



December 17, 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 29(1)(d) & 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 December 17, 2025, seeking approval of the shareholders for raising funds by way of preferential issue.

Postal Ballot Notice is being sent only through electronic mode to all the members whose e-mail address is registered with the Company / Company's Registrar and Transfer Agent / Depository Participants / Depositories as on December 11, 2025 (Cut-off date) for seeking their approval by way of remote e-voting process ("e-voting").

Pursuant to the Regulation 29(1)(d) of SEBI LODR, the approval of the shareholders is being sought for raising of funds upto Rs. 1200 crore by way of issuance of equity shares / warrants, through preferential issue, as per the requirements of applicable laws which shall also be subject to approval of other regulatory and/or statutory authorities, as applicable.

The remote e-voting will commence from Thursday, December 18, 2025 (9:00 a.m. IST) and end on Friday, January 16, 2026 (5:00 p.m. IST). The resolution if passed by requisite majority, shall be deemed to have been passed on January 16, 2026 i.e. last day of the e-voting period. The results of the postal ballot will be announced on or before Monday, January 19, 2026.

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.

For GMR Power and Urban Infra Limited

Vimal Prakash
Company Secretary &
Compliance Officer

Encl: as above

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





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 Thursday, December 18, 2025 (9:00 a.m. IST) and ends on Friday, January 16, 2026 (5:00 p.m. IST). The instructions for remote e-voting are appended to this postal ballot notice and members are requested to read it carefully and follow the same.

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

The Board of Directors 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 **Monday, January 19, 2026** 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., Friday, January 16, 2026.

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

SPECIAL BUSINESS:

Item No. 1:

TO APPROVE THE ISSUANCE OF EQUITY SHARES AND CONVERTIBLE WARRANTS ON PREFERENTIAL BASIS TO THE PERSONS BELONGING TO "PROMOTER & PROMOTER GROUP" AND "NON-PROMOTER" CATEGORY.

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 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "Companies Act") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under (including any statutory modification(s) thereto or re-enactment thereof for the time being in force), enabling provisions in the Memorandum and Articles of Association of the Company, provisions of the uniform listing agreement entered into by the Company with BSE Limited and National Stock Exchange of India Limited (together the "Stock Exchanges"), on which the equity shares of the Company having face value of Rs. 5 each ("Equity Shares") are listed and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India ("SEBI"), as amended including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), as amended, the SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 ("SEBI SAST Regulations") as amended, the Foreign Exchange Management Act, 1999 as amended and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Reserve Bank of India ("RBI"), Ministry of Corporate Affairs, SEBI and / or any other competent authorities, and subject to the approvals, consents, permissions and / or sanctions, as may be required from the Government of India, SEBI, RBI, Stock Exchange, and any other relevant statutory, regulatory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and / or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, which the Board has constituted or may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), consent of the members of the Company ("Members") be and is hereby accorded to the Board to authorize, create, issue, offer and allot, from time to time in one or more tranches the following securities on preferential basis to the below mentioned persons ("**Proposed Allottees**"):

- i. Up to 6,61,81,335 (Six crore sixty one lakh eighty one thousand three hundred thirty five) fully paid-up Equity Shares having a face value of Rs.5/- (Rupees Five Only) each at an issue price of Rs. 120.88/- (Rupees one hundred twenty and eighty eight paise only) per equity share including a premium of Rs. 115.88/- (Rupees One hundred fifteen and eighty eight paise only) per equity share aggregating to Rs. 800 crore (Rupees Eight hundred crore), which is not less than the floor price as determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations (hereinafter referred to as the "**Floor Price**"), for cash consideration, on such further terms and conditions as detailed herein below to the below mentioned persons:

Sr. No.	Name of the Proposed Allottees	Category (Promoter/Non Promoter)	Maximum number of Equity Shares to be allotted	Aggregate Amount (in Rs.)
1.	Synergy Industrial and Power Metals Limited	Non Promoter	3,72,27,001	450,00,00,000
2.	Credit Solutions India Trust	Non Promoter	2,89,54,334	350,00,00,000
Total				8,00,00,00,000

- ii. Up to 3,30,90,668 (Three crore thirty lakh ninety thousand six hundred sixty eight) warrants ("**Warrants**") for cash at an issue price of Rs. 120.88/- (Rupees One hundred twenty and eighty eight paise only) per warrant ("**Warrant Issue Price**"), each Warrant convertible into 1 (one) fully paid-up equity share of the Company of face value of Rs. 5/- (Rupees five only) each at a premium of Rs. 115.88/- (Rupees One hundred fifteen and eighty eight paise only) each, aggregating up to Rs. 400 crore (Rupees Four hundred crore only), which is not less than the floor price as determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations (hereinafter referred to as the "**Floor Price**"), for cash consideration, on such further terms and conditions as detailed herein below to the below mentioned persons:

S. no.	Name of the proposed allottee	Category (Promoter/Non Promoter)	Maximum number of Warrants	Aggregate Amount (in Rs.)
1.	Hyderabad Jabili Properties Private Limited	Promoter Group	3,30,90,668	400,00,00,000
Total				400,00,00,000

RESOLVED FURTHER THAT the 'Relevant Date', as per the provisions of Chapter V of the SEBI ICDR Regulations for the purpose of determining the Floor Price for the Equity Shares and Warrants proposed to be allotted to the above mentioned allottees shall be December 17, 2025, being the date 30 days prior to the date of passing of this resolution i.e. January 16, 2026 and further the conversion price for the conversion of warrants into Equity Shares is the said Relevant date i.e. December 17, 2025.

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of the Equity Shares under the Preferential Allotment shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- a) The Equity Shares to be issued and allotted pursuant to the Preferential Issue shall be listed and traded on the Stock Exchanges subject to receipt of necessary regulatory permissions and approvals as the case maybe.
- b) The Equity Shares allotted shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations.
- c) The Equity Shares to be issued and allotted shall be fully paid up and shall rank pari passu with the existing Equity Shares of the Company in all respects from the date of allotment thereof, be subject to the requirements of all applicable laws and shall be

subject to the provisions of the Memorandum of Association and Articles of Association of the Company.

- d) The Equity Shares/Warrants shall be allotted in dematerialized form within a period of 15 days from the date of passing of the special resolution by the Members, provided that where the allotment of Equity Shares is subject to receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.
- e) The Equity Shares/Warrants so offered and issued to the Proposed Allottees, are being issued for consideration in cash, and
- f) The Equity Shares/Warrants so offered, issued and allotted shall not exceed the number of Equity Shares as approved herein above.

Without prejudice to the generality of the above, the issue of the Equity Shares shall be subject to the terms and conditions as contained in the explanatory statement under Section 102 of the Act annexed hereto, which shall be deemed to form part hereof.

RESOLVED FURTHER THAT the issue and allotment of Warrants and the allotment of equity shares upon conversion of such Warrants shall be subject to applicable law and the terms and conditions set out herein and in the explanatory statement:

- a. the Warrant holder shall be entitled to apply for and be allotted 1 (one) equity share against each Warrant;
- b. Rs. 100 Crore (Rupees hundred crore only), being 25% of the Warrant Issue Price, shall be payable at the time of subscription to each Warrant, and the remaining Rs 300 crore (Rupees three hundred crore only), being 75% of the Warrant Issue Price, shall be payable by the Warrant holder at the time of conversion of the Warrant (such 75% being the "**Warrant Conversion Price**");
- c. in accordance with Regulation 170 of SEBI ICDR Regulations, the Warrants shall be allotted in dematerialized form within a period of 15 (fifteen) days from the date of passing of the resolution by the shareholders;
- d. the equity shares allotted on conversion of the Warrants shall rank pari-passu in all respects including the payment of dividend and voting rights with the then existing equity shares of the Company;
- e. the equity shares allotted on conversion of the Warrants shall be listed on the stock exchange(s) where the then existing equity shares of the Company are listed, subject to the receipt of necessary permissions or approvals as the case may be;
- f. the Warrants shall not carry any voting rights until they are converted into equity shares;
- g. the Warrant Issue Price and/or the number of equity shares to be allotted on conversion of the Warrants shall be appropriately adjusted if the Company undertakes any of the actions identified in Regulation 166 of Chapter V of the SEBI ICDR Regulations prior to the conversion of the Warrants;

- h. the tenure of the Warrants shall not exceed 18 (eighteen) months from the date of allotment of the Warrants. The Warrants may be converted by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 (eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be converted. The Board shall allot the corresponding number of equity shares in dematerialized form, subject to receipt of the aggregate Warrant Conversion Price from the Warrant holder to the designated bank account of the Company;
- i. in the event that the Warrant holder does not convert the Warrants within the period of 18 (eighteen) months from the date of allotment of the Warrants, the unconverted Warrants shall lapse, and the amount paid by the Warrant holder on such Warrants shall stand forfeited;
- j. the Warrants allotted in terms of this resolution and the resultant equity shares allotted on conversion of such Warrants shall be subject to lock-in for such periods as specified in Chapter V of the SEBI ICDR Regulations;
- k. the entire pre-preferential allotment shareholding of the Proposed Allottees in the Company shall be subject to lock-in for such period as specified in Chapter V of the SEBI ICDR Regulations.
- l. the Warrants to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

Without prejudice to the generality of the above, the issue of Warrants shall be subject to the terms and conditions as contained in the explanatory statement under Section 102 of the Act annexed hereto, which shall be deemed to form part hereof.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modifications in the terms of issue of Equity Shares and Warrants, subject to the provisions of the Act and the SEBI ICDR Regulations and the Articles of Association of the Company, without being required to seek any further consent or approval of the Members.

“RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable law, consent to the Board be and is hereby accorded to record the name and details of the Proposed Allottees in Form PAS-5, and issue a private placement offer cum application letter (in Form PAS-4), to the Proposed Allottees in accordance with the provisions of the Act, after passing of this resolution with a stipulation that the allotment would be made only upon receipt of In-principle approval from the Stock Exchanges within the timelines prescribed under the applicable laws.”

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, Mr. G. M. Rao, Chairman, Mr. Srinivas Bommidala, Vice-Chairman and Managing Director, Mr. Grandhi Kiran Kumar, Director, Mr. B.V.N. Rao and Mr. Subba Rao Gunuputi, Executive Directors, Mr. Suresh Bagrodia, Chief Financial Officer, Mr. Vimal Prakash, Company Secretary and Mr. M.V. Srinivas, Authorized Signatory (collectively referred as '**Authorized Persons**') be and are hereby severally authorized to open a bank account in connection with the proposed issuance of the Equity shares / warrants and depositing the subscription money received in that account and do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable or expedient, including without limitation, and to resolving all questions of doubt effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies,

intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit including issue and allotment of the Equity Shares and Warrants and listing thereof with the Stock Exchanges as appropriate and filing of requisite documents with the Registrar of Companies, Depositories and/ or such other authorities as may be necessary and take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Management Committee of the Board be and is hereby authorized by the Board to take all actions (including sub-delegating its powers to such other authorised representative(s)) as it may, in its absolute discretion, deem necessary, proper or desirable and to do all such acts, deeds, matters and things as may be deemed necessary and / or expedient in its discretion for giving effect to this resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions are hereby approved, ratified and confirmed in all respects.

RESOLVED FURTHER THAT the copies of the foregoing resolutions, certified to be true by any one of the Directors or the Company Secretary, may be furnished to any person(s) as may be required.

**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: December 17, 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 Thursday, December 11, 2025, ("Cut-off date") and who have registered their e-mail addresses in respect of electronic holdings with the Depository through the concerned Depository Participants.
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. 8C below.
4. Members whose names appear on the Register of Members/ List of Beneficiary Owners as on Thursday, December 11, 2025, (Cut-off Date) will be considered for the purpose of e-voting. A person who is not a Member as on the Cut-off date should treat this Notice for information purposes only.
5. In compliance with the provisions of Section 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. 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.
7. The e-voting process commences on Thursday, December 17, 2025 (9:00 a.m. IST) and ends on Friday, January 16, 2026 (5:00 p.m. IST). The remote e-voting module shall be disabled by KFintech for remote e-voting thereafter. Once the vote on a Resolution is cast by an equity shareholder, the equity shareholder shall not be allowed to change it subsequently.

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p>1. Members already registered for NSDL Internet Based Demat Account Statement (IDeAS) facility;</p> <ul style="list-style-type: none"> • Please visit the following URL https://eservices.nsdl.com. • Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. • A new screen will prompt and you will have to enter your User ID and Password. • Post successful authentication, click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. • Click on company name or e-Voting service provider name i.e., Kfintech and you will be re-directed to Kfintech website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. <p>2. Members who have not registered for IDeAS facility, may follow the below steps;</p>

Type of shareholders	Login Method
	<ul style="list-style-type: none"> 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. <p>3. Members may alternatively vote through the e-voting website of NSDL in the following manner;</p> <ul style="list-style-type: none"> 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	<p>1. Members already registered for Easi/ Easiest facility may follow the below steps;</p> <ul style="list-style-type: none"> 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
	<p>2. Members who have not registered for Easi/Easiest facility, may follow the below steps;</p> <ul style="list-style-type: none"> 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. <p>3. Members may alternatively vote through the e-voting website of CDSL in the manner specified below:</p> <ul style="list-style-type: none"> i. Visit the following URL: www.cdslindia.com ii. Enter the demat account number and PAN iii. Enter OTP received on mobile number and email 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	<ul style="list-style-type: none"> 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. 8(B) above to cast your vote by electronic means.

9. Other Instructions:

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

Example for NSDL: MYEPWD<SPACE>IN12345612345678

Example for CDSL: MYEPWD<SPACE>1402345612345678

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

- (b) If email address or mobile number of the equity shareholder is registered against Folio No./DP ID-Client ID, then on the home page of <https://evoting.kfintech.com>, the equity shareholder may click 'Forgot Password' and enter Folio No. or DP ID-Client ID and PAN to generate a password.
- III. Registration of e-mail address permanently with Company / Depository Participant(s): In case e-mail ID of a Member is not registered with the Company/ Depository Participant(s), then such Member is requested to register/ update their e-mail addresses:
- a) with the Depository Participant (in case of Shares held in dematerialised form);
- b) with KFinTech by sending an email request at the email 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.
10. 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.
11. 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>
12. 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.

13. 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.
14. 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.
15. 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. Friday, January 16, 2026.

STATEMENT PURSUANT TO SECTION 102(1), 110 OF THE COMPANIES ACT, 2013 ("THE ACT") READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 AND CHAPTER V OF THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018

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

Item No. 1:

The Company intends to raise funds to, *inter alia*, meet the requirements for Repayment/prepayment of outstanding borrowings and other general corporate purposes. Therefore, the Board at its meeting held on December 17, 2025 has, subject to the approval of the members of the Company ("**Members**") and such other approvals as may be required, has approved the proposed preferential issue to the persons specified below ("**Proposed Allottees**"):

- i. Up to 6,61,81,335 (Six crore sixty one lakh eighty one thousand three hundred thirty five) fully paid-up Equity Shares having a face value of Rs.5/- (Rupees Five Only) each at an issue price of Rs. 120.88/- (Rupees One hundred twenty and eighty eight paise only) per equity share including a premium of Rs. 115.88/- (Rupees One hundred fifteen and eighty eight paise only) per equity share aggregating to Rs. 800 crore (Rupees Eight hundred crore), which is not less than the floor price as determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations (hereinafter referred to as the "**Floor Price**"), for cash consideration, on such further terms and conditions as detailed herein below to the below mentioned persons:

Sr. No.	Name of the Proposed Allottees	Category (Promoter/Non Promoter)	Maximum number of Equity Shares to be allotted	Aggregate Amount (in Rs.)
1.	Synergy Industrial and Power Metals Limited	Non Promoter	3,72,27,001	450,00,00,000
2.	Credit Solutions India Trust	Non Promoter	2,89,54,334	350,00,00,000
Total				8,00,00,00,000

- ii. Up to 3,30,90,668 (Three crore thirty lakh ninety thousand six hundred sixty eight) warrants ("**Warrants**") for cash at an issue price of Rs. 120.88/- (Rupees one hundred twenty and eighty eight paise only) per warrant ("**Warrant Issue Price**"), each Warrant convertible into 1 (one) fully paid-up equity share of the Company of face value of Rs. 5/- (Rupees Five only) each at a premium of Rs. 115.88/- (Rupees One hundred fifteen and eighty eight paise only) each, aggregating up to Rs. 400 crore (Rupees Four hundred crore only), which is not less than the floor price as determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations (hereinafter referred to as the "**Floor Price**"), for cash consideration, on such further terms and conditions as detailed herein below to the below mentioned persons:

S. no.	Name of the proposed allottee	Category (Promoter/Non Promoter)	Maximum number of Warrants	Aggregate Amount (in Rs.)
1	Hyderabad Jabili Properties Private Limited	Promoter Group	3,30,90,668	400,00,00,000
Total				400,00,00,000

The Proposed Allottees have submitted Expression of Interest to the Board which has been accepted by the Board in the meeting held on December 17, 2025 ("**EOI**") in relation to issuance of the equity shares / Warrants to the Proposed Allottees.

Pursuant to the above transaction, there would be no change in the management or control or would not result in transfer of ownership of the Company to the Proposed Allottees.

As per Section 62 read with Section 42, and other applicable provisions, if any, of the Act and the Rules made thereunder, and in accordance with the provisions of Chapter V - Preferential Issue of securities as per ICDR Regulations requires the approval of shareholders by way of special resolution.

The approval of the Shareholders is accordingly being sought by way of passing a '*Special Resolution*' under the provisions of Sections 42, and 62(1)(c) of the Companies Act, 2013, read with the Rules made thereunder and Regulation 160 of the SEBI ICDR Regulations, 2018 for Item No. 1 of the Notice. The details of the issue and other particulars as required in terms of Regulation 163 of the SEBI (ICDR), Regulations read with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, in terms of NSE Circular No. NSE/CML/2022/56 dated December 13, 2022 and BSE Circular No. 20221213-47 dated December 13, 2022 with respect to the additional disclosures for objects of the issue are set forth below:

1. Particulars of the offer including date of passing of Board resolution, kind of Securities offered, maximum number of Securities to be issued, manner of issue of shares, class or classes of persons to whom allotment is proposed to be made and the Issue Price

The Board at its meeting held on December 17, 2025, has, subject to the approval of the Members and such other approvals as may be required, approved the issuance and allotment of:

- i. Up to 6,61,81,335 (Six crore sixty one lakh eighty one thousand three hundred thirty five) fully paid-up Equity Shares having a face value of Rs.5/- (Rupees Five Only) each at an issue price of Rs. 120.88/- (Rupees One hundred twenty and eighty eight paise only) per equity share including a premium of Rs. 115.88/- (Rupees One hundred fifteen and eighty eight paise only) per equity share aggregating up to Rs. 800 crore (Rupees Eight hundred crore), for consideration in cash to the Proposed Allottees.
- ii. Up to 3,30,90,668 (Three crore thirty lakh ninety thousand six hundred sixty eight) warrants ("**Warrants**") for cash at an issue price of Rs. 120.88/- (Rupees one hundred twenty and eighty eight paise only) per warrant ("**Warrant Issue Price**"), each Warrant convertible into 1 (one) fully paid-up equity share of the Company of face value of Rs. 5/- (Rupees five only) each at a premium of Rs. 115.88/- (Rupees One hundred fifteen and eighty eight paise only) each, aggregating up to Rs. 400 crore (Rupees Four hundred crore only), for cash consideration to the Proposed Allottees.

The Preferential Issue is being made in accordance with the applicable provisions of the SEBI ICDR Regulations, as amended, and is subject to receipt of necessary approvals from the stock exchanges and any other regulatory authorities, as may be applicable.

2. Basis on which the price has been arrived at and justification for the price (including premium, if any):

The Equity Shares of the Company are listed on Stock Exchanges viz. BSE Limited ("BSE") and National Stock of Exchange of India Limited ("NSE") (collectively referred to as the "Stock Exchanges") and are frequently traded in accordance with the SEBI ICDR Regulations.

For the purpose of determining the floor price, National Stock Exchange of India Limited (NSE) being the stock exchange which has the highest trading volume in respect of the Equity Shares of the Company, during the preceding 90 trading days prior to the Relevant Date has been considered. In terms of Regulation 164(1) of the SEBI (ICDR) Regulations, 2018, the price at which Equity Shares shall be allotted shall not be less than higher of the following:

- a) the 90 (Ninety) trading days volume weighted average price of the Equity Shares of the Company quoted on the NSE, preceding the Relevant Date, i.e. Rs. 120.88/- (Rupees one hundred twenty and eighty eight paise only) per Equity Share;
- b) the 10 (Ten) trading days volume weighted average price of the Equity Shares of the Company quoted on the NSE, preceding the Relevant Date, i.e. Rs. 110.27/- (Rupees One hundred ten and twenty seven paise only) per Equity Share.

Pursuant to the above provisions of Regulation 164(1) of the SEBI ICDR Regulations, the minimum price at which the Equity Shares and warrants may be issued computes to Rs. 120.88 each.

It is to be noted that nothing mentioned in the Articles of Association of the Company provides for a method of determination of floor price for equity shares/warrants to be allotted pursuant to the Preferential Issue.

None of the Proposed Allottees are categorized as Qualified Institutional Buyers.

Also, it is pertinent to note that as per the Regulation 166A of the SEBI ICDR Regulations, any preferential issue that may result in a change in control or involves an allotment of more than five per cent of the post-issue fully diluted share capital of the issuer, to a single allottee or to allottees acting in concert, mandates the requirement of a valuation report from an independent registered valuer, and such valuation is to be considered for determining the issue price. In the present case, since the proposed allotment does not result in any change in control and does not exceed five per cent of the post-issue fully diluted share capital of the Company to any allottee or allottees acting in concert, the Company is not required to comply with regulation 166A of the SEBI ICDR Regulations.

In view of the above, the Board decided to issue the Equity Shares and warrants to be allotted on preferential basis to the Proposed Allottees at Rs. 120.88/- (Rupees One hundred twenty and eighty eight paise only) per equity share including a premium of Rs. 115.88/- (Rupees One hundred fifteen and eighty eight paise only) per equity share/warrants being not less than the floor price computed in accordance with Chapter V of the SEBI ICDR Regulations.

3. Amount which the Company intends to raise by way of such securities / size of the preferential issue:

The Company intends to raise an aggregate amount of up to Rs. 1200 crore (Rupees One thousand two hundred crore only) for cash by way of Preferential Issue of up to 6,61,81,335 Equity Shares and up to 3,30,90,668 warrants of Face Value of Rs. 5/- each.

4. Relevant Date:

In terms of the provisions of Chapter V of the SEBI ICDR Regulations, the "Relevant Date" for determining the floor price for the proposed Preferential Issue of Equity Shares / Warrants is required to be 30 days prior to the date of the shareholders' meeting at which the preferential issue is proposed to be considered, i.e. date of passing of special resolution by way of postal ballot, which is scheduled on January 16, 2026.

Accordingly, the 30th day prior to the date of passing of special resolution by way of postal ballot is on December 17, 2025, thus taken as the "Relevant Date" for the purpose of computing the floor price. Further, the conversion price for the conversion of warrants into Equity Shares is the said Relevant date i.e., **December 17, 2025**.

5. Objects of the Preferential Issue:

The Company intends to utilize the proceeds raised through the Preferential Issue ("Issue Proceeds") towards the following objects:

- (i) Repayment/prepayment of outstanding borrowings including accrued interest of the Company & our Subsidiaries through infusion of funds in the form of equity / quasi equity / debt instruments / secured and unsecured loans, etc.; and
- (ii) general corporate purposes.

(hereinafter collectively referred to as the "Objects").

6. Utilization of Issue Proceeds:

The intended use of the Issue Proceeds for the above Objects is set out herein below:

Sr. No	Particulars	Total estimated amount to be utilised for each of the Objects (Rs. in Crores)	Tentative Timeline for Utilization of Issue Proceeds from the date of receipt of funds
1.	Repayment/prepayment of outstanding borrowings including accrued interest of the Company & our Subsidiaries through infusion of funds in the form of equity / quasi equity / debt instruments / secured and unsecured loans, etc.	1,000	Within 24 months
2.	General Corporate purposes**	200	Within 24 months
	Total	1,200	

* Considering 100% conversion of Warrants into equity shares within the stipulated time

** The amount utilised for 'General Corporate Purposes' shall stand reduced to the extent it is utilised for the Object set out at Sr. No. 1 of the table. Also, the amount to be utilized

towards general corporate purposes does not exceed 25% of the total amount mentioned in the table above.

Given that a part of the Preferential Issue is through fully paid equity shares and a part through convertible Warrants, the Issue Proceeds shall be received by the Company within 18 (eighteen) months from the date of allotment of the Warrants in terms of Chapter V of the SEBI ICDR Regulations, and as estimated by our management, the entire Issue Proceeds would be utilized for all the aforementioned Objects, in phases, as per the Company's business requirements and availability of Issue Proceeds, within the stipulated timeframe mentioned above.

The Issue Proceeds of Rs. 200 crore will be utilised towards general corporate purposes and the business requirements of our Company, as approved by our management, from time to time, subject to such utilization for general corporate purposes not exceeding 25% of the Gross Proceeds in compliance with the circular bearing reference no. NSE/CML/2022/56 dated December 13, 2022, issued by NSE and circular no. 20221213-47 dated December 13, 2022, issued by BSE. Such general corporate purposes may include, but are not restricted to meeting fund requirements which our Company may face in the ordinary course of business, any additional capital expenditure, strategic initiatives, partnerships, tie-ups, joint ventures or acquisitions, investment in our Subsidiaries for meeting their capital expenditure requirements, repayment of advances or payables and any other expenses, meeting working capital requirements of our Company or our Subsidiaries incurred in the ordinary course of business, meeting exigencies and expenses, logistics expenses, installation expenses, accessories, freight, and other expenses in relation to our proposed capital expenditure, and any other purpose as may be approved by our Board or a duly appointed committee from time to time, subject to compliance with the necessary provisions of the Companies Act, 2013. The allocation or quantum of utilization of funds towards the specific purposes described above will be determined by our Board, based on our business requirements and other relevant considerations, from time to time. Our Company's management shall have flexibility in utilising surplus amounts, if any, in accordance with applicable law.

In terms of the NSE Circular No. NSE/CML/2022/56 dated 13 December, 2022 and the BSE Circular No. 20221213-47 dated 13 December, 2022, the amount specified for the aforementioned Objects may deviate +/- 10% (ten percent) depending upon the future circumstances, given that the Objects are based on management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and which may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board, subject to compliance with applicable laws.

7. Interim Use of Issue Proceeds:

Our Company, in accordance with the policies formulated by our Board from time to time, will have flexibility to deploy the Issue Proceeds. The said deployment shall be done in compliance with the applicable laws pending complete utilization of the Issue Proceeds for the Objects described above. Our Company intends to, *inter alia*, pending utilisation for the Objects of the Preferential Issue, invest the Issue Proceeds in one or more scheduled commercial banks included in the second schedule of Reserve Bank of India Act, 1934 or to temporarily invest in money market instruments including money market mutual funds, deposits in scheduled commercial banks, securities issued by the "Government of India" or any other investments as permitted under applicable laws. Company shall not invest in capital eroding and high-risk taking instruments.

8. Monitoring of Utilization of Funds:

Since the proceeds from the Issue will result to an amount more than Rs. 100 Crores (Rupees One Hundred Crore), the Company is required to appoint a SEBI registered external credit rating agency as a Monitoring Agency in terms of Regulation 162A of Chapter V of the SEBI ICDR Regulations.

Our Company has appointed CARE Ratings Limited, a SEBI registered credit rating agency as the Monitoring Agency to monitor the use of proceeds of this preferential issue.

9. Name and address of valuer who performed valuation:

Not Applicable

10. Principal terms of Assets charged as securities:

Not Applicable.

11. Material terms of raising such securities:

The same has been disclosed in the appended resolution hereinabove.

12. Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

Not Applicable.

13. Class or classes of persons to whom the allotment is proposed to be made:

The Equity Shares/ Warrants shall be issued and allotted to the Proposed Allottees as detailed herein below. The Company has obtained the PAN from the Proposed Allottees, as required.

Sr. No.	Name of Proposed Allottee	Category of the Proposed Allottee	Maximum Number of Equity Shares to be issued and allotted	Maximum Number of Warrants to be issued and allotted	Aggregate Amount (in Rs.)
1.	Synergy Industrial and Power Metals Limited	Non Promoter	3,72,27,001	-	450,00,00,000
2.	Credit Solutions India Trust	Non Promoter	2,89,54,334	-	350,00,00,000
3.	Hyderabad Jabilli Properties Private Limited	Promoter Group	-	3,30,90,668	400,00,00,000
Total					1200,00,00,000

14. Intent of the Promoters, Directors or Key Management Personnels (KMPs) or Senior Management Personnels (SMPs) of the issuer to subscribe to the offer:

The warrants will be issued to Hyderabad Jabilli Properties Private Limited, being a member of the Promoter Group of the Company. The investor has indicated their intention to subscribe to the Warrants on preferential basis as per below details. Other than them, none of the Promoters, Directors or Key Managerial Personnel or Senior Management Personnel of the Company or their respective relatives intend to subscribe to Equity Shares and/or Warrants under the current Preferential Issue or otherwise contribute to the Preferential Issue or separately in furtherance of the objects specified herein above.

Sr.No.	Name of Proposed Allottee	Maximum Number of Warrants to be issued and allotted	Maximum Aggregate Amount (in Rs.)
1.	Hyderabad Jabilli Properties Private Limited	3,30,90,668	400,00,00,000
Total			400,00,00,000

15. Shareholding Pattern of the Company before and after the Preferential Issue:

Sr. No	Category	Pre-Issue Shareholding		Post-Issue Shareholding*	
		Total No. of Equity Shares held	% age of Shareholding	Total No. of Equity Shares held	% age of Shareholding
A.	Shareholding of Promoter:				
1.	Indian:				
	Individuals	10,12,007	0.14	10,12,007	0.12
	Bodies Corporate	36,04,14,819	50.42	39,35,05,487	48.34
	Sub Total (A)(1)	36,14,26,826	50.56	39,45,17,494	48.46
2.	Foreign Promoters				
	Bodies Corporate	0	0	0	0
	Sub Total (A)(2)	0	0	0	0
	Total Shareholding of Promoter A=A1+ A2	36,14,26,826	50.56	39,45,17,494	48.46
B.	Public Shareholding:				
B1.	Institutions:				
	a) Mutual Funds	10,19,105	0.14	10,19,105	0.13
	b) Alternative Investment Funds	9,50,000	0.13	2,99,04,334	3.67
	c) Banks	25,19,915	0.35	25,19,915	0.31
	d) Insurance Companies	76,34,706	1.07	76,34,706	0.94
	e) NBFC Registered with RBI	24,195	0.00	24,195	0
	h) Any other	0	0	0	0
	Sub-Total (B1)	1,21,47,921	1.70	4,11,02,255	5.05

Sr. No	Category	Pre-Issue Shareholding		Post-Issue Shareholding*	
		Total No. of Equity Shares held	% age of Shareholding	Total No. of Equity Shares held	% age of Shareholding
B2.	a) Foreign Portfolio Investors Category I	2,57,46,428	3.60	2,57,46,428	3.16
	b) Foreign Portfolio Investors Category II	10,87,162	0.15	10,87,162	0.14
	Sub-Total (B2)	2,68,33,590	3.75	2,68,33,590	3.30
B3.	Central Government/State Government(s)/ President of India	0	0	0	0
	Shareholding by Companies or Bodies Corporate where Central / State Government is a promoter	1,302	0	1,302	0
	Sub-Total (B3)	1,302	0	1,302	0
B3.	Non-Institutions:				
	a) Directors and their relatives (excluding independent directors and nominee directors)	2,70,975	0.04	2,70,975	0.03
	b) Key Managerial Personnel	100	0	100	0
	c) Investor Education and Protection Fund (IEPF)	6,02,782	0.08	6,02,782	0.07
	d) Individual holding nominal share capital up to Rs. 2 lakhs	7,59,52,490	10.63	7,59,52,490	9.33
	e) Individual holding nominal share capital in excess of Rs. 2 lakhs	4,92,53,585	6.90	4,92,53,585	6.05
	f) Non Resident Individuals	36,32,708	0.51	36,32,708	0.45
	g) Foreign Companies	9,78,92,492	13.69	13,51,19,493	16.60
	h) Bodies Corporate	8,14,41,215	11.39	8,14,41,215	10.00
	i) Foreign Nationals	0	0	0	0
	j) Any other	53,80,208	0.75	53,80,208	0.66
	i) Clearing Members	252	0	252	0
	ii) HUF	53,72,724	0.75	53,72,724	0.66
	iii) Trusts	7,232	0	7,232	0
	Sub-Total (B4)	31,44,26,555	43.99	35,16,53,556	43.19
	Total Public Shareholding (B)=(B1)+(B2)+(B3)+ (B4)	35,34,09,368	49.44	41,95,90,703	51.54

Sr. No	Category	Pre-Issue Shareholding		Post-Issue Shareholding*	
		Total No. of Equity Shares held	% age of Shareholding	Total No. of Equity Shares held	% age of Shareholding
C.	Employee Benefit Trust (under SEBI (Share based employee Benefit) Regulations, 2014 (C))	0	0	0	0
	GRAND TOTAL (A) + (B) + (C)	71,48,36,194	100	81,41,08,197	100

**The post issue shareholding pattern in the above table has been prepared with pre preferential shareholding as on the December 11, 2025 (latest available benpos), on the basis that the Proposed Allottees to whom Warrants are being issued would have subscribed to all the Warrants and been allotted all the Equity Shares of Rs. 5 each upon conversion of Warrants. In the event for any reason, the Proposed Allottee does not or is unable to subscribe to and/or is not allotted the Equity Shares, the shareholding pattern in the above table would undergo corresponding changes.*

16. Proposed time limit within which the allotment shall be completed:

In terms of the provisions of SEBI ICDR Regulations, the preferential allotment of Equity Shares /convertible warrants will be completed before expiry of 15 (fifteen) days from the date of passing of Special Resolution by way of postal ballot, which is January 16, 2026.

It may be noted that in case the allotment requires any approval from the regulatory authority(ies) or the Central Government (including but not limited to the in-principle approval of the stock exchanges for the issuance of the equity shares to the Proposed Allottees on a preferential basis), the allotment shall be completed within 15 days (Fifteen days) from the date of receipt of such approval(s) or permission(s) or such other period as specified by the regulatory authority(ies) or the Stock Exchanges.

17. Number of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:

During the period from April 1, 2025 till the date of this Notice, the Company has not made any Preferential Issue of any securities.

18. Lock-in Period:

- The proposed allotment of Equity Shares and Warrants shall be subject to lock-in as per the requirement of Chapter V of SEBI ICDR Regulations.
- The entire pre-preferential allotment shareholding, of the Proposed Allottees, shall be locked-in as per Chapter V of the SEBI ICDR Regulations.

19. Undertakings:

- All the Equity Shares held by the Proposed Allottees in the Company are held in dematerialized form only.
- The Proposed Allottees have confirmed that they have not sold any Equity Shares of the Company during the 90 trading days preceding the Relevant Date.

- iii. Neither the Proposed Allottees, the beneficial owners of Proposed Allottees, nor the Company, its Directors and Promoters are fugitive economic offender as defined under SEBI ICDR Regulations.
- iv. The Company is not required to re-compute the price of the of Equity Shares in terms of the provisions of SEBI ICDR Regulations*

If the Company was required to re-compute the price then it would have undertaken such re-computation and if the amount payable on account of the re-computation of price was not paid by the Proposed Allottees within the time stipulated in the SEBI ICDR Regulations, the Equity Shares/Warrants proposed to be issued under this resolution would have been continued to be locked- in till the time such amount would have paid by the Proposed Allottees.

**Since the Equity Shares are listed on recognized Stock Exchanges for a period of more than 90 trading days prior to the Relevant Date, the Company is neither required to re-compute the price nor is required to submit an undertaking as specified under applicable provisions of SEBI ICDR Regulations.*

- v. The Company is in compliance and post preferential issue will also be in compliance with the conditions for continuous listing of Equity Shares as specified in the listing agreement with the Stock Exchange(s), where the equity shares of the issuer are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended or any Circular or Notification as may be issued by SEBI, from time to time.
- vi. Neither the Company nor any of its directors or Promoters are categorized as wilful defaulter(s) or fraudulent borrower(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulter(s) issued by the Reserve Bank of India. Consequently, the disclosures required under Regulation 163 of the SEBI ICDR Regulations are not applicable.
- vii. The entire pre-preferential allotment shareholding of the Proposed Allottees, if any, shall be locked-in from the Relevant Date for a period of 90 trading days from the date of trading approval, in accordance with the SEBI (ICDR) Regulations.
- viii. The Equity Shares to be allotted by way of this Preferential Issue will be fully paid up at the time of the allotment.
- ix. The Company has obtained Permanent Account Numbers (PAN) of the Proposed Allottees.
- x. The Company does not have any outstanding dues to the Securities and Exchange Board of India, the Stock Exchanges or the depositories.
- xi. None of the Proposed Allottees is a national of a country which shares a land border with India.

20. Disclosures specified in Schedule VI of SEBI ICDR Regulations, if the issuer or any of its promoters or directors is a wilful defaulter or fraudulent borrower:

It is hereby declared that neither the Proposed Allottees, the beneficial owners of Proposed Allottees, nor the Company, its Directors or Promoters are categorized as wilful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines issued by the Reserve Bank of India. Consequently, the disclosure required under Regulation 163(1)(i) is not applicable.

21. The current and proposed status of the allottees post the preferential issues namely, promoter or non-promoter:

The current status of Proposed Allottees as mentioned above will remain unchanged post the Preferential Issue.

22. Practicing Company Secretary's Certificate:

The certificate from M/s V. Sreedharan & Associates, Practicing Company Secretary (Membership No.: FCS 2347 & COP no. 833) certifying that the preferential issue is being made in accordance with the requirements of Chapter V of the SEBI ICDR Regulations. The said certificate shall be made available for inspection by the Shareholders at the Registered Office of the Company at "Unit No. 12, 18th Floor Tower A, Building No. 5, DLF Cyber City, DLF Phase III, DLF QE, Gurgaon- 122 002, Haryana, India" between 11:00 AM (I.S.T) and 5:00 PM (I.S.T) on all working days between Monday to Friday from the date of dispatch of the Postal Ballot Notice till January 16, 2026. The copy of said certificate may be accessed on the Company's Website at: www.gmrpui.com.

23. Change in control, if any, upon preferential issue:

There will be no change in control of the Company pursuant to the issuance of the Equity Shares and Warrants to the Proposed Allottees.

Furthermore, the proposed Preferential Issue does not trigger any obligation to make an open offer under the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI SAST Regulations").

24. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees:

Sr. No.	Proposed Allottees	Category	Ultimate Beneficial Owner	Pre Preferential Issue		Preferential Issue		Post Preferential Issue*	
				No of Equity shares held	% of share holding	No. of Equity Shares proposed to be allotted	No. of Warrants proposed to be allotted	No of Equity shares held	% of share holding
1.	Synergy Industrial and Power Metals Limited	Non Promoter	<ul style="list-style-type: none">Mr. Sudhir MaheshwariMs. Sangeeta Maheshwari	6,22,95,333	8.71	3,72,27,001	-	9,95,22,334	12.22
2.	Credit Solutions India Trust	Non Promoter	NA	Nil	0.00	2,89,54,334	-	2,89,54,334	3.56
3.	Hyderabad Jabilli Properties Private Limited	Promoter Group	<ul style="list-style-type: none">Mr. GM RaoMrs. G VaralakshmiMr. GBS RajuMr. Grandhi Kiran KumarMr. S. BommidalaMs. G. Satyavathi SmithaMs. G. RaginiMs. Ramadevi Bommidala	57,50,000	0.80	-	3,30,90,668	38,84,06,68	4.77

*The post preferential issue shareholding pattern in the above table has been prepared with pre-Preferential shareholding as on December 11, 2025, on the basis that the Proposed Allottees to whom Warrants are being issued would have subscribed to all the Warrants and been allotted all the Equity Shares of Rs. 5 each upon conversion of Warrants. In the event for any reason, the Proposed Allottee does not or is unable to subscribe to and/or is not allotted the Equity Shares, the shareholding pattern in the above table would undergo corresponding changes.

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25. Details of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution:

Hyderabad Jabilli Properties Private Limited, a Promoter Group entity who intends to subscribe to the Warrants under this Preferential Issue is concerned or interested in the resolution as set out at Item No. 1 of the Notice.

Save and except above, none of the directors or Key Managerial Personnel or Senior Managerial Personnel and/ or their relatives are in any way, concerned or interested, financially or otherwise, in the above resolution as set out at Item No. 1 of this Notice, except to the extent to their shareholding in the Company.

The Board accordingly recommends the **Special Resolution** as set out in Item no. 1 of this Notice for your approval.

**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: December 17, 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