August 27, 2026

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

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

Sub: Notice of the 7th Annual General Meeting of the Company.

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

Dear Sir/Madam,

This is to inform you that 7th (Seventh) Annual General Meeting ("AGM") of the members of GMR Power and Urban Infra Limited ("the Company") will be held on Monday, September 21, 2026 at 11.00 A.M. (IST) through Video Conferencing(**"VC"**)/ Other Audio-Visual Means ("**OAVM**") to transact the business as set out in the Notice of the 7th (Seventh) AGM. A copy of the Notice is enclosed.

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

Further, in terms of regulation 36(1)(b) of the SEBI LODR, a letter containing the web-link, exact path and QR Code comprising of Notice convening 7th (Seventh) AGM and Annual Report for the financial year 2025-26, is being sent by post to those members who have not registered their e-mail address with the Registrar to an Issue and Share Transfer Agent/Company or Depository Participant(s).

Further, in accordance with the provisions of the Companies Act, 2013 and pursuant to Regulation 44 of the SEBI LODR, the Company is providing the facility for remote e-voting for its members whose names are recorded in the Register of Members or Register of Beneficial Owner maintained by the Depositories as on the Cut-off Date i.e. Monday, September 14, 2026. The remote e-voting for the 7th (Seventh) AGM will commence on Thursday, September 17, 2026 at 9.00 a.m. (IST) and will end at 5:00 p.m. (IST) on Sunday, September 20, 2026 (both days inclusive). During this period, the members of the Company holding shares, as on the cut-off date, can cast their votes in the manner and process set out in the Notice of the 7th (Seventh) AGM.

Request you to please take the same on record.
Thanking you,

for **GMR Power and Urban Infra Limited**

VIMAL PRAKASH
Digitally signed by VIMAL PRAKASH
Date: 2026.08.27 21:10:04 +05'30'

Vimal Prakash
Company Secretary & Compliance Officer

Encl: As above

GMR POWER & URBAN INFRA

GMR Power and Urban Infra Limited

(CIN: L45400HR2019PLC125712)
Regd. Office: Unit No. 12, 18th Floor, Tower A, Building No. 5,
DLF Cyber City, DLF Phase– III, Gurugram– 122002, Haryana, India
Tel: +91 124 6637750; Website: www.gmrpowerurbaninfra.com
E-mail: GPUIL.CS@gmrgroup.in

NOTICE

NOTICE is hereby given that the 7th (Seventh) Annual General Meeting ("**AGM**") of the Members of GMR Power and Urban Infra Limited ("**Company**" or "**GPUIL**") will be held on Monday, September 21, 2026, at 11.00 A.M.(IST) through Video Conferencing ("**VC**") / Other Audio-Visual Means ("**OAVM**"), to transact the following businesses:

Ordinary Businesses:

1. To consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2026, and the Reports of the Board of Directors and Auditors thereon.

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

"**RESOLVED THAT** the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2026, and the Reports of the Board of Directors and Auditors thereon be and are hereby adopted."

2. To appoint a Director, in place of Mr. Boda Venkata Nageswara Rao (DIN: 00051167), who retires by rotation and being eligible, offers himself for re-appointment.

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

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Boda Venkata Nageswara Rao (DIN: 00051167), who retires by rotation, and being eligible, has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

3. To appoint a Director, in place of Mr. Grandhi Kiran Kumar (DIN: 00061669), who retires by rotation and being eligible, offers himself for re-appointment.

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

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Grandhi Kiran Kumar (DIN: 00061669), who retires by rotation, and being eligible, has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

Special Businesses:

4. Re-appointment of Dr. Siva Kameswari Vissa (DIN: 02336249) as an Independent Director.

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

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 160 and other applicable provisions of the Companies Act, 2013 ("**the Act**"), if any, read with Schedule IV of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulations 16, 17, 25 and other applicable regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR**") (including any statutory modification(s) or re-enactment thereof, for the time being in force), Articles of Association of the Company and on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Dr. Siva Kameswari Vissa (DIN: 02336249), who holds office as an Independent Director of the Company upto the conclusion of the ensuing Annual General Meeting and has given her consent along with a declaration that she meets the criteria of Independence under Section 149(6) of the Act and Regulation 16(1)(b) of SEBI LODR and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act, proposing her candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for the second term of 5 (Five) consecutive years with effect from September 21, 2026 or upto the conclusion of the 12th Annual General Meeting of the Company (to be held in the calendar year 2031), whichever is earlier."

5. Re-appointment of Mr. Suresh Lilaram Narang (DIN: 08734030) as an Independent Director.

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

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 160 and other applicable provisions of the Companies Act, 2013 ("**the Act**"), if any, read with Schedule IV of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulations 16, 17, 25 and other applicable regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR**") (including any statutory modification(s) or re-enactment thereof, for the time being in force), Articles of Association of the Company and on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Suresh Lilaram Narang (DIN: 08734030), who holds office as an Independent Director of the Company upto the conclusion of the ensuing Annual General Meeting and has given his consent along with a declaration that he meets the criteria of Independence under Section 149(6) of the Act and Regulation 16(1)(b) of SEBI LODR and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act, proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for the second term of 5 (Five) consecutive years with effect from September 21, 2026 or upto the conclusion of the 12th Annual General Meeting of the Company (to be held in the calendar year 2031), whichever is earlier.

RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of SEBI LODR (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable provisions, if any, of the Act and the applicable Rules framed thereunder, the approval of Members of the Company be and is hereby accorded for Mr. Suresh Lilaram Narang (DIN: 08734030) to continue as a Non-Executive Independent Director of the Company for the second term, upon attaining the age of 75 (seventy five) years on the same terms and conditions."

6. Re-appointment of Dr. Satyanarayana Beela (DIN: 09462114) as an Independent Director.

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

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 160 and other applicable provisions of the Companies Act, 2013 ("**the Act**"), if any, read with Schedule IV of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulations 16, 17, 25 and other applicable regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR**") (including any statutory modification(s) or re-enactment thereof, for the time being in force), Articles of Association of the Company and on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Dr. Satyanarayana Beela (DIN: 09462114), who holds office as an Independent Director of the Company upto the conclusion of the ensuing Annual General Meeting and has given his consent along with a declaration that he meets the criteria of Independence under Section 149(6) of the Act and Regulation 16(1)(b) of SEBI LODR and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act, proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for the second term of 5 (Five) consecutive years with effect from September 21, 2026 or upto the conclusion of the 12th Annual General Meeting of the Company (to be held in the calendar year 2031), whichever is earlier.

RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of SEBI LODR (including any statutory modification(s) or re-enactment thereof, for the time being in force) and other applicable provisions, if any, of the Act and the applicable Rules framed thereunder, the approval of Members of the Company be and is hereby accorded for Dr. Satyanarayana Beela (DIN: 09462114) to continue as a Non-Executive Independent Director of the Company for the second term, who has attained the age of 75 (seventy-five) years, on the same terms and conditions."

7. Re-appointment of Dr. Emandi Sankara Rao (DIN: 05184747) as an Independent Director.

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

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 160 and other applicable provisions of the Companies Act, 2013 ("**the Act**"), if any, read with Schedule IV of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulations 16, 17, 25 and other applicable regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR**") (including any statutory modification(s) or re-enactment thereof, for the time being in force), Articles of Association of the Company and on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Dr. Emandi Sankara Rao (DIN: 05184747), who holds office as an Independent Director of the Company upto the conclusion of the ensuing Annual General Meeting and has given his consent along with a declaration that he meets the criteria of Independence under Section 149(6) of the Act and Regulation 16(1)(b) of SEBI LODR and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act, proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for the second term of 5 (Five) consecutive years with effect from September 21, 2026 or upto the conclusion of the 12th Annual General Meeting of the Company (to be held in the calendar year 2031), whichever is earlier."

8. **Alteration of Articles of Association 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 5, 14 and other applicable provisions, if any, of the Companies Act, 2013 read with the applicable rules framed thereunder (**"the Act"**), and any other applicable law (including any statutory modification(s), or re-enactment thereof, for the time being in force) and such other approval(s), consent(s), permission(s) and/or sanction(s), if any, as may be necessary from the concerned statutory/regulatory authorities and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of the said statutory/regulatory authorities while granting any such approval(s), consent(s), permission(s), and/or sanction(s), the consent of the Members of the Company be and is hereby accorded to alter the Articles of Association of the Company by incorporating, substituting and amending certain provisions thereof, as more particularly set out in the Explanatory Statement annexed to this Notice, to align the existing Articles of Association with the provisions of the Act and the rules made thereunder.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (which expression shall also include a duly authorized committee constituted by the Board thereof) be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, and to settle all questions, difficulties or doubts that may arise in this regard, to take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing, without being required to seek any fresh approval of the Members and the decision of the Board of Directors of the Company shall be final and conclusive."

9. **Ratification of remuneration to Cost Auditors of the Company for the Financial Year ended March 31, 2027.**

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

"**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 ("**the Act**") read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration payable to M/s. JSN & Company, Cost Accountants (Firm Registration No. 000455), appointed by the Board of Directors, on the recommendation of Audit Committee, as Cost Auditors to conduct the audit of the cost records maintained by the Company, for the financial year ending March 31, 2027, being ₹ 1,25,000/- (Rupees One Lakh Twenty-Five Thousand Only) plus applicable taxes and reimbursement of out-of-pocket expenses that may be incurred by them in connection with the aforesaid audit, be and is hereby ratified.

RESOLVED FURTHER THAT the Board of Directors (which expression shall also include a duly authorized committee constituted by the Board thereof) be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient for the purpose of giving effect to this resolution and for matters connected therewith, or incidental thereto."

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

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

"RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62, 71, and other applicable provisions, if any, of the Companies Act, 2013 ("**the Act**") and the applicable rules made thereunder [including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014], (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the relevant provisions of the Memorandum of Association and Articles of Association of the Company and in accordance with the regulations for qualified institutions placement contained in Chapter VI and other applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**"), the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 as amended ("**SEBI NCS Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**SEBI LODR**") and applicable provisions of the Foreign Exchange Management Act, 1999 ("**FEMA**") and the regulations made thereunder including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended, the Foreign Exchange Management (Debt Instruments) Regulations, 2019 as amended, the Issue of Foreign Currency Convertible Bonds and Ordinary shares (Through Depository Receipt Mechanism) Scheme 1993 ("**FCCB Scheme**") as amended, Foreign Exchange Management (Overseas Investment) Regulations, 2022 as amended, the Consolidated FDI Policy issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India from time to time, each as amended including ECB Guidelines as amended, the uniform listing agreements entered into by the Company with the stock exchanges where the equity shares of face value of ₹ 5/- (Rupees Five) each of the Company are listed ("**Stock Exchanges**", and such equity shares, the "**Equity Shares**"), and other provisions of applicable law (including all other applicable statutes, clarifications, rules, regulations, circulars, notifications, and guidelines issued by the Government of India ("**GOI**"), Ministry of Corporate Affairs ("**MCA**"), Reserve Bank of India ("**RBI**"), Securities and Exchange Board of India ("**SEBI**"), the Stock Exchanges, Registrar of Companies ("**RoC**") and such other statutory/regulatory authorities in India or abroad (the **"Appropriate Authorities"**) from time to time, and subject to existing borrowing limits and security creation limits approved by the Members of the Company and all approvals, permissions, consents, and/ or sanctions as may be necessary or required from any of the Appropriate Authorities, and subject to such terms, conditions, or modifications as may be prescribed or imposed while granting such approvals, permissions, consents, and/ or sanctions by any of the aforesaid authorities, which may be agreed to by the Board of Directors of the Company ("**Board**", which term shall include the Management Committee of the Board or any other committee which the Board may have constituted or may hereinafter constitute to exercise its powers, including the powers conferred by this resolution), and subject to any other alterations, modifications, conditions, changes and variations that may be decided by the Board, the approval of the Members of the Company be and is hereby accorded to the Board and the Board be and is hereby authorised to create, offer, issue, and allot (including with provisions for reservations on firm and/or competitive basis, or such part of issue and for such categories of persons as may be permitted) such number of fully paid-up Equity Shares, non-convertible debentures along with warrants and/or convertible securities other than warrants (collectively, referred to as the "**Securities"**), to qualified institutional buyers (as defined under the SEBI ICDR Regulations) ("**QIBs**"), whether they are holders of the Equity Shares or not, through one or more qualified institutions placements ("**QIP**"), pursuant to and in accordance with Chapter VI of the SEBI ICDR Regulations, as applicable, and/or Foreign Currency Convertible Bonds ("**FCCB**") to Investors eligible to invest as per FCCB Scheme/ FEMA or combination thereof or any other method as may be permitted under law through the issuance of a placement document(s)/offer document, as permitted under applicable laws and regulations, in one or more tranches, for cash, at such price or prices (including, at a discount or premium to market price or prices permitted under applicable law) as may be deemed fit, including a premium or discount that may be permitted under the SEBI ICDR Regulations on the floor price calculated as per Regulation 176 of the SEBI ICDR Regulations for QIP, such that the total amount to be raised through issue of Securities through a QIP and/or FCCB, either singly or in any combination thereof shall not exceed ₹ 3,000 Crore (Rupees Three Thousand Crore only) (inclusive of such premium as may be fixed on such Securities), to be subscribed in Indian Rupees or its equivalent of any foreign currency(ies) by all eligible investors, including resident or non-resident/ foreign investors who are authorised to invest in the Securities/ FCCB of the Company as per extant regulations/ guidelines or any combination as may be deemed appropriate by the Board in consultation with the book running lead managers or any advisors appointed by the Board and whether or not such Investors are Members of the Company (collectively called "**Investors**"), to all or any of them, jointly or severally through a placement document or such other offer document, on such terms and conditions considering the prevailing market conditions and other relevant factors wherever necessary, in one or more tranche or tranches, in such manner, and on such terms and conditions as may be agreed by the Board in consultation with the book running lead managers/ other advisors appointed by the Board or otherwise, including the discretion to determine the amount to be issued by way of Securities or FCCB, categories of Investors, to whom the offer, issue and allotment of Securities shall be made with authority to retain over subscription up to such percentage as may be permitted under applicable regulations, in such manner or otherwise on such terms and conditions and deciding of other terms and conditions like number of Securities to be issued and allotted as may be deemed appropriate by the Board in its absolute discretion and permitted under applicable laws and regulations, and without requiring any further approval or consent from the members at the time of such issue and allotment considering the prevailing market conditions and other relevant factors in consultation with the lead manager(s) / book running lead manager(s) appointed or to be appointed by the Company so as to enable the Company to list its Securities on any stock exchange in India or overseas jurisdictions.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

11. To approve Material Related Party Transaction between the Company and GMR Warora Energy Limited, a step-down subsidiary of the Company.

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

"**RESOLVED THAT** pursuant to the provisions of Regulation 23 and other applicable regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("**SEBI LODR**") read with Schedule XII to SEBI LODR, the applicable provisions of the Companies Act, 2013 ("**the Act**") read with the 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 Transactions ("**RPT Policy**") and based on the approval of the Audit Committee and the recommendation of the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded for continuing with the existing contract(s) / arrangement(s) / transaction(s) and / or entering into / executing new contract(s) / arrangement(s) / transaction(s) between the Company and GMR Warora

Energy Limited ("**GWEL**"), a step-down subsidiary, and a related party within the meaning of Regulation 2(1)(zb) of the SEBI LODR, during the financial year 2026-27 for an aggregate amount and on the terms and conditions as set out in the Explanatory Statement annexed hereto and as may be mutually agreed between the Company and GWEL.

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 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 execution of all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts/ arrangements/ transactions as per RPT Policy of the Company and to settle all questions, difficulties or doubts that may arise in this regard."

12. **To approve Material Related Party Transaction between GMR Energy Limited, a wholly owned subsidiary of the Company with GMR Warora Energy Limited, a step-down subsidiary of the Company.**

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

"**RESOLVED THAT** pursuant to the provisions of Regulation 23 and other applicable regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("**SEBI LODR**") read with Schedule XII to SEBI LODR, the applicable provisions of the Companies Act, 2013 ("**the Act**") read with the 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 Transactions ("**RPT Policy**") and based on the approval of the Audit Committee and the recommendation of the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded for continuing with the existing contract(s) / arrangement(s) / transaction(s) and / or entering into / executing new contract(s) / arrangement(s) / transaction(s) between GMR Energy Limited ("**GEL**"), a wholly owned subsidiary of the Company with GMR Warora Energy Limited ("**GWEL**"), a step-down subsidiary of the Company, related parties within the meaning of Regulation 2(1)(zb) of the SEBI LODR, during the financial year 2026-27 for an aggregate amount and on the terms and conditions as set out in the Explanatory Statement annexed hereto and as may be mutually agreed between the GEL and GWEL.

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 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 execution of all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts/ arrangements/ transactions as per RPT Policy of the Company and to settle all questions, difficulties or doubts that may arise in this regard."

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

Vimal Prakash
Company Secretary &
Compliance Officer
(ACS 20876)

Place: New Delhi
Date: August 14, 2026

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

NOTES:

1. The Ministry of Corporate Affairs ("**MCA**") vide its General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, and subsequent circulars issued in this regard, the latest being, General Circular No. 03/2025 dated September 22, 2025 (collectively referred to as **"MCA Circulars"**) has allowed the companies to conduct the Annual General Meeting (**"AGM"**) through Video Conferencing/ Other Audio-Visual Means (**"VC/ OAVM"**), without the physical presence of the Members at a common venue. In terms of the said MCA Circulars, the 7th AGM of the Company is being held through VC/OAVM. Hence, Members can attend and participate in the AGM through VC/OAVM only.

   Further, MCA vide its aforesaid MCA Circulars and the Securities and Exchange Board of India (**"SEBI"**) vide Regulations 36(1) and 44(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI LODR"**) has prescribed the procedures and manner of conducting the AGM through VC/OAVM and, *inter-alia*, granted relaxation in respect of sending physical copies of annual report to security holders and requirement of proxy for general meetings held through electronic mode.

2. In line with the aforesaid MCA Circulars and SEBI LODR, Notice of the AGM along with the Annual Report for FY 2025-26 are being sent only through electronic mode to those Members whose email addresses are registered in respect of electronic holdings with the National Securities Depository Limited ("**NSDL**")/Central Depository Services (India) Limited ("**CDSL**"), collectively (**"Depositories"**) through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar to an Issue and Share Transfer Agent ("**RTA**"), KFin Technologies Limited ("**KFintech**"). However, hard copy of Annual Report shall be sent to those Members who specifically request for the same. Members may also note that the Notice of the 7th AGM and the Annual Report 2025-26 will also be available on the Company's website at https://www.gmrpowerurbaninfra.com/investor-relations, websites of the Stock Exchanges, i.e. BSE Limited and National Stock Exchange of India Limited, at www.bseindia.com and www.nseindia.com respectively, and on the website of KFintech at https://evoting.kfintech.com.

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

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

4. Pursuant to the aforesaid MCA Circulars, Members attending the 7th AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013, ("**the Act**").

5. As per the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf. However, in terms of the MCA Circulars, the 7th AGM is being held through VC/OAVM and physical attendance of Members has been dispensed with. Accordingly, in terms of the MCA Circulars and SEBI LODR, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the 7th AGM and hence the Proxy Form, Attendance Slip and Route Map of venue of AGM are not annexed to this Notice.

6. The Board of Directors have considered and decided to include item nos. 4 to 12 as Special Businesses in the Notice to the 7th AGM, as they consider them unavoidable in nature.

7. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Act relating to item nos. 4 to 12 and the additional information required to be provided relating to item no. 2 to 7 pursuant to Regulation 36 of the SEBI LODR and Secretarial Standard on General Meetings (**"SS-2"**) prescribed by Institute of Company Secretaries of India (**"ICSI"**), regarding the Directors who are proposed to be appointed/re-appointed are annexed hereto.

8. KFintech is the RTA of the Company to perform the share related work for shares held in electronic form.

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

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

11. The Company has engaged KFintech for providing the facility of voting through remote e-voting, for participation in the 7th AGM through VC/OAVM facility and e-voting thereat.

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

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

14. Members may please note that SEBI vide its Circular No. SEBI/ HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 read with SEBI Master Circular No. HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated February 06, 2026 has mandated the listed companies to issue securities in dematerialised form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR– 4, the format of which is available on the Company's website at https://investor.gmrpui.com and on the website of RTA at https://kprism.kfintech.com/#isc

15. As per the provisions of Section 72 of the Act, nomination facility is available to the Members, in respect of equity shares held by them. Nomination form i.e. Form No. SH 13, can be downloaded from the Company's website at https://www.gmrpowerurbaninfra.com/investor-relations and is also available at the website of the RTA at https://ris.kfintech.com/clientservices/isc/default.aspx#isc. Members are requested to submit the said Form to their Depository Participants for the shares held in electronic form.

    In terms of SEBI Circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 dated June 10, 2024 read with SEBI Master Circular No. HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated February 06, 2026 and other applicable provisions, the Members of the Company (who have not opted for the nomination) are encouraged, in their own interest, to provide 'choice of nomination' for ensuring smooth transmission of securities held by them as well as to prevent accumulation of unclaimed assets in securities market. To avail the facility of nomination or to opt out or cancel/ make any variation in the already submitted nomination, Members are requested to reach out to their respective DPs in case of shares held in Demat form.

16. As per Rule 3 of the Companies (Management and Administration) Rules, 2014, Register of Members of the Company should have additional details pertaining to email, PAN /CIN, UID, Occupation, Status, Nationality. We request all the Members of the Company to update their details with their respective Depository Participants (DPs) for the shares held in electronic form immediately.

17. Non-resident Indian shareholders are requested to inform about the following immediately to the Company or its RTA or the concerned Depository Participant, as the case may be: -

a. the change in the residential status on return to India for permanent settlement, and

b. the particulars of the updated Bank Account in India.

18. GMR Airports Limited (Formerly known as GMR Airports Infrastructure Limited) ("**GAL**") a listed Company had demerged its Power, EPC and Urban Infra Business into GPUIL as per Scheme of Arrangement ("**Scheme/Demerger**") sanctioned by Hon'ble NCLT, Mumbai vide its order dated December 22, 2021. In consideration of Demerger, the Company had allotted 1 equity share of ₹ 5/- each to the shareholders of GAL for every 10 equity shares held by them in GAL.

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

19. The members, in order to claim their shares from IEPF may contact the Company or RTA and submit the required documents for issue of Entitlement Letter and claim the same from the IEPF authority by submitting an online application in the prescribed Form IEPF-5 by attaching Entitlement Letter and other required documents on the website i.e. www.mca.gov.in and by sending a physical copy of the same to the Company along with the requisite documents enumerated in Form IEPF-5. Members can file only one consolidated claim in a financial year as per the IEPF Rules.

20. Members may join the 7th AGM through VC/ OAVM Facility by following the procedure as mentioned separately in the notice, which shall be kept open for the Members from 10:45 a.m. IST i.e. 15 minutes before the time scheduled to start the 7th AGM and shall not be closed for at least 15 minutes after the conclusion of the 7th AGM.

21. Members may note that the VC/ OAVM Facility, provided by KFintech, allows participation of at least 1,000 Members on a first-come- first-served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, auditors, etc. can attend the 7th AGM without any restriction on account of first-come first-served principle.

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

23. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act will be available electronically for inspection by the Members during the 7th AGM.

24. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/ CIR/ 2023/131 dated July 31, 2023, SEBI/HO/OIAE/ OIAE_IAD1/ P/CIR/2023/135 dated August 4, 2023 and SEBI/HO/ OIAE/ OIAE_IAD-3/P/CIR/2023/191 dated December 20, 2023 read with Master Circular No. SEBI/HO/OIAE/ OIAE_IAD-3/P/CIR/ 2023/195 dated December 28, 2023 has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market. Pursuant to abovementioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal https://smartodr.in/login and the same can also be accessed through the Company's website https://www.gmrpowerurbaninfra.com/investor-relations/smart-odr

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

25. The Process and Manner for Remote E-voting:

In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, SS-2 and Regulation 44 of the SEBI LODR read with SEBI Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 and the SEBI Master Circular No. HO/49/14/ 14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, the Company is pleased to provide Members with facility to exercise their votes by electronic means provided by KFintech (E-Voting Service Provider) through the modes listed below, on all resolutions set forth in this Notice, by way of remote e-voting or e-voting during the AGM.

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

Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/ CIR/P/ 2020/242 dated December 9, 2020 read with SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 on "e-Voting Facility Provided by Listed Entities", e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts/ websites of Depositories / DPs in order to increase the efficiency of the voting process.

Individual demat account holders would be able to cast their vote without having to register again with the e-Voting Service Provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process.

Members are advised to update their mobile numbers and email Ids in their demat accounts to access e-Voting facility.

Individual members holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts. During the voting period, shareholders / Members can login any number of times till they have voted on the resolution(s) for a particular "Event". The procedure to login and access remote e-voting, as devised by the Depositories/ Depository Participant(s), is given below:

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:** i. Visit URL https://eservices.nsdl.com. ii. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. iii. A new screen will prompt and you will have to enter your User ID and Password. iv. Post successful authentication, click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. v. Click on company name or e-Voting service provider name i.e. KFintech and you will be redirected to KFintech website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. **2. Members who have not registered for IDeAS facility, may follow the below steps:** i. To register for IDeAS facility, visit the URL at https://eservices.nsdl.com. ii. Click on **"Register Online for IDeAS"** or for direct registration. click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. iii. On completion of the registration formality, follow the steps provided above. **3. Members may alternatively vote through the e-voting website of NSDL in the following manner:** i. Visit the following URL: https://www.evoting.nsdl.com/. ii. Click on the icon "Login" which is available under 'Shareholder/Member' section. iii. Members to enter User ID (i.e. your Sixteen Digit demat account number held with NSDL), Password/OTP and a Verification Code shown on the screen. iv. Post successful authentication, you will be redirected to NSDL IDeAS site wherein you can see e-Voting page. v. Click on company name or e-Voting service provider name i.e., KFintech and you will be redirected to KFintech website for casting your vote. **4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.** NSDL Mobile App is available on App Store Google Play
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/myeasitoken/Home/Login or www.cdslindia.com ii. Click on the "Login" icon and opt for "New System Myeasi" (only applicable when using the URL: www.cdslindia.com) iii. On the new screen, enter User ID and Password. Without any further authentication, the e-voting page will be made available. iv. Click on Company name or e-voting service provider name i.e. KFintech to cast your vote.

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/myeasitoken/Home/EasiRegistration or https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration 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 Members holding securities in demat mode with NSDL/ CDSL who have forgotten their password:

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 Members holding securities in demat mode:

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

Login type	Helpdesk details
Individual Members holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30.
Individual Members holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43 or call at toll free no. 1800 200 5533.

B) Login method for e-Voting for Members other than Individual shareholders holding securities in demat mode and for all shareholders holding securities in physical mode:

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

i. Launch internet browser by typing the URL: https://evoting.kfintech.com.

ii. Enter the login credentials (i.e., User ID and Password). In case of Demat account, your Sixteen Digit DP ID-Client ID will be your User ID. In case of physical folio, User ID will be EVEN (e-Voting Event Number) XXXX, followed by folio number. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and Password for casting your vote.

iii. After entering these details appropriately, click on 'LOGIN'.

iv. You will now reach to password change Menu wherein you are required to mandatorily change your password. The new password should comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc., on first login. You may also enter a secret question and answer of your choice to retrieve your password, in case you forget your password. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

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

vi. On successful login, the system will prompt you to select the 'EVENT', i.e., **GMR Power and Urban Infra Limited**.

vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-Off Date under 'FOR/AGAINST' or, alternatively, you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR/AGAINST' taken together should not exceed your total shareholding as mentioned hereinabove. You may also choose the option 'ABSTAIN'. If you do not indicate either 'FOR' or 'AGAINST' it will be treated as 'ABSTAIN' and the shares held will not be counted under either head.

viii. Equity shareholders holding multiple demat accounts may choose the voting process separately for each demat account.

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

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

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

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

To facilitate Members to receive the Company's Annual Report and Notice for the Annual General Meeting (including remote e-voting instructions) electronically and cast their vote, the Company has made special arrangements with KFintech for registration of email addresses of the Members in terms of MCA Circulars. Eligible Members who have not registered their email address and in consequence the e-voting notice could not be serviced, may temporarily get their email address registered with KFintech, on or before **5:00 p.m. (IST) on September 14, 2026.**

I. Member may send an email request at the email id evoting@kfintech.com along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the notice of AGM and the E-Voting Instructions.

II. Please follow all steps from Note. No. 25(B) above to cast your vote by electronic means.

D) OTHER INSTRUCTIONS:

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

II. Person holding securities in physical mode and non-individual shareholders holding securities in demat mode who become equity shareholder after dispatch of the Notice of the Meeting but on or before the **Cut-Off Date, i.e., Monday, September 14, 2026** may obtain User ID and Password and any such member who has not received or has forgotten the User ID and Password, may obtain/retrieve the same from KFintech in the manner as mentioned below:

a) If the mobile number of the equity shareholder is registered against Folio No./DP ID-Client ID, the Member may send SMS: MYEPWD<SPACE>Folio No. or DP ID-Client ID to +91 9212993399. In case of physical holding, prefix Folio No. with EVEN.

Example for NSDL: MYEPWD<SPACE>IN12345612345678

Example for CDSL: MYEPWD<SPACE>1402345612345678

Example for Physical: MYEPWD<SPACE>XXXX1234567890 (XXXX being EVEN)

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

III. Registration of e-mail address permanently with RTA/ Depository Participant(s): In case e-mail ID of a Member is not registered with the RTA/ Depository Participant(s), then such Member is requested to register/ update their e-mail addresses:

a) with the Depository Participant (in case of Shares held in dematerialised form);

b) with KFintech by sending an email request at the email ID evoting@kfintech.com (in case of Shares held in physical form).

IV. In case of any queries, please visit Help and Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of https://evoting.kfintech.com. For any grievances related to e-voting, please contact Mr. Anandan K., Assistant Vice President, KFin Technologies Limited, Selenium Tower B, Plot Nos. 31 & 32, Gachibowli, Financial District, Nanakramgula, Hyderabad-500 032 at evoting@kfintech.com, Toll Free No: 1800-309-4001.

26. The remote e-voting period commences on **Thursday, September 17, 2026 at 9.00 a.m. IST and ends on Sunday, September 20, 2026 at 5.00 p.m. IST (both days inclusive)**. During this period, the Members of the Company may cast their votes by remote e-voting in the manner and process set out hereinabove. The e-voting module shall be disabled for voting thereafter. Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the **Cut Off Date, being Monday, September 14, 2026** will be entitled to cast their votes by remote e-voting.

27. The voting rights of the Members shall be in proportion to their shareholding of the paid-up equity share capital of the Company as on Cut-Off Date, i.e., **Monday, September 14, 2026**.

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

29. VOTING DURING THE AGM:

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

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

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

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

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

vi. However, this facility shall be operational till all the resolutions are considered and voted upon in the meeting.

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

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

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

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

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

34. Instructions for attending the AGM through VC/ OAVM:

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

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

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

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

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

f) Members who may want to express their views or ask questions at the AGM may visit https://evoting.kfintech.com and click on the tab "Annual General Meeting Post Your Queries Here" to post their queries in the window provided, by mentioning their name, demat account number, email ID and mobile number. **The window shall remain active during the remote e-voting period and shall be closed on Sunday, September 20, 2026 at 5:00 P.M.**

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

The 'Speaker Registration' window shall be activated on Thursday, September 17, 2026 at 9.00 A.M. and shall be closed on Friday, September 18, 2026 at 5.00 P.M. Those Members who have registered themselves as a speaker will only be allowed to speak/express their views/ ask questions during the AGM provided they hold shares as on the **Cut-Off Date i.e., Monday, September 14, 2026**. The Company reserves the right to restrict the number of speakers and time allotted per speaker subject to availability of time as appropriate for smooth conduct of the AGM.

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

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

j) Members are hereby notified that KfinTech basis the SEBI Circular (SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/ 2023/72) dated Jun 08, 2023, have launched an online application which can be accessed at https://ris.kfintech.com > Investor Services > Investor Support. Members are requested to register / sign up, using the Name, PAN, Mobile and email ID. Post registration, user can login via OTP and execute activities like, raising Service Request, Query, Complaints, check for status, KYC details, Dividend , Interest , Redemptions, e-Meeting and e-Voting details. Quick link to access the signup page: https://kprism.kfintech.com/signup

k) As part of the initiative, KfinTech, in order to enhance investor experience for Senior Citizens, has introduced a Senior Citizens investor cell to assist exclusively the Senior Citizens in redressing their grievances, complaints and queries. The special cell closely monitors the complaints coming from Senior Citizens through this channel and handholds them at every stage of the service request till closure of the grievance. Senior Citizens wishing to avail this service can send the communication with the below details to the email id, senior.citizen@kfintech.com Senior Citizens (i.e., members over the age of 60 years) must provide the following details:

a. ID Proof (as a proof of Date of Birth)

b. Folio Number

c. Company Name

d. Nature of Grievance

A dedicated Toll-free number for Senior Citizens can also be accessed at 1-800-309-4006 for any queries or information.

l) KFintech has introduced a new feature that allows shareholders to attend the Annual General Meeting (AGM) through the KPRISM Mobile Application (Android & iOS). Members may download the KPRISM Mobile Application and register with the PAN number. Post registration, Members can log in to the KPRISM app and access the live streaming of the AGM hosted on the KFINTECH platform. After logging in, simply tap the three-line menu icon at the top left corner and scroll to Live Streaming. By clicking on the Live Streaming option, users will be directed to the event selection page. Members of the Company as on the cut-off date i.e., **Monday, September 14, 2026,** can then choose the company i.e., GMR Power and Urban Infra Limited, to join and participate seamlessly in the proceedings of AGM.

EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013, SECRETARIAL STANDARD - 2 ON GENERAL MEETINGS, AND SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND CIRCULARS ISSUED THEREUNDER.

Item No. 4

Dr. Siva Kameswari Vissa was appointed as an Independent Director of the Company pursuant to Section 149 of the Act, read with the Companies (Appointment and Qualification of Directors) Rules, 2014, and Article 64 of the Articles of Association of the Company, by the members at the Annual General Meeting held on September 27, 2022, to hold office for a term of 5 (Five) consecutive years with effect from January 31, 2022 or upto the conclusion of the 7th Annual General Meeting of the Company whichever was earlier.

The Nomination and Remuneration Committee, at its meeting held on August 10, 2026 after taking into account the performance evaluation of Dr. Siva Kameswari Vissa, during her first term and considering her knowledge, acumen, expertise, experience and substantial contribution and time commitment, has recommended to the Board of Directors her re-appointment for the second term of 5 (Five) consecutive years. In view of the above, the Nomination and Remuneration Committee and the Board of Directors are of the view that Dr. Vissa possesses the requisite skills/expertise/competencies identified by the Board of Directors, which would be of immense benefit to the Company, and hence, it is desirable to re-appoint her as an Independent Director of the Company.

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

Based on the recommendation of the Nomination and Remuneration Committee, the Board, at its meeting held on August 14, 2026 has recommended the re-appointment of Dr. Siva Kameswari Vissa as an Independent Director, not liable to retire by rotation, for the second term of 5 (Five) consecutive years effective from September 21, 2026 or upto the conclusion of the 12th Annual General Meeting of the Company, whichever is earlier, subject to approval of Members.

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

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

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

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

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

A draft letter of appointment to be issued to the Independent Directors of the Company, setting out the terms and conditions of their appointment, is available for inspection by the Members at the registered office of the Company and also at the website of the Company at https://www.gmrpowerurbaninfra.com/investor-relations/corporate-governance/independent-directors

As required under Regulation 36 of SEBI LODR and Secretarial Standard (SS-2) on General Meetings, issued by Institute of Company Secretaries of India (ICSI), the relevant details of Dr. Vissa are annexed herewith to the notice.

Except Dr. Vissa, being an appointee and her relatives, none of the Directors and/ or Key Managerial Personnel of the Company and/ or their relatives are concerned or interested in the resolution set out in Item No. 4 of the notice.

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

Item No. 5

Mr. Suresh Lilaram Narang was appointed as an Independent Director of the Company pursuant to Section 149 of the Act, read with the Companies (Appointment and Qualification of Directors) Rules, 2014, and Article 64 of the Articles of Association of the Company, by the members at the Annual General Meeting held on September 27, 2022, to hold office for a term of 5 (Five) consecutive years with effect from January 31, 2022 or upto the conclusion of the 7th Annual General Meeting of the Company whichever was earlier.

The Nomination and Remuneration Committee, at its meeting held on August 10, 2026 after taking into account the performance evaluation of Mr. Suresh Lilaram Narang during his first term and considering his knowledge, acumen, expertise, experience and substantial contribution and time commitment, has recommended to the Board of Directors his re-appointment for the second term of 5 (Five) consecutive years. In view of the above, the Nomination and Remuneration Committee and the Board of Directors are of the view that Mr. Narang possesses the requisite skills/expertise/competencies identified by the Board of Directors, which would be of immense benefit to the Company, and hence, it is desirable to re-appoint him as an Independent Director of the Company.

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

Based on the recommendation of the Nomination and Remuneration Committee, the Board, at its meeting held on August 14, 2026 has recommended the re-appointment of Mr. Suresh Lilaram Narang as an Independent Director, not liable to retire by rotation, for the second term of 5 (Five) consecutive years effective from September 21, 2026 or upto the conclusion of the 12th Annual General Meeting of the Company, whichever is earlier, subject to approval of Members.

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

During the proposed second term of office as an Independent Director of the Company, Mr. Narang attains the age of seventy-five. In terms of the Regulation 17(1A) of SEBI LODR, the same requires approval of Members of the Company by way of Special resolution.

The Board is of the opinion that Mr. Narang's rich and diverse experience is a valuable asset to the Company which adds value and independent point of view during Board discussion and decision making. He is also person of integrity and possesses required expertise and his association as an Independent Director will be beneficial to the Company.

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

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

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

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

A draft letter of appointment to be issued to the Independent Directors of the Company, setting out the terms and conditions of their appointment, is available for inspection by the Members at the registered office of the Company and also at the website of the Company at https://www.gmrpowerurbaninfra.com/investor-relations/corporate-governance/independent-directors

As required under Regulation 36 of SEBI LODR and Secretarial Standard (SS-2) on General Meetings, issued by Institute of Company Secretaries of India (ICSI), the relevant details of Mr. Narang are annexed herewith to the notice.

Except Mr. Narang, being an appointee and his relatives, none of the Directors and/ or Key Managerial Personnel of the Company and/ or their relatives are concerned or interested in the resolution set out in Item No. 5 of the notice.

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

Item No. 6

Dr. Satyanarayana Beela was appointed as an Independent Director of the Company pursuant to Section 149 of the Act, read with the Companies (Appointment and Qualification of Directors) Rules, 2014, and Article 64 of the Articles of Association of the Company, by the members at the Annual General Meeting held on September 27, 2022, to hold office for a term of 5 (Five) consecutive years with effect from January 31, 2022 or upto the conclusion of the 7th Annual General Meeting of the Company whichever was earlier.

The Nomination and Remuneration Committee, at its meeting held on August 10, 2026 after taking into account the performance evaluation of Dr. Satyanarayana Beela during his first term and considering his knowledge, acumen, expertise, experience and substantial contribution and time commitment, has recommended to the Board of Directors his re-appointment for the second term of 5 (Five) consecutive years. In view of the above, the Nomination and Remuneration Committee and the Board of Directors are of the view that Dr. Beela possesses the requisite skills/expertise/competencies identified by the Board of Directors, which would be of immense benefit to the Company, and hence, it is desirable to re-appoint him as an Independent Director of the Company.

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

Based on the recommendation of the Nomination and Remuneration Committee, the Board, at its meeting held on August 14, 2026 has recommended the re-appointment of Dr. Satyanarayana Beela as an Independent Director, not liable to retire by rotation, for the second term of 5 (Five) consecutive years effective from September 21, 2026 or upto the conclusion of the 12th Annual General Meeting of the Company, whichever is earlier, subject to approval of Members.

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

Further, Dr. Beela has attained the age of seventy-five years and in order to re-appoint him for the second term special resolution is required to be passed pursuant to the Regulation 17(1A) of SEBI LODR.

The Board is of the opinion that Dr. Beela's rich and diverse experience is a valuable asset to the Company which adds value and independent point of view during Board discussion and decision making. He is also person of integrity and possesses required expertise and his association as an Independent Director will be beneficial to the Company.

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

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

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

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

A draft letter of appointment to be issued to the Independent Directors of the Company, setting out the terms and conditions of their appointment, is available for inspection by the Members at the registered office of the Company and also at the website of the Company at https://www.gmrpowerurbaninfra.com/investor-relations/corporate-governance/independent-directors

As required under Regulation 36 of SEBI LODR and Secretarial Standard (SS-2) on General Meetings, issued by Institute of Company Secretaries of India (ICSI), the relevant details of Dr. Beela are annexed herewith to the notice.

Except Dr. Beela, being an appointee and his relatives, none of the Directors and/ or Key Managerial Personnel of the Company and/ or their relatives are concerned or interested in the resolution set out in Item No. 6 of the notice.

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

Item No. 7

Dr. Emandi Sankara Rao was appointed as an Independent Director of the Company pursuant to Section 149 of the Act, read with the Companies (Appointment and Qualification of Directors) Rules, 2014, and Article 64 of the Articles of Association of the Company, by the members at the Annual General Meeting held on September 27, 2022, to hold office for a term of 5 (Five) consecutive years with effect from January 31, 2022 or upto the conclusion of the 7th Annual General Meeting of the Company whichever was earlier.

The Nomination and Remuneration Committee, at its meeting held on August 10, 2026 after taking into account the performance evaluation of Dr. Emandi Sankara Rao during his first term and considering his knowledge, acumen, expertise, experience and substantial contribution and time commitment, has recommended to the Board of Directors his re-appointment for the second term of 5 (Five) consecutive years. In view of the above, the Nomination and Remuneration Committee and the Board of Directors are of the view that Dr. Rao possesses the requisite skills/expertise/competencies identified by the Board of directors, which would be of immense benefit to the Company, and hence, it is desirable to re-appoint him as an Independent Director of the Company.

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

Based on the recommendation of the Nomination and Remuneration Committee, the Board, at its meeting held on August 14, 2026 has recommended the re-appointment of Dr. Emandi Sankara Rao as an Independent Director, not liable to retire by rotation, for the second term of 5 (Five) consecutive years effective from September 21, 2026 or upto the conclusion of the 12th Annual General Meeting of the Company, whichever is earlier, subject to approval of Members.

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

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

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

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

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

A draft letter of appointment to be issued to the Independent Directors of the Company, setting out the terms and conditions of their appointment, is available for inspection by the Members at the registered office of the Company and also at the website of the Company at https://www.gmrpowerurbaninfra.com/investor-relations/corporate-governance/independent-directors

As required under Regulation 36 of SEBI LODR and Secretarial Standard (SS-2) on General Meetings, issued by Institute of Company Secretaries of India (ICSI), the relevant details of Dr. Rao are annexed herewith to the notice.

Except Dr. Rao, being an appointee and his relatives, none of the Directors and/ or Key Managerial Personnel of the Company and/ or their relatives are concerned or interested in the resolution set out in Item No. 7 of the notice.

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

Item No. 8

The Company had adopted the Model Articles of Association ("**AOA**") as prescribed under Table F of Schedule I of the Companies Act, 2013 ("**the Act**"). However, with a view to broad base the AOA with certain other provisions of the Act and to provide clarity, it is proposed to amend the AOA as detailed hereinbelow. The Board at its meeting held on August 14, 2026, approved amendments to the AOA of the Company, subject to approval of the Members.

The proposed amendments are summarised below:

A. Insertion of new Article 1A after existing Article 1:

Further issue of Share Capital:

a. *Where at any time, the Company proposes to increase its subscribed capital by the issue of further Shares, such Shares shall be offered:*

   i. *to persons who, at the date of offer, are holders of equity shares of the Company in proportion, as nearly as circumstances admit, to the paid-up capital on those shares by sending a letter of offer subject to the conditions as may be prescribed; or*

   ii. *to employees under a scheme of employees' stock option subject to special resolution passed by the Company and subject to such conditions as may be prescribed; or*

   iii. *to any persons, if it is authorized by a special resolution, in compliance with the Act and other applicable laws, whether or not those persons include the persons referred to in clause (i) or clause (ii) above subject to the provisions of the Act and these Articles.*

b. *Subject to the provisions of the Act, the Rules made thereunder, SEBI Regulations, if applicable, and other applicable laws, the Company may issue sweat equity shares to its directors or employees for providing know-how, intellectual property rights, value additions or such other consideration as may be permitted under applicable law.*

c. *Subject to the provisions of the Act and rules framed thereunder and applicable SEBI Regulations and other applicable laws, the Company may formulate, implement, vary, modify or administer one or more employee stock option schemes, employee stock purchase schemes, stock appreciation rights schemes, general employee benefit schemes, retirement benefit schemes, sweat equity schemes or any other share based employee benefit schemes, whether directly or through a trust or otherwise, for the benefit of eligible employees, directors or such other persons as may be permitted under applicable law.*

d. *Subject to the provisions of the Act and rules framed thereunder and applicable SEBI Regulations and other applicable laws, the Company may increase its subscribed Share Capital on exercise of an option attached to the Debentures issued or loans raised by the Company to convert such Debentures or loans into Shares of the Company by passing resolution by the members.*

e. *Subject to the Act, SEBI Regulations, FEMA and other applicable laws, the Company may issue warrants, options, convertible debentures, non-convertible debentures with warrants, convertible preference shares, exchangeable securities or any other securities or instruments convertible into or exchangeable with equity shares.*

B. Insertion of new Article 58A after existing Article 58:

Unless otherwise determined by General Meeting, the number of Directors shall not be less than three and not more than twenty.

C. Substitution of existing Article 64:

Subject to the provisions of Section 161 of the Act, the Board shall have power at any time and from time to time to appoint any other qualified person to be Additional Director, but so that the total number of Directors shall not at any time exceed the maximum fixed under these Articles. Any such Additional Director shall hold office only up to the date of the next Annual General Meeting or last date on which such Annual General Meeting should have been held.

D. Substitution of existing Article 64A:

a. *Alternate Director - Subject to the provisions of the Act and other applicable laws, the Board may, at the request of any concerned Director, appoint any person, not being a person holding any alternate directorship for any other director in the Company or holding directorship in the same Company, to act as an Alternate Director for a director during his absence for a period of not less than three months from India, or otherwise as permitted under the Act. No Person shall be appointed as an Alternate Director for an Independent Director unless he is qualified to be appointed as an Independent Director under the provisions of the Act.*

b. *Nominee Director - Whenever Company enters into a contract with any Government, Central, State or Local, any bank or financial institution or any person or persons (hereinafter referred to as **"the appointer")** for borrowing any money or for providing any guarantee or security or for technical collaboration or assistance or for underwriting or enter into any other arrangement whatsoever, the Board shall have, subject to the provisions of the Act, the power to agree that such appointer shall have the right to appoint or nominate by a notice in writing addressed to the Company one or more persons, who are acceptable to the Board, as Directors on the Board for such period and upon such conditions as may be mentioned in the agreement and that such Director or Directors may not be required to hold any qualification shares. The Board may also agree that any such Director or Directors may be removed from time to time by the appointer entitled to appoint or nominate them and the appointer may appoint another or other in his or their place and also fill in vacancy, which may occur as a result of any such*

Director or Directors ceasing to hold that office for any reason whatever. The Directors appointed or nominated under this Articles shall be entitled to exercise and enjoy all or any of the rights and privileges exercised and enjoyed by the Directors of the Company including payment of remuneration and travelling expenses to such Director or Directors as may be agreed by the Company with the appointer.

c. *Nominee Director by Debenture Trustee* **-** *The Board of Directors shall have the power to appoint a Nominee Director on the Board of the Company, on receipt of the nomination by a debenture trustee in terms of clause (e) of Regulation 15(1) of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993, as amended. Such appointment of a director shall be in accordance with the provisions of the Debenture Trust Deed, provisions of the Act, relevant SEBI Regulations and provisions of all other applicable laws.*

d. *Director's power to fill casual vacancies - Subject to the provisions of Section 161, and other applicable provisions of the Act, the Board shall have power at any time and from time to time to appoint any other qualified and eligible person to be Director to fill a casual vacancy. Any person so appointed shall hold office only up to the date up to which the Director in whose place he is appointed would have held office.*

Pursuant to provisions of Section 14 of the Act, approval of the Members of the Company by way of Special Resolution is required to amend the AOA of the Company as stated above.

A copy of AOA of the Company with the proposed alteration is available for inspection at the Registered Office of the Company on any working day during business hours.

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

The Board recommends the Special Resolution with respect to Alteration of AOA of the Company, as set out in Item No. 8 of this Notice, for approval of the Members.

Item No. 9

The Board of Directors ("Board") of the Company at its meeting held on August 14, 2026 on recommendation of the Audit Committee, approved the re-appointment of M/s. J.S.N & Company, Cost Accountants for conducting the audit of the cost records of the Company for the financial year ending March 31, 2027 at a remuneration of ₹ 1,25,000 plus applicable taxes, if any. According to Section 148 of Act read with the Companies (Cost Records & Audit) Rules, 2014 (**"Rules"**), the Company is required to have its cost records audited by a Cost Accountant in practice. Further, in terms of the provisions of Section 148(3) of the Act read with Rules, the remuneration payable to the Cost Auditor is required to be ratified by the Members of the Company. Accordingly, the Members are requested to ratify the remuneration payable to the Cost Auditor for the financial year ending March 31, 2027, as set out in the resolution.

It may be noted that in terms of mutual discussion between the Company and Cost Auditor, there is no change in the fees proposed to be paid to Cost Auditor for the FY 2026-27.

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

The Board recommends the Ordinary Resolution with respect to Ratification of remuneration to Cost Auditors of the Company for the Financial Year ended March 31, 2027, as set out in Item No. 9 of this Notice, for approval of the Members.

Item No. 10

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

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

In line with the above, the Company proposes to raise funds upto aggregate amounts of ₹ 3,000 Crore (Rupees Three Thousand Crore Only), either singly or in any combination of issuance of equity shares of the Company (**"Equity Shares"**), non-convertible debentures along with warrants (collectively, referred to as the "**Securities**") to Qualified Institutional Buyers (as defined under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (**"SEBI ICDR Regulations"**), whether they are holders of Equity Shares or not, for cash, in one or more tranches and/or issuance of Foreign Currency Convertible Bonds (**"FCCB"**) to eligible investors permitted under the Issue of Foreign Currency Convertible Bonds and Ordinary shares (Through Depository Receipt Mechanism) Scheme 1993 ("**FCCB Scheme**") or under any Regulations made under Foreign Exchange Management Act, 1999 (**"FEMA"**) or combination thereof, in terms of (a) the SEBI ICDR Regulations; (b) applicable provisions of the Companies Act, 2013 (**"the Act"**) and the applicable rules made thereunder [including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014], each including any, statutory modification(s) or re-enactment(s) thereof (c) FCCB Scheme, as amended, Foreign Exchange Management (Overseas Investment) Regulations, 2022 as amended and (d) other applicable law including the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, FEMA including ECB Guidelines as amended, as may be applicable.

Accordingly, the Board, at its meeting held on August 14, 2026, subject to the approval of the Members of the Company, approved the issuance of the Securities/ FCCB on such terms and conditions as may be deemed appropriate by the Board ("**Board**", which term shall include the Management Committee of the Board or any other committee which the Board may hereinafter constitute for this purpose) at its sole and absolute discretion, taking into consideration market conditions and other relevant factors and wherever necessary, in consultation with the book running lead manager(s) and /or other advisor(s) appointed in relation to issuance of the QIP/ FCCB, in accordance with applicable laws. The Securities allotted may be listed and traded on the stock exchange(s) where Equity Shares of the Company are currently listed, subject to obtaining necessary approvals. The offer, issue, allotment of the Securities/ FCCB, shall be subject to obtaining regulatory approvals, if any by the Company.

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

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

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

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

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

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

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

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

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

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

Item no. 11 & 12

As per Regulation 2(1)(zc) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR**"), a related party transaction includes any transaction involving a transfer of resources, services or obligations between a listed entity and/or its subsidiaries and a related party, or any other person or entity where the purpose and effect of the transaction is to benefit a related party, irrespective of whether a price is charged or not.

Further, in terms of Regulation 23(4) of the SEBI LODR, all material related party transactions and any subsequent material modifications thereto require prior approval of the Members by way of an Ordinary Resolution, irrespective of whether such transactions are undertaken in the ordinary course of business and/or on arm's length basis. The said regulation further provides that no related party shall vote to approve such resolution, irrespective of whether such related party is a party to the transaction or not. In terms of Schedule XII to the SEBI LODR, for a listed entity having annual consolidated turnover of up to ₹ 20,000 Crore, a transaction shall be considered material if the value of the transaction, individually or taken together with previous transactions with the same related party during a financial year, exceeds 10% of the annual consolidated turnover of the listed entity as per its last audited financial statements.

The Company and its subsidiaries have established a robust governance framework for review and approval of related party transactions. Given the integrated nature of the Company's business operations, which are undertaken directly and through its subsidiaries, joint ventures and associate companies across businesses such as power generation, infrastructure, smart metering and allied sectors, various transactions are entered into with related parties in the ordinary course of business to facilitate efficient operations and achievement of business objectives.

GMR Warora Energy Limited ("**GWEL**"), a step-down subsidiary of the Company, owns and operates 2x300 MW thermal power project located in Warora, Maharashtra. As on date, GWEL's total outstanding debt amounts to ~₹ 2,168 Crore (comprising of term loan, NCD, OCD, etc.). GWEL had also availed Working Capital facility of ~₹ 580 Crore from WC consortium lenders and has contingent liability of ~₹ 620 Crore. The consortium lenders have imposed certain restrictive covenants including cash sweep, right to recompense etc. as a part of the said financing.

In order to achieve greater operational flexibility, GWEL is currently exploring refinancing opportunities with various banks and financial institutions. The proposed refinancing is expected to improve financial flexibility, reduce restrictions on cash utilization, enhance dividend distribution flexibility, support future growth initiatives and strengthen overall value creation for the Company and its stakeholders. In this regard, negotiations with various new Lenders are in advanced stage which are considering refinancing (subject to detailed appraisal and approval of their sanctioning authorities) the outstanding term loan / NCD / OCD and existing working capital facility ("**Outstanding Debt**").

As per the terms of the ongoing negotiations with the Lenders, the refinancing of Outstanding Debt would require certain security including corporate guarantee /undertakings to be provided by the Company. Accordingly, in order to enable GWEL to avail refinancing of Outstanding Debt, the Company may require to furnish corporate guarantee and/or undertaking to the extent of upto ~₹ 3,370 Crore (for the Outstanding debt and contingent liability), in favour of its identified lender(s) to secure the obligations of GWEL. Further, GMR Energy Limited ("**GEL**"), a subsidiary of the Company, would also be required to provide the security by way of pledge of 100% shares of GWEL held by it (estimated value ~₹ 1,000 Crore) including corporate guarantee equivalent to shares values being embedded in pledge document. The proposed support from GPUIL and GEL shall secure the repayment obligations, including principal, interest, fees and other financing obligations, in accordance with the terms of the proposed refinancing.

GWEL is a significant subsidiary of the Company, and improvement in its financial position is expected to support the long-term value creation objectives of the Company and enhance financial resilience at the consolidated level. The proposed support arrangements are therefore considered commercially beneficial and strategically important for the Company.

The aggregate value of the identified related party transactions proposed to be provided for refinancing would exceed the applicable materiality threshold prescribed under the SEBI LODR, and in order to facilitate timely completion of the refinancing process, the approval of the Members is being sought by way of an enabling resolution permitting the Company and GEL, to provide corporate guarantee(s), undertaking(s), letter(s) of comfort and/or security by way of pledge of shares, as may be required in connection with such refinancing. The details of each refinancing proposal, together with the nature and extent of support proposed to be provided by the Company and / or GEL for GWEL, shall be reviewed by the Audit Committee and/or Board of Directors of the Company, along with the Audit Committee of respective companies, in accordance with applicable laws and the Company's governance framework. However, the support by the Company and GEL shall not exceed the amounts stated above.

Further, in accordance with the provisions of the SEBI LODR, all related party transactions, whether entered into individually or taken together with other transactions with the same related party during a financial year, are required to be considered for determining the applicable approval thresholds. The Company and GEL, in ordinary course of business, have entered into and may continue various related party transactions with GWEL which, individually and collectively up to this point, were not material in nature and were undertaken after obtaining the requisite approvals of the Audit Committee and in compliance with the applicable provisions of SEBI LODR. However, considering the value of the corporate guarantee(s) and/ or undertaking and/or security proposed to be provided for said refinancing, the aggregate transaction value of the said related party transactions in each case is expected to exceed the materiality threshold prescribed under SEBI LODR.

During the FY 2026-27, the total estimated amount of identified RPTs between the Company and GWEL is ~₹ 3,420 Crore and between GEL and GWEL is ~₹ 1,032 Crore. However, considering the dynamic nature of operations and business requirements and any unforeseen requirements that may arise during the year, the Member's approval is sought for an overall limit of ₹ 4,020 Crore for related party transactions between Company and GWEL and ₹ 1,632 Crore for transactions between GEL and GWEL thereby providing adequate operational flexibility for any increase in existing transactions, execution of new arrangements and any other unforeseen transactions arising during FY 2026-27. The proposed headroom is intended primarily to accommodate (i) funding-related support incidental to refinancing, (ii) revisions in underlying borrowing limits (iii) increase in operating transaction volumes, (iv) reimbursement of common costs and shared services and (v) any other transaction, approved by the Audit Committee. The additional headroom is intended to provide operational flexibility and business continuity without the need to seek fresh shareholder approval in the event transaction values exceed current estimates. Any utilization of the aforesaid enabling limit for new or unforeseen related party transactions shall be subject to prior approval of the Audit Committee and the Board of Directors, wherever statutorily required in accordance with applicable law. The audited annual consolidated turnover of the Company for the financial year ended March 31, 2026 was ₹ 7,331.86 Crore and the value of aforesaid transactions is expected to exceed the aforesaid materiality threshold prescribed under Regulation 23 of the SEBI LODR i.e., ₹ 733 Crore, thereby necessitating approval of the Members.

Accordingly, approval of the Members is being sought for the ongoing and proposed transactions. The nature of the transactions and the estimated aggregate transaction value are set out below.

The Audit Committee and the Board of Directors, after considering the rationale, commercial terms, business necessity and overall benefits arising from the proposed transactions, are of the view that the proposed transactions are in the best interests of the Company and its stakeholders. Further, the SEBI Circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025 and SEBI Master Circular No. HO/49/14/14(7)2025-CFDPOD2/I/3762/2026 dated January 30, 2026 (**'SEBI Circulars'**) prescribe the minimum information to be provided to the Audit Committee and Members for approval of Related Party Transactions as 'RPT Industry Standards' formulated by the Industry Standards Forum. The Audit Committee, in view of the above, reviewed the said details along with the certificate provided by the Executive Director and the Chief Financial Officer of the Company, as required under the RPT Industry Standards. The details of which are also forming part of this Explanatory Statement, as detailed below.

The Members may note that in terms of the provisions of the SEBI LODR, no Related Party shall vote to approve these Ordinary Resolutions, whether the entity is a Related Party to the particular transaction(s) or not.

None of the Directors or Key Managerial Personnel of the Company, or their respective relatives, is concerned or interested, financially or otherwise, in the resolution set out at Item Nos. 11 & 12 of the Notice, except to the extent of their Directorships / shareholding, if any, in the Company.

Based on the approval of the Audit Committee, the Board recommends the Resolutions set out at Item Nos. 11 & 12 of this Notice for the approval of the Members as Ordinary Resolutions.

Minimum information to be provided to the Audit Committee and shareholder for approval of Related Party Transactions as per RPT Industry Standards:

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

A1: Basic details of the related party

S. No.	Particulars of information	Information provided by Management for RPT between GPUIL & GWEL	Information provided by Management for RPT between GEL & GWEL
1.	Name of the related party	GMR Warora Energy Limited (**"GWEL"**)	
2.	Country of incorporation of the related party	India	
3.	Nature of business of the related party	GWEL operates a 600 MW (2x300 MW) coal-based thermal power plant in Chandrapur, Maharashtra, supplying power under long-term power purchase agreements with Haryana Power Purchase Centre (HPPC), Maharashtra State Electricity Distribution Company Limited (MSEDCL), and Tamil Nadu Generation and Distribution Corporation Limited (TANGEDCO).	

A2: Relationship and ownership of the related party

S. No.	Particulars of information	Information provided by Management for RPT between GPUIL & GWEL	Information provided by Management for RPT between GEL & GWEL
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:	The Proposed transactions involve RPTs between GPUIL and GWEL.	The Proposed transactions involve RPTs between GEL and GWEL.
	o Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	GEL is a wholly owned subsidiary of GPUIL. GEL holds 92.07% in GWEL. GPUIL's indirect holding in GWEL would be considered as 92.07%.	GWEL is a step-down Subsidiary for GPUIL and a direct subsidiary to GEL holding 92.07% shares in GWEL.

S. No.	Particulars of information	Information provided by Management for RPT between GPUIL & GWEL	Information provided by Management for RPT between GEL & GWEL
	o 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).	N.A.	N.A.
	o Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	N.A.	N.A.

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

<table>
<tr><th>S. No.</th><th>Particulars of information</th><th>Information provided by Management for RPT between GPUIL & GWEL</th><th>Information provided by Management for RPT between GEL & GWEL</th></tr>
<tr><td>1.</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.</td><td>Transaction between GPUIL and GWEL:-
<table>
<tr><th>S. No.</th><th>Nature of Transaction</th><th>₹ in Crore (FY 2025-26)</th></tr>
<tr><td>1</td><td>Legal & Professional Expenses</td><td>41.76</td></tr>
<tr><td>2</td><td>Transfer of borrowings (NCD /OCD) from GWEL lenders to GPUIL</td><td>17.83</td></tr>
<tr><td>3</td><td>Finance Cost</td><td>0.01</td></tr>
<tr><td>4</td><td>Intangible assets under development</td><td>0.96</td></tr>
</table></td><td>Transaction between GEL and GWEL:
<table>
<tr><th>S. No.</th><th>Nature of Transaction</th><th>₹ in Crore (FY 2025-26)</th></tr>
<tr><td>1</td><td>Operation & Maintenance (O&M) Services</td><td>27.85</td></tr>
</table></td></tr>
<tr><td>2.</td><td>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.</td><td>Transaction between GPUIL and GWEL for quarter ended June 30, 2026:
<table>
<tr><th>S. No.</th><th>Nature of Transaction</th><th>Amount in ₹ Crore (Apr-26 to June 30-26)</th></tr>
<tr><td>1</td><td>Corporate Common Expenses</td><td>5.72</td></tr>
<tr><td>2</td><td>Intangible assets under development</td><td>0.27</td></tr>
</table></td><td>Transaction between GEL and GWEL for quarter ended June 30, 2026:
<table>
<tr><th>S. No.</th><th>Nature of Transaction</th><th>Amount in ₹ Crore (Apr-26 to June 30, 2026)</th></tr>
<tr><td>1</td><td>Operation & Maintenance (O&M) Services</td><td>7.01</td></tr>
</table></td></tr>
<tr><td>3.</td><td>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.</td><td>No</td><td>No</td></tr>
</table>

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

<table>
<tr><th>S. No.</th><th>Particulars of information</th><th>Information provided by Management for RPT between GPUIL & GWEL</th><th>Information provided by Management for RPT between GEL & GWEL</th></tr>
<tr><td>1.</td><td>Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.</td><td>₹ 4,020 Crore*
While the total estimated amount of aforementioned identified RPTs is ~₹ 3,420 Crore (primarily being the Corporate Guarantee/undertaking as mentioned above), considering the dynamic nature of business operations and unforeseen operational requirements that may arise during the year, the Members' approval is sought for an overall limit of ₹ 4,020 Crore, thereby providing flexibility and business continuity.</td><td>₹ 1,632 Crore
*While the total estimated amount of aforementioned identified RPTs is ~₹ 1,032 Crore (primarily being providing of security as mentioned above), considering the dynamic nature of business operations and unforeseen operational requirements that may arise during the year, the Members' approval is sought for an overall limit of ₹ 1,632 Crore, thereby providing flexibility and business continuity.</td></tr>
<tr><td>2.</td><td>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?</td><td>Yes</td><td>Yes</td></tr>
<tr><td>3.</td><td>Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year</td><td>53.47%</td><td>N.A.</td></tr>
<tr><td>4.</td><td>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)</td><td>N.A.</td><td>>100%</td></tr>
<tr><td>5.</td><td>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.</td><td>>100%</td><td>>100%</td></tr>
<tr><td>6.</td><td>Financial performance of the related party for the immediately preceding financial year:</td><td colspan="2">
<table>
<tr><th>Particulars</th><th>FY 2025-26 (₹ Crore)</th></tr>
<tr><td>GMR Warora Energy Limited</td><td></td></tr>
<tr><td>Turnover</td><td>1,808.77</td></tr>
<tr><td>Profit After Tax</td><td>313.36</td></tr>
<tr><td>Net worth</td><td>1,375.44</td></tr>
</table></td></tr>
</table>

A(5): Basic details of the proposed transaction

S. No.	Particulars of information	Information provided by Management for RPT between GPUIL & GWEL	Information provided by Management for RPT between GEL & GWEL
1.	Specific type of the proposed transaction (e.g. sale of goods / services, purchase of goods / services, giving loan, borrowing etc.)	**Providing of Corporate Guarantee / Letter of Comfort or any other undertakings:** Providing of Undertaking / support to secure the refinancing obligations of GWEL for an amount of upto ₹ 3,370 Crore. The said transaction would be undertaken in accordance with the provision of applicable regulations, and the said obligations would be extended for the tenure of Outstanding Debt. **Rendering of services (including reimbursements):** Reimbursement of the common corporate costs incurred for an amount of upto ₹ 50 Crore. Provision for any new related party transaction to be entered into with related party and / or any unforeseen increase in the above transaction, etc with due approval of the Audit Committee of the Company - for an amount of upto ₹ 600 Crore.	**Providing security including pledge of shares** Providing security including Pledge of upto ~92% of its shareholding (on fully diluted basis) in GWEL for securing the refinancing obligations of GWEL for an amount of ₹ 1,000 Crore (along with embedded Corporate Guarantee upto value of shares). The said transaction would be undertaken in accordance with the provision of applicable regulations, and the said security would be extended for the tenure of Outstanding Debt. **Operations and Maintenance services:** For an amount of upto ₹ 32 Crore Provision for any new related party transaction to be entered into with related party and / or any unforeseen increase in the above transaction, etc with due approval of the Audit Committee of the Company - for an amount of upto ₹ 600 Crore.
2.	Details of each type of the proposed transaction	As mentioned in Para A(5)(1)	As mentioned in Para A(5)(1)
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	**Providing of Corporate Guarantee / Letter of Comfort or any other undertakings:** The said transaction is likely to be undertaken during the FY 2026-27 and the same is likely to be extended for the tenure of Outstanding Debt. **Rendering of services (including reimbursements):** These are ongoing transaction, of repetitive nature, occurring on regular basis. Provision for any new related party transaction to be entered into with related party and / or any unforeseen increase in the above transaction, etc. with due approval of the Audit Committee of the Company - For FY 2026-27.	**Providing security including pledge of shares** The said transaction is likely to be undertaken during the FY 2026-27 and the same is likely to be extended for the tenure of Outstanding Debt. **Operations and Maintenance services:** This is an ongoing transaction, of repetitive nature, occurring on regular basis. Provision for any new related party transaction to be entered into with related party and / or any unforeseen increase in the above transaction, etc. with due approval of the Audit Committee of the Company - For FY 2026-27.
4.	Whether omnibus approval is being sought?	One-time approval is being sought for providing of Guarantee/ undertaking. For the other transactions as contemplated above approval is being sought under the omnibus route.	One-time approval is being sought for providing of Security/ Guarantee. For the other transactions as contemplated above approval is being sought under the omnibus route
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.	₹ 4,020 Crore* **While the total estimated amount of aforementioned identified RPTs is ~₹ 3,420 Crore (primarily being the Corporate Guarantee/undertaking as mentioned above), considering the dynamic nature of business operations and unforeseen operational requirements that may arise during the year, the Members' approval is sought for an overall limit of ₹ 4,020 Crore, thereby providing flexibility and business continuity.*	₹ 1,632 Crore* **While the total estimated amount of aforementioned identified RPTs is ~₹ 1,032 Crore (primarily being providing of security as mentioned above), considering the dynamic nature of business operations and unforeseen operational requirements that may arise during the year, the Members' approval is sought for an overall limit of ₹ 1,632 Crore, thereby providing flexibility and business continuity.*
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	**Providing of Corporate Guarantee/ Letter of Comfort or any other undertakings by GPUIL and security including pledge of shares by GEL:** GWEL owns and operates 2x300 MW thermal power project located in Warora, Maharashtra and has a total outstanding debt of ~₹ 3,370 Crore (comprising of term loan, NCD, OCD, working capital facility, contingent liability, etc.). GWEL is looking to refinance the said liability to improve financial flexibility, reduce restrictions on cash utilization, enhance dividend distribution and support future growth initiatives and strengthen the overall value creation for the Company and its stakeholders. As per the terms of the ongoing negotiations, the refinancing requires certain security / undertaking to be provided by the Company to secure the obligations of GWEL. Further, GEL would also be required to provide the security by way of pledge of shares of GWEL held by it. GWEL is a step-down subsidiary of the Company and a direct subsidiary of GEL. Given the integrated business operations, the said support would help GWEL to reduce the restrictive covenants and facilitate improved application of surplus cash, thereby improving the overall consolidated financial position of the Company. **Rendering of services (including reimbursements):** The Company along with its subsidiary operates on an integrated business model, where common services are used by the subsidiary companies. The said transactions are ongoing transaction, being repetitive in nature, help the Company / subsidiary to effectively utilises the resources, without overlapping and thereby reducing the cost at consolidated level.	**Operations and Maintenance services:** GEL provides O&M services to GWEL for its plant located at Warora, Maharashtra. The said is an ongoing transaction, being repetitive in nature. The said transaction is essential for plant operations for Warora and revenue generation for GEL.
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. Explanation: Indirect interest shall mean interest held through any person over which an individual has control.	None of the promoter(s)/ director(s) / key managerial personnel of the listed entity have any interest in the transaction, either directly or indirectly. Ms. Suman Naresh Sabnani holds common directorship in GWEL 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.	

S. No.	Particulars of information	Information provided by Management for RPT between GPUIL & GWEL	Information provided by Management for RPT between GEL & GWEL
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.	

Part B: ADDITIONAL INFORMATION FOR SPECIFIC TYPE OF RPT

B(1): Sale, purchase or supply of goods or services or any other similar business transaction and trade advances

S. No.	Particulars of information	Information provided by Management for RPT between GPUIL & GWEL	Information provided by Management for RPT between GEL & GWEL
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	All transactions referred above i.e. rendering of services (including reimbursements) and operations and maintenance services are undertaken on arm's length basis after evaluation/ approval of the Audit Committee of the respective companies.	
2.	Basis of determination of price.	Common Corporate costs are allocated amongst the subsidiaries on a cost allocation model as per industry benchmarks.	
3.	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	Nil	
	a. Amount of Trade advance	N.A.	
	b. Tenure	N.A.	
	c. Whether same is self-liquidating?	N.A.	

B(4): Any guarantee, surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary.

S. No.	Particulars of information	Information provided by Management for RPT between GPUIL & GWEL	Information provided by Management for RPT between GEL & GWEL
1.	(a) Rationale for giving guarantee, surety, indemnity or comfort letter	GWEL owns and operates 2x300 MW thermal power project located in Warora, Maharashtra and has a total outstanding debt of ~₹ 3,370 Crore (comprising of term loan, NCD, OCD, working capital facility, contingent liability, etc.). GWEL is looking to refinance the said liability to improve financial flexibility, reduce restrictions on cash utilization, enhance dividend distribution and support future growth initiatives and strengthen the overall value creation for the Company and its stakeholders. As per the terms of the ongoing negotiations, the refinancing requires certain security / undertaking to be provided by the Company to secure the obligations of GWEL. Further, GEL would also be required to provide the security by way of pledge of shares of GWEL held by it (including embedded corporate guarantee for value equal to shares valuation). GWEL is a step-down subsidiary of the Company and a direct subsidiary of GEL. Given the integrated business operations, the said support would help GWEL to reduce the restrictive covenants and facilitate optimum application of surplus cash, thereby improving the overall consolidated financial position of the Company.	
	(b) Whether it will create a legally binding obligation on listed entity?	Yes, extending of the corporate guarantee/ undertaking by the Company would result in creation of contingent liabilities.	GEL shall enter into an agreement for pledge of shares of GWEL and will create a legally binding obligation.
2.	Material covenants of the proposed transaction including: (i) commission, if any to be received by the listed entity or its subsidiary;	(i) In accordance with the relevant provision of Central Goods and Service Tax Act, 2017, the Company may charge Guarantee/Undertaking Commission upto 1% on the guarantee /undertaking amount plus GST thereon.	N.A.
	(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.	(ii) The Company does not envisage this situation to emerge as GWEL is performing well and earning profits on yearly basis and is in a 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.	1. GPUIL obligation by way of shortfall undertaking towards servicing of principal, interest, DSRA shortfall for an amount upto ₹ 2,750 Crore 2. Value of promoter/ sponsor undertaking (GPUIL/ GEL) to fund any amount arising out of any contingent liability related to transmission charges - ~₹ 620 Crore. No provisions are required to be made by listed entity. However, the same is to be reported as part of contingent liability till the time when undertaking falls off after payment of entire debt obligations.	GEL obligation by way of pledge of ~92% equity shares of GWEL in favour of lenders (GEL's CG to be part of GEL pledge agreement, no separate guarantee) for an amount upto ₹ 1,000 Crore.

Part C: ADDITIONAL INFORMATION FOR SPECIFIC TYPE OF RPT, ALSO BEING A MATERIAL RPT

C(3) Any guarantee, surety, indemnity or comfort letter, by whatever name called, by the listed entity or its subsidiary

S. No.	Particulars of information	Information provided by Management for RPT between GPUIL & GWEL	Information provided by Management for RPT between GEL & GWEL
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.	GWEL has been rated BBB- by CRISIL and CARE Ratings	
2.	Details of solvency status and going concern status of the related party during the last three financial years: FY 2025-26 FY 2024-25 FY 2023-24	Yes	
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	As mentioned in Para B(4)(3)	

S. No.	Particulars of information	Information provided by Management for RPT between GPUIL & GWEL	Information provided by Management for RPT between GEL & GWEL
	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.		
4.	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person.	N.A.	

S. No.	Particulars of information	Information provided by Management for RPT between GPUIL & GWEL	Information provided by Management for RPT between GEL & GWEL
	Minimum Information (not covered above) to be provided to the shareholders for approval of Material RPTs:		
1.	Information as placed before the Audit Committee in the format as specified in the RPT Industry Standards, to the extent applicable.	Please refer Table B.	
2.	Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT.	Please refer Table B.	
3.	Disclose the fact that the Audit Committee has reviewed the certificates provided by the CEO/ Managing Director/ Whole Time Director/ Manager and CFO of the Listed Entity as required under the RPT Industry Standards.	The Audit Committee has reviewed the certificate provided by the Executive Director and Chief Financial Officer of the Company as required under the RPT Industry Standards.	
4.	Disclosure that the material RPT or any material modification thereto, has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval.	The material RPT has been approved by the Audit Committee and the Board recommends the proposed transaction(s) to the shareholders for approval.	
5.	Provide web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT.	Not Applicable	

S. No.	Particulars of information	Information provided by Management for RPT between GPUIL & GWEL	Information provided by Management for RPT between GEL & GWEL
	Minimum Information (not covered above) to be provided to the shareholders for approval of Material RPTs:		
6.	The Audit Committee and Board of Directors, while providing information to the shareholders, can approve redaction of commercial secrets and such other information that would affect competitive position of listed entity and affirm that, in its assessment, the redacted disclosures still provides all the necessary information to the public shareholders for informed decision-making.	Not Applicable	
7.	Any other information that may be relevant.	All relevant / important information forms part of this statement setting out material facts pursuant to Section 102 of the Companies Act, 2013.	

The following additional information, though not mandatory, is provided on voluntary basis.

Sl. No.	Particulars of the information	Information provided by the management
1.	Details of comparative advantage gained from RPT vis-à-vis transaction with any other unrelated party	As provided in Annexure B and “Background and rationale”, which forms part of this Explanatory Statement to the Resolution.

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

Vimal Prakash
Company Secretary &
Compliance Officer
(ACS 20876)

Place: New Delhi
Date: August 14, 2026

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

ANNEXURE TO THE NOTICE

Details of directors seeking appointment / re-appointment at the 7th Annual General Meeting to be held on Monday, September 21, 2026

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

Name of the Director	Mr. Boda Venkata Nageswara Rao	Mr. Grandhi Kiran Kumar	Dr. Siva Kameswari Vissa	Mr. Suresh Lilaram Narang	Dr. Satyanarayana Beela	Dr. Emandi Sankara Rao
Director Identification Number (DIN)	00051167	00061669	02336249	08734030	09462114	05184747
Age	72 years	50 years	62 years	71 years	78 years	65 years
Qualification	Bachelor of Engineering (B.E.) from Andhra University	Graduate in Commerce	Chartered Accountant	Graduate in Arts from University of Rajasthan, Jaipur	Bachelor degree in Mechanical Engineering, Masters in Engineering in Machine Design and Industrial Engineering, M Tech. in Computer Science and Technology from Andhra University, Ph. D from IIT Delhi.	Bachelor of Engineering, M. Tech- IIT Kharagpur, P. HD in project Finance and Management- IIT Mumbai
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, 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.	Mr. Grandhi Kiran Kumar, has been on the Company's Board since 2022. He had successfully spearheaded the setting up of the Greenfield Hyderabad Airport and the development and modernisation of the Delhi Airport, two major public-private partnership project. Subsequently he led Group's Highways, Construction, SEZs and allied businesses (excluding airports SEZ) and sports divisions. Currently he is Corporate Chairman of GMR Group and is overseeing Group's finance and Corporate Strategic Planning Department functions in addition to leading the Group's sports business.	Dr. Siva Kameswari Vissa has over 28 years of experience in management consultancy and industry experience. She has worked with RPG Enterprises, Mercer Consulting (India) Private Limited, KPMG Advisory Service Private Limited, Ashok Leyland Limited and A.F. Fergusons & Co. Currently, Dr. Siva Kameswari Vissa is engaged as Independent Director on some reputed organisations including Companies of the GMR Group.	Mr. Suresh Lilaram Narang has over 44 years of work experience in the field of Banking, having started his career with State Bank of India group in 1977 as a Probationary Officer. He joined Deutsche Bank AG in 1987 in Mumbai, and moved to Deutsche Bank Jakarta in 1994 to lead the Global markets business. He was appointed as Chief Country Officer of the Bank in Indonesia in 2001, and led the business franchise with a team exceeding 300 staff, till his retirement from the Bank in 2014. Subsequently, in 2015, he became a board member at Mandiri Securities, the capital markets arm of Bank Mandiri group, the largest financial services conglomerate in Indonesia, a position he held till his move to Singapore in 2018.	Dr. Satyanarayana Beela holds bachelor degree in Mechanical Engineering, Masters in Engineering in Machine Design and Industrial Engineering, M Tech. in Computer Science and Technology from Andhra University, Ph.D from IIT Delhi. He has total 49 years rich experience in industrial, teaching & research and administrative areas. During his career he has awarded 25 PhD, published 125 research articles and four books and also completed major projects sponsored by AICTE and department of Science and Technology (DST). During his career he held various esteemed administrative positions including vice chancellor of Andhra University.	Dr. Emandi Sankara Rao holds a Bachelor Degree specialisation in Electrical & Electronics Engineering from Andhra University, Post Graduate Degree M. Tech in Systems Reliability & Quality Engineering from IIT -Kharagpur, and PGDBA in Management from Pondicherry Central University. He has done his doctorate degree Ph. D from IIT-Bombay in Project Finance & Management on International Telecommunications Networks Effectiveness using the Stochastic & Artificial Intelligence ANN Simulation Models and he is also a Chartered Engineer (Valuations) from Institution of Engineers India.
Date of first appointment on the Board	January 06, 2022	January 06, 2022	January 31, 2022	January 31, 2022	January 31, 2022	January 31, 2022

Name of the Director	Mr. Boda Venkata Nageswara Rao	Mr. Grandhi Kiran Kumar	Dr. Siva Kameswari Vissa	Mr. Suresh Lilaram Narang	Dr. Satyanarayana Beela	Dr. Emandi Sankara Rao
Shareholding in the Company	18,214 equity Shares	87,316 equity shares (including the shares held as Karta of HUF & Trustee)	Nil	Nil	200 equity shares	Nil
Directorships and Committee Memberships held in other companies	Given hereunder as (a)	Given hereunder as (b)	Given hereunder as (c)	Given hereunder as (d)	Given hereunder as (e)	Given hereunder as (f)
Names of listed Companies in which person ceased to be a Director in past three years	GMR Airports Limited (Formerly GMR Airports Infrastructure Limited)	Nil	V.S.T. Tillers Tractors Limited	GMR Airports Limited (Formerly GMR Airports Infrastructure Limited)	Nil	Nil
Inter-se relationships between-Directors-Key Managerial Personnel (KMP)	There is no inter-se relationship with the directors and KMP of the Company.	Mr. Grandhi Kiran Kumar is the younger son of Mr. G. M. Rao, and brother-in-law of Mr. Srinivas Bommidala. There is no other inter-se relationship with other directors and KMP of the Company	There is no inter-se relationship with the directors and KMP of the Company.	There is no inter-se relationship with the directors and KMP of the Company.	There is no inter-se relationship with the directors and KMP of the Company.	There is no inter-se relationship with the directors and KMP of the Company.
Number of Board Meetings attended during the year 2025-26	6 out of 6	6 out of 6	6 out of 6	5 out of 6	6 out of 6	6 out of 6
Details of remuneration last drawn for FY 2025-26	₹ 1,24,58,710/-*	Nil	₹ 6,00,000/- in form of sitting fees	₹ 2,00,000/- in form of sitting fees	₹ 7,00,000/- in form of sitting fees	₹ 2,60,000/- in form of sitting fees
Terms and conditions of appointment along with remuneration sought to be paid	Being a Director liable to retire by rotation and being longest in office, Boda Venkata Nageswara Rao is retiring by rotation at the ensuing Annual General Meeting and being eligible offers himself for reappointment. Pursuant to the approval accorded by the Members by way of postal ballot on December 14, 2025 Mr. B.V.N Rao was duly appointed as Executive Director of the Company for a period of 3 (three) years with effect with effect from November 15, 2025, liable to retire by rotation, on terms stated in the postal ballot notice dated November 14, 2025.	Being a Director liable to retire by rotation and being longest in office, Mr. Grandhi Kiran Kumar, is retiring by rotation at the ensuing Annual General Meeting and being eligible offers himself for reappointment. Remuneration to be Paid - Entitled to Sitting Fees for attending Board and/or Committee Meetings.	As an Independent Director for the second term of 5 (Five) consecutive years with effect from September 21, 2026 or upto the conclusion of the 12th Annual General Meeting of the Company, whichever is earlier. Remuneration to be Paid - Entitled to Sitting Fees for attending Board and/or Committee Meetings.	As an Independent Director for the second term of 5 (Five) consecutive years with effect from September 21, 2026 or upto the conclusion of the 12th Annual General Meeting of the Company, whichever is earlier. Remuneration to be Paid - Entitled to Sitting Fees for attending Board and/or Committee Meetings.	As an Independent Director for the second term of 5 (Five) consecutive years with effect from September 21, 2026 or upto the conclusion of the 12th Annual General Meeting of the Company, whichever is earlier. Remuneration to be Paid - Entitled to Sitting Fees for attending Board and/or Committee Meetings.	As an Independent Director for the second term of 5 (Five) consecutive years with effect from September 21, 2026 or upto the conclusion of the 12th Annual General Meeting of the Company, whichever is earlier. Remuneration to be Paid - Entitled to Sitting Fees for attending Board and/or Committee Meetings.

Name of the Director	Mr. Boda Venkata Nageswara Rao	Mr. Grandhi Kiran Kumar	Dr. Siva Kameswari Vissa	Mr. Suresh Lilaram Narang	Dr. Satyanarayana Beela	Dr. Emandi Sankara Rao
	Remuneration to be Paid - Same as per the approval accorded by the Members by way of postal ballot on December 14, 2025.					
Skills and capabilities required for the role of Independent Director and the manner in which the proposed person meets such requirements.	NA	NA	Please refer to explanatory statement of item no. 4. Details are also provided in Corporate Governance Report forming part of Annual Report.	Please refer to explanatory statement of item no. 5. Details are also provided in Corporate Governance Report forming part of Annual Report.	Please refer to explanatory statement of item no. 6 Details are also provided in Corporate Governance Report forming part of Annual Report.	Please refer to explanatory statement of item no. 7 Details are also provided in Corporate Governance Report forming part of Annual Report.

*Appointed w.e.f. November 15, 2025.

(a) Names of entities other than the Company in which **Mr. Boda Venkata Nageswara Rao** holds directorship and the Membership/ Chairmanship of Committees of the Board.

S. No.	Name of Companies (Directorship)	Membership/Chairmanship of Committees of the Board
1.	GMR Visakhapatnam International Airport Limited	Nil
2.	GMR Hyderabad International Airport Limited	Corporate Social Responsibility Committee (Member) Stakeholder Relationship Committee (Member)
3.	GMR Energy Limited	Nil
4.	GMR Varalakshmi Foundation	Audit Committee (Chairman)
5.	GMR Highways Limited	Nomination and Remuneration Committee (Member) Management Committee (Member)
6.	TIM Delhi Airport Advertising Private Limited	Nil
7.	GMR Krishnagiri SIR Limited	Nil
8.	GMR Enterprises Private Limited	Audit Committee (Member) Nomination and Remuneration Committee (Member) Corporate Social Responsibility Committee (Member) IT Strategy Committee (Member) Management Committee (Member)
9.	Parampara Family Business Institute	Nil
10.	GMR Logistics Park Private Limited	Nil
11.	GMRIT Foundation	Nil

(b) Names of entities other than the Company in which **Mr. Grandhi Kiran Kumar** holds directorship and the Membership/ Chairmanship of Committees of the Board.

S. No.	Name of Companies (Directorship)*	Membership/Chairmanship of Committees of the Board
1.	GMR Airports Limited (Formerly GMR Airports Infrastructure Limited)	Audit Committee (Member) Management Committee (Member) Risk Management Committee (Chairman) Environment Social and Governance Committee (Chairman) Business Plan Committee (Member) Bidding Committee (Member)
2.	GMR Hyderabad Aerotropolis Limited	Nil
3.	GMR Hyderabad International Airport Limited	Nil
4.	GMR Goa International Airport Limited	Nil
5.	Delhi International Airport Limited	Stakeholder Relationship Committee (Chairman) Nomination and Remuneration Committee (Member)
6.	GKR Holdings Private Limited	Nil
7.	GMR Enterprises Private Limited	Audit Committee (Member) Nomination and Remuneration Committee (Member) Corporate Social Responsibility Committee (Member) Management Committee (Member)
8.	GMR Technologies Private Limited	Nil
9.	GMR Varalakshmi Foundation	Nil
10.	GMR Energy Limited	Securities Allotment Committee (Member)
11.	JSW GMR Cricket Private Limited	Nil
12.	GMR Visakhapatnam International Airport Limited	Nil
13.	GMR Sports Venture Private Limited	Nil
14.	GMR IT Foundation	Nil

*Foreign entities not considered.

(c) Names of entities other than the Company in which **Dr. Siva Kameswari Vissa** holds the directorship and the Membership/ Chairmanship of the Committees of the Board.

S. No.	Name of Companies (Directorship)	Membership/Chairmanship of Committees of the Board
1.	GMR Hospitality Limited	Audit Committee (Chairperson) Nomination and Remuneration Committee (Chairperson)
2.	GMR Goa International Airport Limited	Audit Committee (Member) Nomination and Remuneration Committee (Member)
3.	GMR Visakhapatnam International Airport Limited	Audit Committee (Chairperson)
4.	GMR Energy Limited	Audit Committee (Member)
5.	L&T Valves Limited	CSR Committee (Member)

(d) Names of entities other than the Company in which **Mr. Suresh Lilaram Narang** holds the directorship and the Membership/ Chairmanship of Committees of the Board:

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

*Foreign entities not considered.

(e) Names of entities other than the Company in which **Dr. Emandi Sankara Rao** holds the directorship and the Membership/ Chairmanship of Committees of the board:

S. No.	Name of Companies (Directorship)	Membership/Chairmanship of Committees of the Board
1.	GMR Airports Limited (Formerly GMR Airports Infrastructure Limited)	Nomination and Remuneration Committee(Member) Risk Management Committee (Member) Environment, Social and Governance Committee (Member) Corporate Social Responsibility Committee (Chairman)
2.	Coastal Corporation Limited	Audit Committee (Member) Stakeholder Relationship Committee (Member) Nomination and Remuneration Committee (Member)
3	Visakha Pharmacity Limited (Formerly Ramky Pharma City (India) Limited)	Corporate Social Responsibility Committee (Member)
4	Vizag Profiles Private Limited	Nil
5	Delhi International Airport Limited	Audit Committee (Member) Nomination and Remuneration Committee (Member) Corporate Social Responsibility Committee (Chairman)
6	EAAA TransInfra Managers Limited	Audit Committee (Member) Stakeholders Relationship Committee (Chairman)
7	Delhi Duty Free Services Private Limited	Audit Committee (Member) Nomination and Remuneration Committee (Member) Corporate Social Responsibility Committee (Member)
8	Patel Engineering Limited	Stakeholder Relationship Committee (Chairman)
9	GMR Energy Trading Limited	Audit Committee (Member) Nomination and Remuneration Committee (Member) Corporate Social Responsibility Committee (Member)

(f) Names of entities other than the Company in which **Dr. Satyanarayana Beela** holds the directorship and the Membership/ Chairmanship of Committees of the board:

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