August 27, 2026

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

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

Sub: Notice of the 30th Annual General Meeting of the Company and related aspects

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

Dear Sir/Madam,

We wish to inform you that the 30th Annual General Meeting ("AGM") of GMR Airports Limited (formerly GMR Airports Infrastructure Limited) ("the Company") will be held on Monday, September 21, 2026 at 03:00 p.m. (IST) through Video Conferencing/Other Audio-Visual Means to transact the business as set out in the Notice of the 30th AGM. A copy of the Notice is enclosed.

Further, pursuant to the Regulations 29(1)(d) and 50(1)(d) of SEBI Listing Regulations, the approval of shareholders is being sought for raising of funds up to ₹ 5,000 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 Regulations 36(1)(b) & 58(1)(b) of the SEBI Listing Regulations, a letter containing the web-link and QR Code including the exact path, comprising of Notice convening the 30th AGM and Annual Report for the financial year 2025-26, is being sent by post/courier to those Members & Bondholders 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 Regulation 44 of the SEBI Listing Regulations, 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 Owners maintained by the Depositories as on the Cut-off Date i.e., Monday, September 14, 2026. The remote e-voting for the 30th AGM will commence on Thursday, September 17, 2026, at 09:00 a.m. (IST) and will end on Sunday, September 20, 2026, at 05:00 p.m. (IST) (both days inclusive). During this period, the Members of the Company holding shares in physical form or in dematerialized form, as on the cut-off date, can cast their votes in the manner and process set out in the Notice of the 30th AGM.

Request you to please take the same on record.

Thanking you,

For **GMR Airports Limited**
(formerly GMR Airports Infrastructure Limited)

VENKAT RAMANA TANGIRALA
Digitally signed by VENKAT RAMANA TANGIRALA
Date: 2026.08.27 21:35:55 +05'30'

T. Venkat Ramana
Company Secretary &
Compliance Officer
Encl. As above

GMR AERO

GMR AIRPORTS LIMITED

(Formerly GMR Airports Infrastructure Limited)

(CIN: L52231HR1996PLC113564)
Regd. Office: Unit No. 12, 18th Floor, Tower A,
Building No. 5, DLF Cyber City, DLF Phase- III,
Gurugram- 122002, Haryana.
Tel: +91 124 6637750
Website: www.gmraero.com E-mail: Gal.cosecy@gmrgroup.in

NOTICE

NOTICE is hereby given that the Thirtieth (30th) Annual General Meeting (**"AGM"**) of the Members of GMR Airports Limited (formerly GMR Airports Infrastructure Limited) (**'the Company'**) will be held on Monday, September 21, 2026, at 03:00 P.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 declare dividend on 6,51,11,022, 0.001% Unlisted Non Cumulative Optionally Convertible Redeemable Preference Shares of the Company of ₹ 40/- each, fully paid up.**

   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 123 and other applicable provisions of the Companies Act, 2013 (**"the Act"**) read with the rules made thereunder, and any other applicable law for the time being in force (including any statutory modification(s) or re-enactment thereof, for the time being in force), and in accordance with the Articles of Association and Dividend Distribution Policy of the Company, and pursuant to the terms of issue of the 0.001% Unlisted Non-Cumulative Optionally Convertible Redeemable Preference Shares of ₹ 40/- (Indian Rupees Forty only) (**"OCRPS"**) each issued by the Company, and based on the recommendation of the Board of Directors of the Company, the Members of the Company do hereby declare the final dividend, at a predetermined rate of 0.001% per annum, amounting to ₹ 0.0004 per OCRPS, for the FY 2025-26, payable out of the profits of FY 2025-26, on 6,51,11,022 (Six Crores Fifty One Lakh Eleven Thousand and Twenty Two) fully paid-up OCRPS of the Company, **aggregating up to ₹ 26,045** (Indian Rupees Twenty Six Thousand and Forty Five only), to the OCRPS Holder(s).

   RESOLVED FURTHER THAT the Board of Directors (which term shall include any committee of the Board authorised in this regard) be and is hereby authorised 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.**"**

3. **To appoint a Director in place of Mr. Buchisanyasi Raju Grandhi (DIN: 00061686), 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), and in accordance with the Articles of Association of the Company, Mr. Buchisanyasi Raju Grandhi (DIN: 00061686), 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.**"**

4. **To appoint a Director in place of Mr. Philippe Pascal (DIN: 08903236), 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), and in accordance with the Articles of Association of the Company, Mr. Philippe Pascal (DIN: 08903236), 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.**"**

5. **To appoint a Director in place of Mr. Prabhakara Rao Indana (DIN: 03482239), 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), and in accordance with the Articles of Association of the Company, Mr. Prabhakara Rao Indana (DIN: 03482239), 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:

6. **To ratify the remuneration of M/s. Narasimha Murthy & Co., Cost Accountants (Firm Reg. No. 000042), the Cost Auditors of the Company, appointed by the Board of Directors, for the financial year ending 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. Narasimha Murthy & Co., Cost Accountants (Firm Reg. No. 000042), 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 ₹ 7,50,000/- (Indian Rupees Seven Lakh Fifty Thousand only) plus applicable taxes and reimbursement of out of pocket expenses incurred by them in connection with the cost audit, be and is hereby ratified.

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

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

   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 23, 42, 62, 71, and other applicable provisions, if any, of the Companies Act, 2013 (the **"Act"**), read with 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), amendment(s), or re- enactment(s) thereof, for the time being in force) and in accordance with the relevant provisions of the Memorandum of Association and Articles of Association of the Company and in accordance with the regulations for qualified institutions placement contained in Chapter VI and other applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (**"SEBI ICDR Regulations"**), the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (**"SEBI NCS Regulations"**) as amended, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**"SEBI Listing Regulations"**) and applicable provisions of the Foreign Exchange Management Act, 1999 (**"FEMA"**) and the regulations made thereunder including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended, the Foreign Exchange Management (Debt Instruments) Regulations, 2019 as amended, the Issue of Foreign Currency Convertible Bonds and Ordinary shares (Through Depository Receipt Mechanism) Scheme, 1993 (**"FCCB Scheme"**) as amended, Foreign Exchange Management (Transfer or Issue of any Foreign Security) Regulations, 2004 as amended, the Consolidated FDI Policy issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India from time to time, each as amended including ECB Guidelines as amended, the uniform listing agreements entered into by the Company with the stock exchanges where the equity shares having face value of ₹ 1 (Indian Rupee One only) each of the Company are listed (**"Stock Exchanges"**, and such equity shares, the **"Equity Shares"**), and other provisions of applicable laws 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 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(s), as permitted under applicable laws and regulations, in one or more tranches, for cash, at such price or prices 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 ₹ 5,000 Crores only (Indian Rupees Five Thousand Crores only) (inclusive of such premium as may be fixed on such Securities), to be subscribed in Indian Rupees or its equivalent of any foreign currency(ies) by all eligible investors, including resident or non-resident/foreign investors who are authorised to invest in the Securities/ FCCB of the Company as per extant regulations/guidelines or any combination as may be deemed appropriate by the Board in consultation with the book running lead managers or any advisors appointed by the Board and whether or not such Investors are Members of the Company (collectively called **"Investors"**), to all or any of them, jointly or severally through a placement document or such other offer document, on such terms and conditions considering the prevailing market conditions and other relevant factors wherever necessary, in one or more tranche or tranches, in such manner, and on such terms and conditions as may be agreed by the Board in consultation with the book running lead managers/ other advisors appointed by the Board or otherwise, including the discretion to determine the amount to be issued by way of Securities or FCCB, categories of Investors, to whom the offer, issue and allotment of Securities shall be made, with authority to retain over subscription up to such percentage as may be permitted under applicable regulations, in such manner or otherwise on such terms and conditions and deciding of other terms and conditions like number of Securities to be issued and allotted as may be deemed appropriate by the Board in its absolute discretion and permitted under applicable laws and regulations, and without requiring any further approval or consent from the members at the time of such issue and allotment considering the prevailing market conditions and other relevant factors in consultation with the lead manager(s) / book running lead manager(s) appointed or to be appointed by the Company so as to enable the Company to list its Securities on any stock exchange in India or overseas jurisdictions.

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

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

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

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

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

v. the issuance and allotment of the Securities by way of the QIP shall be made at such price that is not less than the price determined in accordance with the pricing formula provided under Regulation 176(1) of the SEBI ICDR Regulations (**"Floor Price"**), and the price determined for the QIP shall be subject to appropriate adjustments as per the provisions of the SEBI ICDR Regulations, as may be applicable. However, the Board or duly authorised committee 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 equity 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 SEBI 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 SEBI 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 SEBI ICDR Regulations on quarterly basis till hundred percent of the proceeds have been utilised.

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 the 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 Listing Regulations, 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, 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 pursuant to this resolution may be exercised by the Board to the end and 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 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.**"**

8. Approval for material related party transaction(s) with Delhi International Airport Limited, a subsidiary of the Company, during FY 2026-27.

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

"**RESOLVED THAT** pursuant to the provisions of Regulations 2(1)(zc), Regulation 23(4), Schedule XII and other applicable regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI Listing Regulations"**), the applicable provisions of the Companies Act, 2013 (**"the Act"**), read with rules made thereunder, other applicable laws / statutory provisions, if any, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Company's Policy on Related Party Transactions (**"RPT Policy"**) and based on the approval of the Audit Committee and the recommendation of the Board of Directors of the Company, and subject to such other approvals, consents, permissions and sanctions, as may be necessary, 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), with Delhi International Airport Limited (**"DIAL"**), a subsidiary of the Company, for an estimated aggregate amount of upto ₹ 2,500 Crore (Indian Rupees Two Thousand and Five Hundred Crores only), during the financial year 2026-27, as per the details and on such terms and conditions as detailed in the explanatory statement annexed to this resolution and as may be mutually agreed between the Company and DIAL.

RESOLVED FURTHER THAT the Board (which shall include any Committee of the 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 Airports Limited**
(Formerly GMR Airports Infrastructure Limited)

T. Venkat Ramana
(Company Secretary & Compliance Officer)
(ICSI M. No.: A13979)

Place : New Delhi
Date : August 12, 2026

NOTES:

1. The Ministry of Corporate Affairs (**"MCA"**) vide its General Circular Nos. 14/2020 dated April 08, 2020 and 17/2020 dated April 13, 2020, General Circular Nos. 20/2020 dated May 05, 2020, and subsequent circulars issued in this regard, the latest being, General Circular No. 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 Circulars, the 30th 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 Circulars and the Securities and Exchange Board of India (**"SEBI"**) vide Regulations 36(1), 44(4) and 58(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI Listing Regulations"**) 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. The Deemed Venue for the AGM shall be the Registered Office of the Company.

3. In line with the aforesaid MCA Circulars and SEBI Listing Regulations, Notice of the AGM along with the Annual Report 2025-26 are being sent only through electronic mode to those Members whose email addresses are registered in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, KFin Technologies Limited (**"KFintech"/ "RTA"**). However, hard copy of Annual Report shall be sent to those shareholders who specifically request for the same. Members may also note that the Notice of the 30th AGM and the Annual Report 2025-26 will also be available on the Company's website at https://www.gmraero.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 shareholders who have not registered their email address(es) as mentioned above.

4. Pursuant to the aforesaid MCA Circulars, Members attending the 30th 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 Companies Act, 2013, 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 30th AGM is being held through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, in terms of the MCA Circulars and SEBI Listing Regulations, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the 30th 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. 6 to 8 given above as Special Businesses in the Notice to the 30th 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. 6 to 8 and the additional information required to be provided relating to item no. 3 to 5 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. The Board of Directors of the Company (**"Board"**) at its meeting held on August 12, 2026, had fixed Monday, September 14, 2026, as the "Record Date" for the purpose of payment of final dividend to the holders of 0.001% Unlisted Non-Cumulative Optionally Convertible Redeemable Preference Shares of INR 40/- (Indian Rupees Forty only) each (**"OCRPS"**), for the Financial Year ended March 31, 2026, if declared at the AGM.

9. Members may note that pursuant to the terms of Unlisted Non Cumulative Optionally Convertible Redeemable Preference Shares ("**OCRPS**") issued by the Company, the Board of Directors, at its meeting held on May 27, 2026, recommended a dividend, at a predetermined rate of 0.001% p.a., amounting to ₹ 0.0004 per OCRPS for the FY 2025-26, out of profits, on the fully paid up 6,51,11,022 OCRPS of the Company, aggregating to ₹ 26,045 (Rupees Twenty Six Thousand Forty Five Only), for approval of the Members at the ensuing Annual General Meeting.

   Further, pursuant to Income Tax Act, 2025 (**"the IT Act, 2025"**), dividend, if any, declared by the Members and paid by the Company, is taxable in hands of shareholders, and the Company is required to deduct Tax at Source (**"TDS"**) at the applicable rates from the dividend paid to its shareholders (including dividend on preference shares), wherever applicable. The rate of TDS will vary depending on the residential status of the shareholder and the documents submitted and duly accepted by the Company.

   For the applicable tax rates, deductions and other provisions, Members/OCRPS Holder(s) are requested to refer to the relevant provisions of the IT Act, 2025, as amended from time to time.

   Requesting the OCRPS Holder(s) to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, change of e-mail address, contact numbers etc., to the depository participant (DP). Changes intimated to DP will then be automatically reflected in the Company's records, facilitating the Company to make the payment of dividend in a timely manner.

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

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

12. The Company has engaged KFintech for providing the facility for voting through remote e-voting, for participation in the 30th AGM through VC facility and e-voting during the meeting.

13. 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. In respect of shares held in physical form by writing to the Company's RTA, KFin Technologies Limited (Unit: GMR Airports Limited), Selenium Tower B, Plot 31 & 32, Gachibowli Financial District, Nanakramguda, Hyderabad, Rangareddi, Telangana, India-500032.

14. SEBI vide its notification dated January 24, 2022 has amended Regulation 40 of the SEBI Listing Regulations and has mandated that all requests for effecting transfer of securities including transmission and transposition shall not be processed unless the securities are held in the dematerialised form. Hence, the Members are advised to dematerialize their shares that are held in physical form.

Further, this is to inform that SEBI vide its circular dated July 02, 2025 and January 6, 2026 read with SEBI Master Circular issued to RTAs dated February 6, 2026, have been provided a special re-lodgement window till February 4, 2027, to the members who had submitted transfer deeds for physical shares before April 1, 2019, and whose requests were rejected, returned, or remained unprocessed due to deficiencies, to re-lodge the transfer requests.

For further details, Members may refer to the Company's website at https://www.gmraero.com/investor-relations/shareholders/special-window-relodgement-transfer-requests-physical-shares

15. 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 and to the RTA in case the shares are held in physical form, in prescribed Form No. ISR-1, quoting their folio number and enclosing the self-attested supporting documents. The said form can be downloaded from the Company's website https://www.gmraero.com/investor-relations/shareholders/downloads and is also available at the website of the RTA at https://ris.kfintech.com/clientservices/isc/isrforms.aspx

16. 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 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 dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR– 4, the format of which is available on the Company's website at https://www.gmraero.com/investor-relations/shareholders/downloads and on the website of RTA at https://ris.kfintech.com/clientservices/isc/isrforms.aspx

17. As per the provisions of Section 72 of the Companies Act, 2013, nomination facility is available to the members, in respect of equity shares held by them. Nomination form i.e., Form No. SH 13, can be downloaded from the Company's website at https://www.gmraero.com/investor-relations/shareholders/downloads and is also available at the website of the RTA at https://ris.kfintech.com/clientservices/isc/isrforms.aspx Members are requested to submit the said Form to their Depository Participants in case the shares are held in electronic form and to the RTA in case the shares are held in physical form, quoting their folio no.

In terms of SEBI Circular no. SEBI/HO/MIRSD/POD-1/P/ CIR/ 2024/81 dated June 10, 2024 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 RTA in case of shares held in physical mode and to their respective DPs in case of shares held in Demat form.

18. As per Rule 3 of the Companies (Management and Administration) Rules, 2014, Register of Members of the Company should have additional details pertaining to e-mail, PAN /CIN, UID, Occupation, Status, Nationality. We request all the Members of the Company to update their details with their respective DPs in case of shares held in electronic form and with the Company's RTA in the case of physical holding, immediately.

19. 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.

20. Members are requested to note that the dividend remaining unclaimed for a continuous period of seven years from the date of transfer to the Company's Unpaid Dividend Account was transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government. In addition, all underlying shares in respect of which dividend has remained unclaimed for seven consecutive years or more have been transferred by the Company to demat account of the IEPF Authority.

21. In the event of transfer of shares and unclaimed dividends to IEPF, Members are entitled to claim the same from the IEPF authority by submitting an online application in the prescribed Form IEPF-5 available on the website http://www.iepf.gov.in and by sending a physical copy of the same to the Company along with the requisite documents enumerated in Form IEPF-5. Members can file only one consolidated claim in a financial year as per the IEPF Rules.

22. Members may join the 30th AGM through VC/OAVM Facility by following the procedure as mentioned separately in the notice, which shall be kept open for the Members from 02:45 P.M. IST i.e. 15 minutes before the time scheduled to start the 30th AGM and shall not be closed for at least 15 minutes after the conclusion of the 30th AGM.

23. Members may note that the VC Facility, provided by KFintech, allows participation of at least 1,000 Members on a first-come- first-served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, auditors, etc. can attend the 30th AGM without any restriction on account of first-come first-served principle.

24. Copies of all documents referred to in the Notice and Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 annexed thereto are available for inspection electronically. Members seeking to inspect such documents can send an email to gal.cosecy@gmrgroup.in.

25. 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 30th AGM.

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

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

27. 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 on General Meetings and Regulation 44 of the SEBI Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 (subsumed as part of 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 (subsumed as part of the SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026) on the "e-Voting Facility Provided by Listed Entities", e-Voting process has been enabled for 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 ESP 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. **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. ii. On completion of the registration formality, follow the steps mentioned above.

Type of shareholders	Login Method
	3. Members may alternatively vote through the e-voting website of CDSL in the manner specified below: i. Visit the following URL: www.cdslindia.com. ii. Enter the demat account number and PAN. iii. Enter OTP received on mobile number and email registered with the demat account for authentication. iv. Post successful authentication, the member will receive links for the respective e-voting service provider i.e., KFintech where the e-voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	1. Members may alternatively log-in using the credentials of the demat account through their Depository Participant(s) registered with NSDL/CDSL for the e-voting facility. 2. On clicking the e-voting icon, Members will be redirected to the NSDL/CDSL site, as applicable, on successful authentication. 3. Members may then click on Company name or e-voting service provider name i.e. KFintech and will be redirected to KFintech website for casting their vote.

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

Shareholders/ Members who are unable to retrieve User ID/ Password are advised to use Forget User ID or Forgot 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 shareholders/ Members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below;

Login type	Helpdesk details
Individual 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 members holding securities in demat mode and for all members 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 must contain a 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 Airports Limited (formerly GMR Airports Infrastructure Limited).**

vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-Off Date under 'FOR/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 gal.cosecy@gmrgroup.in. The scanned copy of the Board Resolution should be in the naming format "Company Name, EVEN No." In case if the authorised 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. 29(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 Ms. Sharmila Amin, Relationship Manager, KFin Technologies Limited (Formerly known as KFin Technologies Private Limited) (**"KFintech"**), Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana, India - 500 032 at evoting@kfintech.com, Toll Free No: 1800-309-4001.

28. The remote e-voting period commences on **Thursday, September 17, 2026 at 09:00 A.M. IST and ends on Sunday, September 20, 2026 at 05:00 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.

29. 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**.

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

31. 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 during 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 during the AGM. If a Member casts votes by both modes i.e. voting during AGM and remote e-voting, voting done through remote e-voting shall prevail and vote during the AGM shall be treated as invalid.

32. 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.

33. 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 Listing Regulations.

34. 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.

35. The Results declared along with the Scrutinizer's Report(s) will be available on the website of the Company at https://www.gmraero.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.

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

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

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

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

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

e) Members are advised to use stable Wi-Fi or LAN connection to participate at the AGM through VC/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 IST.**

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 09:00 A.M. and shall be closed on Friday, September 18, 2026 at 05:00 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 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 Airports Limited (Formerly GMR Airports Infrastructure Limited), to join and participate seamlessly in the proceedings of AGM.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (THE "ACT"), SECRETARIAL STANDARD - 2 ON GENERAL MEETINGS, AND THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 ("SEBI LISTING REGULATIONS") AND CIRCULARS ISSUED THEREUNDER

Item No. 6

In terms of Section 148 of the Act read with the Companies (Cost Records and Audit) Rules, 2014 ('**Rules**'), as amended from time to time, the Company is required to maintain cost records for its cargo business and also get the same audited by a Cost Accountant in practice.

In view of the aforesaid, based on the recommendation of the Audit Committee, the Board of Directors, at its meeting held on May 27, 2026, approved the appointment of M/s. Narasimha Murthy & Co., Cost Accountants (Firm Registration No. 000042) as the Cost Auditors of the Company for FY 2026-27, to conduct the audit of cost records maintained by the Company for its Cargo Business, at a remuneration of ₹ 7,50,000 (Indian Rupees Seven Lakh Fifty Thousand only) plus payment of applicable taxes and reimbursement of out of pocket expenses

M/s. Narasimha Murthy & Co., Cost Accountants (Firm Registration No. 000042), are having more than 42 years of experience in the fields of Cost Audit, Management Information & Control Systems Development, Critical Analysis of Performance & Strategic Planning, Management Audit, Government Assignments, Restructuring, Foreign Corporate Collaborations Negotiations, Cost Reduction & Programmes, Business Valuation, Organization Analysis & Structure, Internal Audit, Concurrent Audit, Pre Audit and GST-Audit and Other Management Support Services. The firm has Specialization covers more than 50 Industries including Airports, Aircraft MRO, Construction and other Infrastructure related businesses.

M/s. Narasimha Murthy & Co. has, as required under Section 141 of the Act, consented to act as the Cost Auditor of the Company for the financial year 2026-27 and confirmed its eligibility to conduct the audit of the cost accounting records of the Company.

In accordance with the provisions of Section 148(3) of the Act read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, as amended, members of the Company are required to ratify the remuneration proposed to be paid to the Cost Auditors. The remuneration proposed to be paid to M/s. Narasimha Murthy & Co., is commensurate with the expected volume of work, terms of experience, team size and domain expertise. Accordingly, the consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 6 of the Notice for ratification of the remuneration payable to the Cost Auditor of the Company for the Financial Year ending March 31, 2027.

None of the Directors and/ or Key Managerial Personnel of the Company and/ or their relatives are concerned or interested, financially or otherwise, in the resolution set out in Item No. 6.

The Board recommends passing of the resolution set out in Item No. 6 as an Ordinary Resolution.

Item No. 7

The Company anticipates a requirement of funds over the next one-year period both towards growth opportunities and towards concluding some of debt repayment of the Company and its subsidiaries, if any.

The Company recognizes significant growth opportunities in the area of its operations and adjacencies and continues to evaluate such avenues for organic and inorganic growth. The Company is also continuously making efforts for reduction of debts including debts of subsidiaries and also reduce the contingent liabilities.

The Company proposes to raise capital/ long term funds for the purposes of funding some of these growth opportunities, other long-term capital requirements, investments in subsidiary(ies), joint venture(s) and affiliate(s), general corporate requirements, or meeting exigencies, reducing its financial commitments and contingent liabilities and /or any other purposes as may be approved by the Board of Directors of the Company/ its duly constituted Committee (**"Board"**).

In line with the above, the Company proposes to raise funds up to an aggregate amount of ₹ 5,000 Crores (Indian Rupees Five Thousand Crore Only), either singly or in any combination of issuance of equity shares (**"Equity Shares"**) and non- convertible debentures along with warrants and/ or other eligible securities, other than warrants of the Company (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 (Transfer or Issue of any Foreign Security) Regulations, 2004 as amended and (d) other applicable law including the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, Foreign Exchange Management Act, 1999 (**"FEMA"**) including ECB Guidelines as amended, as may be applicable.

Accordingly, the Board, at its meeting held on August 12, 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, shares may be issued to persons who are not the existing shareholders of a company, if the company is authorised by a special resolution passed by its shareholders. Further, in terms of provisions of Section 42 and 71 of the Act read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, SEBI ICDR Regulations, FCCB Scheme, shareholders' approval is required for issuance of Securities/ FCCB. Therefore, consent of the shareholders is being sought for passing the special resolution, pursuant to applicable provision of the Act and other applicable laws.

It may be noted that at the previous Annual General Meeting of the Company held on September 29, 2025, the Members had approved as an enabling resolution for raising of funds through issue of securities up to ₹ 5,000 Crores through Qualified Institutions Placement and/or FCCB, however, the Company during the FY 2025-26 did not raise any such funds. The said Resolution in terms of the Companies Act, 2013 is valid for a period of one year and as such will expire on September 28, 2026, unless superseded earlier.

The Securities offered, issued, and allotted by the Company pursuant to 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 of the Directors of the Company 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 of the meeting in 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 Members' 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 of identifying 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 (**"SEBI Listing Regulations"**), as amended; 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 Listing Regulations.

The approval of the Members is being sought to enable the Board, to decide on the issuance of Securities/ FCCB, to the extent and in the manner stated in the special resolution, as set out in Item no. 7 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 to the extent of their shareholding, if any, in the Company, in the resolution set out at Item No. 7 of the Notice.

The proposed QIP/FCCB is in the interest of the Company and the Board of Directors recommend the resolution set out at Item no. 7 of the Notice for the approval of the Members as a Special Resolution.

Item No. 8

In terms of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI Listing Regulations"**), approval of the

Members by way of an ordinary resolution is required for all material related party transactions and subsequent material modifications thereto, irrespective of whether such transactions are undertaken in the ordinary course of business and/or on an arm's length basis.

Further, in terms of said Regulations, a transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds 10% of the annual consolidated turnover of the listed entity, in case the annual consolidated turnover of listed entity is up to ₹ 20,000 Crores as per the last audited financial statements of the listed entity. Additionally, as per the provisions of Section 188 of the Companies Act, 2013 (**"the Act"**) read with rules made thereunder, certain transactions with related parties, which are not being undertaken in ordinary course or on arms' length basis and exceeds the threshold stated in the said Section, shall also require prior approval of Members of the Company by an ordinary resolution.

Delhi International Airport Limited (**"DIAL"**) is a subsidiary of GMR Airports Limited (**"GAL"** or **"the Company"**), in which the Company holds 74% of the equity share capital. DIAL is responsible for the operation, management and development of the Indira Gandhi International Airport (**"IGIA"**), New Delhi, pursuant to the Concession Agreement entered into with the Airports Authority of India (**"AAI"**). IGIA is India's largest airport in terms of passenger traffic and one of the largest integrated airport ecosystems in the country. Besides core aeronautical activities, the airport also supports a wide range of airport adjacency businesses including duty free retail, cargo handling, airport land development, commercial leasing, hospitality, logistics and various passenger services.

The Company has established several businesses which operate within the airport ecosystem at IGIA. Accordingly, the Company and DIAL have ongoing long-standing commercial business arrangements under various contractual frameworks for carrying out their respective businesses efficiently including duty free, cargo, lease/license, corporate services, etc.

The audited annual consolidated turnover of the Company for the financial year ended March 31, 2026 was ₹ 14,807.41 Crore. As airport operations continue to expand, passenger traffic increases and cargo volumes improve, including operational scaling, the value of all transactions between the Company and DIAL is expected to increase significantly during FY 2026-27 and as such likely to exceed the aforesaid materiality threshold prescribed under Regulation 23 of the SEBI Listing Regulations, i.e., ₹ 1480.74 Crore, thereby necessitating approval of the Members.

The details of the estimated related party transactions with DIAL, for FY 2026-27, are set out in Table A below. During FY 2025-26, a similar approval of the Members was obtained at the 29th AGM for continuing/entering into various related party transactions with DIAL aggregating to ₹ 1,700 Crore.

Considering the requirements of Regulation 23 of SEBI Listing Regulations as mentioned above, the approval of Members of the Company is sought for continuing and/or entering into the material related party transactions between the Company and DIAL for an aggregate amount of ₹ 2,500 Crore (Indian Rupees Two Thousand and Five Hundred Crores only).

It may be noted that the Audit Committee had previously, prior to entering into of each of the transactions, as stated in Table A below, evaluated and approved entering into such transactions, as applicable, being at arms' length, in ordinary course of business and in the interest of the Company.

Further, any new related party transactions with DIAL that would be entered during FY 2026-27 will also be evaluated and approved by Audit Committee and/or Board of Directors of the Company. However, the aggregate amount of all the transactions referred in Table A below and any other unforeseen transactions shall not exceed a sum of ₹ 2,500 Crore (Indian Rupees Two Thousand and Five Hundred Crores only).

Additionally, the details as required under SEBI Circular bearing Reference No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025 and Section III-B of the SEBI Master Circular dated January 30, 2026, and revised Industry Standards on Minimum Information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions (**"RPT Industry Standards"**) and Information as placed before the Audit Committee in the format as specified in the RPT Industry Standards, to the extent applicable are set forth in Table B below.

The Audit Committee of the Company, on the basis of relevant details provided by the Management, as required under RPT Industry Standards, at its meeting dated August 11, 2026, had reviewed and recommended, the said related party transaction(s), while noting that such transactions are on arms' length basis and in the ordinary course of business and in accordance with the Company's Policy on Related Party Transactions (**"RPT Policy"**). The Audit Committee also reviewed and took note of the certificate placed before it by the CEO & MD and the Chief Financial Officer of the Company, confirming that the proposed transactions are in the interest of the Company.

The approval of Members for this Item No. 8 is being sought in terms of Regulation 23 of the SEBI Listing Regulations as well as Section 188 of the Act, to the extent the said Section becomes applicable for any future transaction(s).

None of the Directors or Key Managerial Personnel of the Company, or their respective relatives, is concerned or interested, financially or otherwise, except to the extent of their Directorships / shareholding, if any, in the Company and/or DIAL, in the resolution set out at Item No. 8 of the Notice.

Based on the approval of the Audit Committee, the Board recommends the Resolution set out at Item No. 8 of this Notice for the approval of the Members as an Ordinary Resolution.

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

Table A: The details of estimated related party transactions of the Company/GAL with Delhi International Airport Limited for FY 2026-27:

Sl. No.	Details of Transactions (expected during FY 2026-27)	*Total estimated Amount (in ₹ Crore)
1.	Payments expected to be made to DIAL ***with respect to Duty-Free Business***, including, Concession fees, Marketing Fund contributions, Airport Service Clearance charges, Electricity and water charges, Airport Entry Pass fees / charges and allied / incidental transactions in connection with or ancillary to the Duty-Free Business.	937.72
2.	Payments expected to be made to DIAL ***with respect to the Cargo Business***, including, Concession fees, Security Deposit towards the Cargo Concession, Rent/Licence Fees and Common Area Maintenance (CAM) charges, Electricity and water charges, Advance Development Cost for Cargo, Bid Award Cost, Airport Entry Pass / charges and allied / incidental transactions in connection with or ancillary to the Cargo Business.	679.58
3.	***Reimbursements (Payments) expected to be made to DIAL for General Corporate purposes including***, Rent/Licence Fees and Common Area Maintenance (CAM) charges, Electricity and water charges, Airport Entry Pass fees/charges, Reimbursement of fuel expenses and allied / incidental transactions in connection with or ancillary to General Corporate purposes.	2.87
4.	***Reimbursements (Receipts) expected to be received*** from DIAL for General Corporate purposes including Corporate Cost Allocation charges, Aviation/Airport-related training services provided by the Company's Aviation Academy to DIAL and allied/ incidental transactions in connection with or ancillary to General Corporate purposes.	184.75
5.	*Provision for any new related party transactions to be entered with DIAL, and/ or any unforeseen increase in above transactions, etc., with due approval of Audit Committee of the Company.*	695.08
	Total	**2,500.00**

*The aggregate amount of the aforementioned transactions including any other unforeseen increase and / or unforeseen transactions shall not exceed a sum of ₹ 2,500 Crores.

Table B: The details as required under SEBI Circular bearing Reference No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025, titled, Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions are as follows:

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

A(1): Basic details of the related party

Sl. No.	Particulars of the information	Information provided by the management
1.	Name of the related party	Delhi International Airport Limited (DIAL)
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	DIAL is engaged in operation, management, development, modernization and maintenance of the Indira Gandhi International Airport **("IGIA")**, New Delhi.

A(2): Relationship and ownership of the related party

Sl. No.	Particulars of the information	Information provided by the management
1.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party - including nature of its concern (financial or otherwise) and the following: • Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	• DIAL is a subsidiary of the Company, in which the Company holds directly 74% of share capital.

Sl. No.	Particulars of the information	Information provided by the management
	• 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).	• Not Applicable, since DIAL is a company having Share Capital, formed under the Companies Act, 1956.
	• Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary). ***Explanation:*** *Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control.* *While calculating indirect shareholding, shareholding held by relatives shall also be considered.*	• DIAL, being a subsidiary, does not hold any shares, whether direct or indirect, in the Company.

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

Sl. No.	Particulars of the information	Information provided by the management
1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year. ***Explanation:*** *Details need to be disclosed separately for listed entity and its subsidiary.*	See table below
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	See table below

1.

S. No.	Nature of Transactions	April 1, 2025 - March 31, 2026 (in ₹ Crores)*
1.	Income from Aviation academy	0.76
2.	Cost Allocation	157.92
3.	Rent expenses	58.95
4.	Repair & maintenance expenses	11.27
5.	Concession fees (revenue share)	786.78
6.	Electricity & Water Expenses	16.03
7.	Miscellaneous expenses	0.12
8.	Recovery of Expenses	0.99
9.	Bidding fee	0.18
10.	Security deposit given	254.26
11.	Purchase of Investment in DDFS	183.22
12.	Marketing Fund	15.99
13.	Airport Entry Pass	0.04
	Total	**1,486.51**

**Figures are based on the amount indicated in Annual Financial Statements for the financial year ended March 31, 2026.*

Details of the related party transaction between DIAL and the Company on a consolidated basis for the half year ended September 30, 2025 and March 31, 2026 have been filed by the Company to the Stock exchanges.

2.

S. No.	Nature of Transactions	April 1, 2026 - June 30, 2026 (in ₹ Crores)*
1.	Income from Aviation academy	0.77
2.	Cost Allocation	42.27
3.	Rent expenses	19.05
4.	Repair & maintenance expenses	6.25

<table>
<tr><th>Sl. No.</th><th>Particulars of the information</th><th>Information provided by the management</th></tr>
<tr><td></td><td></td><td>
<table>
<tr><th>S. No.</th><th>Nature of Transactions</th><th>April 1, 2026 - June 30, 2026 (in ₹ Crores)*</th></tr>
<tr><td>5.</td><td>Concession fees (revenue share)</td><td>273.87</td></tr>
<tr><td>6.</td><td>Electricity and Water expenses</td><td>5.74</td></tr>
<tr><td>7.</td><td>Marketing fund</td><td>6.07</td></tr>
<tr><td>8.</td><td>Miscellaneous expenses</td><td>0.07</td></tr>
<tr><td>9.</td><td>Recovery of expenses</td><td>4.05</td></tr>
<tr><td>10.</td><td>Advance Development Cost & Bidding Fee</td><td>7.00</td></tr>
<tr><td>11.</td><td>Security Deposit given</td><td>250.00</td></tr>
<tr><td></td><td>Total</td><td>615.14</td></tr>
</table>
*Figures are based on the amount indicated in the Books of Accounts.</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>Not Applicable</td></tr>
</table>

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

Sl. No.	Particulars of the information	Information provided by the management
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	₹ 2,500 Crore* *While the total estimated amount of aforementioned identified RPTs with DIAL is ~₹ 1,804.92 Crore. Considering the dynamic nature of airport operations, business expansion, traffic fluctuations, new business opportunities and unforeseen operational requirements that may arise during the year, the Members' approval is sought for an overall limit of ₹ 2,500 Crore, thereby providing adequate operational flexibility.
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes. While no individual transaction(s) is crossing the materiality threshold, on collective basis the aforementioned transactions are exceeding the materiality threshold.
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	16.88 % of the Company's consolidated turnover for FY 2025-26.
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Not Applicable
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	33.03 % of DIAL's consolidated turnover for FY 2025-26.

<table>
<tr><th>Sl. No.</th><th>Particulars of the information</th><th>Information provided by the management</th></tr>
<tr><td>6.</td><td>Financial performance of the related party for the immediately preceding financial year:

Explanations: The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.</td><td>
<table>
<tr><th>S. No.</th><th>Particulars (Standalone)</th><th>FY 2025-26 (in ₹ Crores)</th></tr>
<tr><td>1.</td><td>Turnover</td><td>7,568.04</td></tr>
<tr><td>2.</td><td>Profit/(Loss) After Tax</td><td>476.87</td></tr>
<tr><td>3.</td><td>Net worth</td><td>1,476.54</td></tr>
</table>
</td></tr>
</table>

A(5): Basic details of the proposed transaction

Sl. No.	Particulars of the information	Information provided by the management
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/ services, giving loan, borrowing etc.)	Proposed transactions inter-alia includes both Sale and Purchase of goods/services, inter-alia covering payment of Concession Fees, Rent/ Licence Fees and Common Area Maintenance (CAM), Electricity, Water, and Other Charges, providing Security Deposits, Bid Award Cost, Advance Development Cost for Cargo, reimbursement of expenses, including corporate cost allocations and other anticipated related party transactions of miscellaneous nature as more specifically covered in Table A above.
2.	Details of each type of the proposed transaction	As mentioned in Sl. No. 1 above.
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	While the contracts are of a continuing nature, approval of members of the Company is sought for FY 2026-27.
4.	Whether omnibus approval is being sought?	Yes. While approval is being sought for specific RPTs upto ₹ 1,804.92 Crores, as per details provided, omnibus approval is being sought for an additional ₹ 695.08 Crores towards any unforeseen increase in current RPTs or any unforeseen RPTs.
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.	While the estimate is of ₹ 1,804.92 Crore, seeking approval of shareholders for value upto ₹ 2,500 Crore to cover any unforeseen increase and unforeseen RPT(s). While transactions are of continuing nature, approval is being sought for the FY 2026-27.
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The transactions are essential for GAL's airport operations and revenue generation. They are conducted under long-term concession agreements and support GAL's strategic business interests in duty-free, retail, cargo, and other Airport Adjacency services.
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.	The following Board members of the Company are also on the Board of DIAL: - Mr. G M Rao, Chairman - Mr. G.B.S. Raju, Vice Chairman - Mr. Grandhi Kiran Kumar, MD & CEO - Mr. Srinivas Bommidala, Director - Dr. Emandi Sankara Rao, Independent Director - Mr. A Subba Rao, Independent Director - Ms. Bijal Tushar Ajinkya, Independent Director - Dr. M. Ramachandran, Independent Director - Mr. Prabhakara Rao Indana, Director - Mr. Alexis Benjamin Riols, Director However, none of the Promoters, Directors or KMPs have interest in this transaction, except to the extent of their Directorships and Shareholding, if any.
	a. Name of the Director / KMP	
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Both Mr. Grandhi Kiran Kumar, Managing Director & CEO and Mr. Srinivas Bommidala, Director, holds 1 share each, jointly with the Company, in DIAL. Further, Mr. Saurabh Chawla, Chief Financial Officer, hold 1 share in DIAL jointly with the Company.

Sl. No.	Particulars of the information	Information provided by the management
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	The transactions mentioned above are existing continuing transactions which when originally entered into were evaluated by the Audit Committee, as applicable, for Arms' Length basis, including in certain cases through bidding process and in certain other cases through independent probity reports. Any new related party transactions to be enteted with DIAL, and/or any unforeseen increase in above transactions, etc. during the FY 2026-27, will be evaluated by the Audit Committee.
9.	Other information relevant for decision making.	Covered above.

(B) Additional information applicable to proposed RPTs of specified nature

B(1): Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances

Sl. No.	Particulars of the information	Information provided by the management
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	The Company was awarded the Concessions for the Cargo and Duty Free operations referred above through a transparent bidding process followed by DIAL. Further, all the transactions referred above was entered into at arm's length basis after evaluation/approval of the Audit Committee, as applicable.
2.	Basis of determination of price.	As detailed above.
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	Not Applicable
	b. Tenure	Not Applicable
	c. Whether same is self-liquidating?	Not Applicable

(C) Minimum Information (not covered above) to be provided to the shareholders for approval of Material RPTs:

Sl. No.	Particulars of the information	Information provided by the management
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 Managing Director & CEO 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 RPTs have been approved by the Audit Committee and the Board recommends the proposed transaction(s) to the shareholders for approval.

Sl. No.	Particulars of the information	Information provided by the management
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
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 detailed above, the transactions are in furtherance of the business objectives of the Company and DIAL, and have been carried out at arms' length basis. Further details are as provided in Annexure B and "Background and rationale", which forms part of this Explanatory Statement to the Resolution.
2.	Impact of the transaction on the Company's financials	

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

T. Venkat Ramana
(Company Secretary & Compliance Officer)
(ACS 13979)

Place : New Delhi
Date : August 12, 2026

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

ANNEXURE

Details of Directors seeking re-appointment/appointment at the 30th Annual General Meeting to be held on Monday, September 21, 2026

[Pursuant to Regulations 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2)]

Name of the Director	Mr. Buchisanyasi Raju Grandhi	Mr. Philippe Pascal	Mr. Prabhakara Rao Indana
Director Identification Number (DIN)	00061686	08903236	03482239
Age	52 years	54 years	67 years
Qualification	Bachelor's degree in Commerce	Master's in Public Law	Master's degree in Industrial Engineering
Brief resume of the Director and other details viz. qualifications, experience/ expertise	Mr. Buchisanyasi Raju Grandhi is the elder son of Mr. G.M. Rao and has been on the Company's Board since 1999. He completed his bachelor's degree in commerce from Vivekananda College, University of Madras, Chennai, in 1995. He began his career as the Managing Director of GMR Energy Limited and was responsible for setting up the 220 MW barge-mounted power plant. He steered the Company's involvement in the roads sector, led Corporate Services including fund raising initiatives and spearheaded Company's foray into international business. He is currently the Chairman of the Airport business.	Mr. Philippe Pascal obtained a master's in public law and is alumnus of the Ecole Nationale des Impôts. Mr. Philippe Pascal is currently the Chairman of Aéroports de Paris S.A. He began his career in the Directorate of Tax Legislation in which he held several positions between 1998 and 2007 in real estate taxation, agricultural tax and the taxation of persons. In 2007, he joined the Office of the Minister of State in charge of the budget, public accounts and public service and was appointed Inspecteur des Finances in April 2008. From 2008 to 2013, he took part in, then headed several missions in audit, evaluation and consulting within the Inspection Générale des Finances (the Finance Ministry audit division).	Mr. Prabhakara Rao Indana carries professional experience of over 40 years in various businesses. He holds first class Master's degree in Industrial Engineering from Andhra University. He joined GMR Group in 1995 and worked on various projects like the 200 MW Diesel engine power plant at Chennai, the 399.5 MW combined cycle power project for GMR Group at Vemagiri etc. In the year 2006, he joined the Airports business for Modernisation of IGI Airport. He led Delhi International Airport as a Chief Executive Officer from 2011-2018. Presently, he is a Deputy Managing Director of the Company looking after the construction and expansion of various Airports and Heads Various Corporate Functions like P&C, Corporate BE, IT Steering Committee, etc.
Date of first appointment on the Board	May 22, 1999	August 01, 2024	August 13, 2024
Shareholding in the Company	5,45,160 (including the shares held as Karta of HUF & Trustee)	Nil	17,000
Directorships and Committee memberships held in other companies	Given hereunder as (a)	Given hereunder as (b)	Given hereunder as (c)
Inter-se relationships between - Directors - Key Managerial Personnel (KMP)	Mr. Buchisanyasi Raju Grandhi is the elder son of Mr. G. M. Rao, Chairman, brother of Mr. Grandhi Kiran Kumar, MD & CEO, and brother- in-law of Mr. Srinivas Bommidala, Director of the Company. There is no other inter-se relationship with other directors and KMPs of the Company.	None of the Directors or KMPs of the Company is related to Mr. Philippe Pascal.	None of the Directors or KMPs of the Company is related to Mr. Prabhakara Rao Indana.

Name of the Director	Mr. Buchisanyasi Raju Grandhi	Mr. Philippe Pascal	Mr. Prabhakara Rao Indana
Terms and conditions of re-appointment along with remuneration sought to be paid	Being a Director liable to retire by rotation and being longest in office, Mr. Buchisanyasi Raju Grandhi, is retiring by rotation at the ensuing Annual General Meeting and being eligible offers himself for re- appointment. **Remuneration to be Paid** - Entitled to Sitting Fees for attending Board and Committee Meetings	Being a Director liable to retire by rotation and being longest in office, Mr. Philippe Pascal, is retiring by rotation at the ensuing Annual General Meeting and being eligible offers himself for re- appointment. **Remuneration to be Paid**- Entitled to Sitting Fees for attending Board and Committee Meetings	Being a Director liable to retire by rotation and being longest in office, Mr. Prabhakara Rao Indana, is retiring by rotation at the ensuing Annual General Meeting and being eligible offers himself for re- appointment. Pursuant to the approval of the Board of Directors and the Members at the 28th Annual General Meeting of the Company, Mr. Prabhakara Rao Indana was duly appointed as Whole Time Director of the Company designated as "Deputy Managing Director" for a period of 3 (three) years with effect from August 13, 2024, liable to retire by rotation, on the terms stated in the Notice of 28th Annual General Meeting of the Company. **Remuneration to be Paid**- Same as already approved by the Board of Directors and the Members at the 28th Annual General Meeting of the Company.
Remuneration Last Drawn for FY 2025-26	Nil	Nil	₹ 3,52,09,721
Number of Board Meetings attended during the year 2025-26	5 (Five) (out of 6 held during the year)	3 (Three) (out of 6 held during the year)	5 (Five) (out of 6 held during the year)
Name of Listed entities from which the Director has resigned in the past three years.	Nil	Nil	Delhi International Airport Limited *

** Resigned as Executive Director w.e.f. closure of Business hours of November 30, 2025 and re-designated as Non-Executive Director with effect from 01.12.2025. Mr. Prabhakara Rao Indana held position of Executive Director in Delhi International Airport Limited from 01.04.2018 till 30.11.2025.*

(a) Names of other entities in which **Mr. Buchisanyasi Raju Grandhi** 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 Varalakshmi Foundation	Audit Committee (Member)
2.	Delhi International Airport Limited	Stakeholders Relationship Committee (Member) Risk Management and Environment, Social and Governance Committee (Chairman)
3.	GBS Holdings Private Limited	-
4.	GMR Goa International Airport Limited	-
5.	GMR Enterprises Private Limited	Management Committee (Member)
6.	GMR Air Cargo and Aerospace Engineering Limited	-
7.	GMR Hyderabad International Airport Limited	Risk Management and Environment, Social and Governance Committee (Chairman)
8.	GMR Airport Developers Limited	-
9.	GMR Visakhapatnam International Airport Limited	Share Allotment & Transfer Committee (Chairman)
10.	Varalakshmi Sports Private Limited	-
11.	GMRIT Foundation	-

(b) Names of other entities in which **Mr. Philippe Pascal** holds directorship and the Membership/Chairmanship of Committees of the Board

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

(c) Names of other entities in which **Mr. Prabhakara Rao Indana** 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 Goa International Airport Limited	Corporate Social Responsibility Committee (Member)
2.	Delhi International Airport Limited	Audit Committee (Member) Corporate Social Responsibility Committee (Member) Risk Management & Environment Social & Governance Committee (Member)
3.	GMR Airport Developers Limited	Audit Committee (Member) Corporate Social Responsibility Committee (Member)
4.	GMR Nagpur International Airport Limited	-
5.	GMR Visakhapatnam International Airport Limited	Nomination and Remuneration Committee (Member) Share Allotment and Transfer Committee (Member) Corporate Social Responsibility Committee (Member)

*Foreign entities not considered.