and Construction and Others [Investment Activity and corporate support to various infrastructure SPVs]
2.	Date or expected date of commencement of commercial production	The Company had filed the declaration for commencement of business pursuant to Section 10A of the Companies Act, 2013 on July 17, 2019.
3.	In case of new companies, expected date of commencement of activities as per	Not applicable

	project approved by financial institutions appearing in the prospectus	
4.	Financial performance based on given indicators	For Financial year 2024-25 (Rs. In Crore) a. Revenue from operations : 480.89 b. Profit/ (Loss) before tax : 746.60 c. Profit / (Loss) after tax : 746.60
5.	Foreign investments or collaborations, if any	There is no Direct Foreign Investment in equity of the Company except the investment held by the Foreign Institution Investors/ Foreign persons through secondary market i.e. stock exchanges.

II. Information about the appointee:

1.	Background details	Mr. B.V.N. Rao holds a bachelors' degree in electrical engineering from Andhra University. He has been associated with various businesses promoted by GMR Group since 1988. He has nearly 43 years of rich experience, of which 12 years have been in the banking sector with specific experience in Industrial Finance, Foreign Exchange, rehabilitation of sick industries, and international trade. Additionally, he has extensive experience in asset management and corporate relations in the power and road business and is a Director on the Board of several companies of GMR Group.
2.	Past remuneration	Not Applicable
3.	Recognition or awards	- Under his leadership various highway projects were commissioned and following milestones were achieved; - GMR Chennai Outer Ring Road Limited received favourable orders from the Madras High Court against Government of Tamil Nadu and received an award for Rs. 340 crore. - The GHVEPL received settlement amount of ~Rs. 1387 Crore from NHAI, in view of significant loss of revenue in GHVEPL project on account of the bifurcation of the stretch between two states i.e. Telangana and Andhra Pradesh. GHVEPL had raised claims in in terms of the agreement against NHAI, seeking compensations against such losses arising due to change law. - The group was awarded the EPC contract to construct two dedicated freight Corridors under DFCCIL from New Bhaupur to Deen Dayal Upadhyay Junction (package 201 and 202) in the state of UP and from Ludhiana – Khurja – Dadri (package 301 and 302) in the state of Haryana, UP and Punjab.
4.	Job profile and his suitability	Mr. B.V.N. Rao will be responsible for managing and overseeing the Transportation and Urban Infrastructure businesses of the Company. He will also be heading

		various corporate services covering legal, procurement and corporate affairs.
5.	Remuneration proposed	The remuneration proposed is detailed in the resolution.
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Considering the responsibility shouldered by him, proposed remuneration is commensurate with Industry and Board level positions held in similar sized and similarly positioned businesses. The proposed remuneration is also in line with remuneration structure for other similar positions within the GMR Group
7.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	There is no pecuniary relationship with the Company or any relationship with any managerial personnel except he holds 18,214 equity shares of Company.
III. Other information:		
1.	Reasons of loss or inadequate profits	It may be noted that for the financial year ended March 31, 2025 and March 31, 2024 the Company earned a Net Profit of Rs.746.60 and Rs. 645.01 Crore respectively.
2.	Steps taken or proposed to be taken for improvement	N.A.
3.	Expected increase in productivity and profits in measurable terms	Barring unforeseen circumstances, the Company hopes to increase the revenue and profits by improved margins in current year

Except Mr. B.V.N. Rao and his relatives, none of the other Directors/ Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item No. 3.

The Board of Directors accordingly recommends passing of the resolution as set out in Item no. 3 as a Special Resolution.

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

**Sd/-
Vimal Prakash
(Company Secretary)
ICSI M. No. A20876**

Place: New Delhi

Date: November 14, 2025

Registered Office:

GMR Power and Urban Infra Limited

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

DLF Cyber City, DLF Phase- III, Gurugram—122002, Haryana.

CIN: L45400HR2019PLC125712

ANNEXURE TO THE NOTICE
Details of Director seeking appointment / reappointment
(Pursuant to Regulations 36(3) of the SEBI (LODR) Regulations, 2015 and
Secretarial Standard SS-2 on General Meetings)

Name of the Director	Mr. Boda Venkata Nageswara Rao		
Director Identification Number (DIN)	00051167		
Age	71 years		
Qualification	Bachelor of Engineering (B.E.) from Andhra University		
Brief resume of the Director and nature of their expertise in specified functional areas	Mr. B.V.N. Rao holds a bachelors' degree in electrical engineering from Andhra University. He has been associated with various businesses promoted by GMR Group since 1988. He has nearly 43 years of rich experience, of which 12 years have been in the banking sector with specific experience in Industrial Finance and Foreign Exchange. Currently as a Business Chairman, he heads the urban infrastructure and transportation sectors covering highways, SEZ, EPC and corporate services covering legal, procurement and corporate affairs.		
Date of first appointment on the Board	January 6, 2022		
Shareholding in the Company	18214 Equity Shares		
Directorships and Committee Memberships held in other companies	S.No.	Name of Companies (Directorship)	Membership of Committees of the Board
	1.	GMR Highways Limited	Nomination and Remuneration Committee (Member) Management Committee (Member)
	2.	GMR Logistics Park Private Limited	Nil
	3.	GMRIT Foundation	Nil
	4.	GMR Visakhapatnam International Airport Limited	Nil
	5.	GMR Krishnagiri Sir Limited	Nil
	6.	GMR Hyderabad International Airport Limited	Stakeholder Relationship Committee (Member) Corporate Social Responsibility Committee (Member)
	7.	TIM Delhi Airport Advertising Private Limited	Nil
	8.	Parampara Family Business Institute	Nil
	9.	GMR Varalakshmi Foundation	Audit Committee (Chairman)

	10.	GMR Enterprises Private Limited	Audit Committee (Member) Nomination and Remuneration Committee (Member) Corporate Social Responsibility Committee (Member) IT Strategy Committee (Member) Management Committee (Member)
	11.	GMR Energy Limited	Nil
Names of listed Companies in which person ceased to be a Director in past three years	GMR Airports Limited		
Inter-se relationships between - Directors -Key Managerial Personnel (KMP)	There is no inter-se relationship with the directors and KMP of the Company.		
Number of Board Meetings attended during the year 2024-25	5		
Details of remuneration last drawn	Not Applicable		
Terms and conditions of appointment along with remuneration sought to be paid	Executive Director and governed by the Code of Conduct for the Directors for a term of 3 (three) years. Remuneration: Please refer to the draft resolution seeking approval of the members of the Company		
Skills and capabilities required for the role of Independent Director and the manner in which the proposed person meets such requirements.	Not Applicable		